GENERAL SOLICITATION OFFERING MEMORANDUM

EpigenCare Inc.
110 Bi County Blvd.
Ste. 122
Farmingdale, NY 11735

https://www.epigencare.com

50,000,000 Digital Tokens

With Option to Convert to Equity at a Rate of 5 Tokens to 1 Common Stock

THE OFFERING PERIOD OF THE PLACEMENT WILL EXPIRE ON THE EARLIER TO OCCUR OF: (I) THE DATE ON WHICH THE MAXIMUM PLACEMENT AMOUNT HAS BEEN SUBSCRIBED FOR AND ACCEPTED BY THE COMPANY AND A FINAL CLOSING IS CONDUCTED OR (II) JUNE 1, 2018, UNLESS EXTENDED BY UP TO 90 DAYS IN THE DISCRETION OF THE COMPANY.

This Offering Memorandum (this “Memorandum”) has been prepared by EpigenCare Inc. for use by investors to whom EpigenCare Inc. is offering (the “Offering”) the opportunity to purchase EpigenCare security tokens (“EPIC” tokens).

An investment involves risk. You should not invest any funds in this Offering unless you can afford to lose your entire investment. In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Additionally, these authorities have not passed upon the accuracy or adequacy of this document. The US Securities & Exchange Commission does not pass upon the merits of any securities offered or the terms of this Offering. These securities are offered under an exemption from registration; however, the US Securities & Exchange Commission has not made an independent determination that these securities are exempt from registration.

THE OFFERING

Type of Security Offered	ERC20-Standard Digital Tokens with Equity Conversion Option
Rights Offered Through Security	5 EPIC to 1 Common Stock 15% and 10% Revenue Sharing for 2 Years 5% Revenue Sharing Thereafter in Perpetuity Revenue Sharing Paid in ETH (Ethereum)
Name of Security	EpigenCare
Symbol of Security	EPIC
Purchase Price of Security Offered	~$0.40
Minimum Investment Per Investor	0.5 ETH
Holding Period	1 Year (anticipated to be freely tradeable on June 30, 2019)
Additional Details	60,000,000 Tokens Total Generated 50,000,000 Tokens for Sale* 48,000,000 Common Stock Issued 80,000,000 Common Stock Authorized

**Includes 2,675,000 offered through a separate crowdfunding offering, from which unsold amounts may be reallocated for sale through this Offering*

Token Delivery

Tokens are automatically delivered to your Ethereum wallet address used to contribute ETH during the token sale upon verification of your KYC/AML compliance and receipt of the appropriate amount of ETH. All tokens should be delivered by EpigenCare to your Ethereum wallet address between April 16, 2018 and July 14, 2018. You must possess an Ethereum wallet address and its private key (you can freely create one at MyEtherWallet.com) to receive tokens.

Bonuses

Certain venture capital or institutional investors may receive additional tokens as a large investment incentive. These tokens are depleted from the total 60,000,000 token supply, including the amount allocated for sale in this Offering. No additional tokens will be generated.

Fluctuating ETH Value

The contribution funds are in the form of ETH (Ether or Ethereum), which has a fluctuating value due to its tradeability on the market. While the USD price per token in this Offering will be set as close as possible to the initial $0.40 rate, fluctuations in the ETH value may result in some price discrepancies. Should there be a significant change in ETH value exceeding 10% in either direction, then EpigenCare reserves the right to change the number of tokens delivered per ETH contribution. The amount of tokens actually delivered shall be determined at the time of contribution prior to KYC/AML verification. All token sales are final, irrespective of the ETH to EPIC rate, and no refunds will be made after token delivery.

COMPANY INFORMATION

Description of the Business

EpigenCare is the world's first biotech company for personalized skincare by combining epigenetics and blockchain technology. EpigenCare is connecting consumers with the best skincare products through a direct-to-consumer personal epigenomics test. Its recommendation engine lets skincare companies target products to consumers based on the epigenetic effects of the product ingredients on the consumers' skin profile. The company's structured ecosystem ensures data sold to companies are solely and directly for the consumer's individualized benefit, which can be transparently tracked on the blockchain without revealing the consumer's identity.

A complete business model description and additional details can be accessed through EpigenCare's White Paper: https://www.epigencare.com/docs/epigencare whitepaper.pdf

Sales, Supply Chain, & Customer Base

EpigenCare intends to market and sell our epigenetic testing kit and service directly to consumers in the beginning, with eventual distribution through retailers and dermatology-related partnerships. Skincare companies are also advertising clients that will be purchasing data segments from EpigenCare's product recommendation algorithm.

Competition

We recognize that there are a few existing personal genomics services for consumers on the market, particularly 23andMe, PathwayGenomics, HomeDNA, and Targeted Skin. However, all of these tests (including ones specifically for skin) look only at the genetic, not epigenetic, factors of a panel of genes. This means that such tests look only at predisposed characteristics and cannot provide a means to track and quantify changes of skin, which subsequently means they cannot evaluate how skincare products may effect such changes. The genetics of a person at a young age remain the same into old age, and thus measurement of gene expression and function through epigenetic testing must be used. These companies also lack transparency of how customer data is being commercially exploited and sold. Moreover, pseudo-personalization of skincare such as sales consultations is conspicuously inferior to a scientific based test. Lastly, dermatologists currently look at relatively superficial physiological factors and do not have ideal data analysis tools for true personalization of skincare products. Thus, we are offering a first-to-market, unique product and service that has no true competition.

Liabilities & Litigation

EpigenCare does not have any legal liabilities nor is involved in any litigation. EpigenCare's current accounting liabilities include Accounts Payable and Accrued Expenses of $5,868, and $23,032 owed to related party Epigentek Group Inc. See the "Indebtness" section for details.

Officers & Directors

William Lee	CEO, Director, Co-Founder
Weiwei (Adam) Li, MD, Ph.D.	CSO, Director, Co-Founder
Jessica Li	CFO, Director, Co-Founder

William Lee
William Lee is currently CEO and Board Member of Epigen Care Inc., since its inception in April 2017. He is an entrepreneur with over 10 years of experience in both the biotechnology and entertainment sectors. Currently a shareholder of EpiGentek Group Inc., a biotechnology reagents company specializing in epigenetics, he has held the role of VP of Operations since June 2014 and Chief Operating Officer since January 2018. He had also previously founded music licensing and gaming ventures. He has significant experience in management, operations, web development, and both B2B and B2C marketing. Having a passion for disruptive technologies, he invested in Bitcoin in 2013 and subsequently Ethereum in its early days. William Lee studied at New York University and Carnegie Mellon University. While pursuing his MBA at the Carnegie Mellon Tepper School of Business, William realized the vast startup opportunity in the blockchain space and sought to bring the disruptive technology into consumer biotech. As an executive, he will be devoted to EpigenCare on a full time basis.

Weiwei (Adam) Li, MD, Ph.D.
Dr. Li is currently CSO and Board Member of EpigenCare Inc., since its inception in April 2017. He is also the scientific founder and CSO of EpiGentek Group, Inc., a biotechnology reagents company specializing in epigenetics, since March 2005. He has more than 20 years of experience in oncology and pharmacology as well as 15 years of experience in epigenetic research. His publication list includes 46 peer-reviewed papers in the cancer and epigenetic fields. As the first inventor, he has filed 11 patent applications related to epigenetic test methods and medical cosmetics, in which 4 patents were issued. Dr. Li completed his postdoctoral training at Memorial Sloan-Kettering Cancer Center and served as faculty-level attending biologist at Memorial Hospital in New York prior to joining EpiGentek. He was also the visiting professor at University of South China Medical College and a reviewer of several top biological journals including Cancer Research and Nucleic Acid Research. As an executive, he will devote approximately 20 hours per week to EpigenCare initially on a part time basis (his primary role will currently be at EpigenCare).

Jessica Li
Jessica Li is currently CFO and Board Member of EpigenCare Inc., since its inception in April 2017. She has more than 20 years of experience in accounting, finance, banking, and business management. She is a co-founder of EpiGentek Group, Inc., a biotechnology reagents company specializing in epigenetics, where she developed and facilitated financial strategies, budget and cost management, and accounting operations to ultimately increase overall enterprise value. She held the role of Chief Financial Officer since March 2005. Before joining EpiGentek, she worked at several CPA firms as well as in the banking sector in New York. She holds a bachelor's degree in finance and an MBA from the New York Institute of Technology School of Management with a concentration in accounting. As an executive, she will devote approximately 15 hours per week to EpigenCare initially on a part-time basis (her primary role will currently be at EpiGentek).

Related Party Transactions
The Company leased its office and lab space, located at 110 Bi County Blvd, Suite 122,

Farmingdale, NY, with a one-year sublease term from its related party EpiGentek Group Inc. The monthly payment on the sublease agreement was $1,000 per month. EpiGentek Group Inc. is majority controlled by the same majority shareholders of the Company, William Lee, Weiwei Li, and Jessica Li. The related party, EpiGentek Group Inc., of the Company has provided a credit of line for $100,000 with 1% interest rate. As of February 15, 2018, EpiGentek has funded the Company's operating expenses in the amount of $23,032, inclusive of the sublease rent payments. These expenses are anticipated to be reimbursed once the Company obtains a minimum funding of $1,000,000, payable immediately. Should the Company fail to raise this amount by December 31, 2018, the debt shall be converted to a three-year loan with the interest rate of 7%. The Company has allocated 6,325,000 of its 60,000,000 total tokens to its founders, team members, and advisory team as follows:

- William Lee, CEO/Co-Founder: 2,000,000
- Weiwei (Adam) Li, CSO/Co-Founder: 2,000,000
- Jessica Li, CFO/Co-Founder: 2,000,000
- Ashley Pottash, Business Strategy Lead: 75,000
- Stephen Fiser, Software Development Lead: 0
- Richard Wildnauer, Business Advisor: 50,000
- James Yen Wang, Dermatology Advisor: 50,000
- Brennan Bennett, Blockchain Advisor: 50,000
- Rebecca Fry, Epigenetics Advisor: 50,000
- Tim Bukher, Legal Strategy Advisor: 50,000

All tokens to the above persons will be distributed: (a) after conclusion of our anticipated Regulation D 506(c) offering; and (b) upon raising a minimum of $2 million through the combined efforts of all of our offerings, including Regulation CF, D, and S exemption offerings. Upon distribution of tokens, they shall be subject to a 1-year vesting period before they may be potentially traded on a secondary market, subject to any further regulations at that time. A remaining 3,675,000 tokens are reserved for future potential team members and advisors.

RISK FACTORS

These are the principal risks that related to the company and its business:

1. **All financial investments, including digital token offerings, are inherently of risk.** All investments are generally speculative in nature and involve substantial risk of loss. We strongly encourage investors to use full due diligence to invest carefully, such as to obtain independent investigations from professional advisors prior to acting upon the information we publish. Due to the developmental nature of blockchain technology, we do not warrant or guarantee the success in your investment arising out of your participation in this Security Token Offering (“STO”). Any investment decisions and outcomes remain the responsibility of the individual. Additionally, the value of STO tokens may be adversely affected by factors out of our control including, but not limited to: (a) downturns in economic conditions; (b) reputation of relevant industry influenced by inappropriate actions of competitors or other organizations; (c) bankruptcies, Ṇ operating costs or expenses; (e) changes in or increased costs of compliance with relevant legislation; (f) falsified information, news, or rumors perpetuated by others; (g) malfunction or abandonment of underlying blockchain protocols or blockchain mining exploitation; and (h) civil unrest, acts of God or natural disasters, and acts of war or terrorism.

2. **We may be subject to skincare, personal genomics, or healthcare regulations.** Cosmetic skincare products are currently not subject to FDA clinical trials or regulatory approval, but we cannot guarantee or predict future regulatory changes or requirements. Although we provide only a guidance for cosmetic related offerings, we are not certain whether the FDA or similar regulatory bodies will require us to modify or reduce the degree, amount, or claims of scientific recommendations or explanations in our test reports. This may either cause our value proposition to consumers to be reduced, potentially leading to less accurate reports and decreased sales, or otherwise incur significant compliance costs with the FDA or similar regulatory bodies. Regardless, we will take precautionary measures in the event that any unexpected regulations emerge.

3. **Our tokens may be illiquid for long periods of time.** Our tokens that are purchased will be marked with a 1-year restricted legend. This means that they should not be traded on secondary markets until this legend attribute has been removed after 1 year, anticipated to be around June 2019. Although popular cryptographic token assets are generally considered very liquid due to the ease of transfer using blockchain technology, there is nevertheless the risk of financial illiquidity if such tokens are not or never listed in a tradeable exchange. This may be due to compliance regulations such as those from the SEC as well as state-level regulations such as BitLicense. We may also be acquired by another the future, but we would not have control on whether they choose to use our tokens or to convert them to their own equivalent asset, if at all.

4. **There is unpredictability regarding regulations for blockchain and cryptocurrency related or derived assets.** Due to the novel nature of blockchain-based technology, there is currently unclear or insufficient government regulation or protection on how such cryptographic tokens are to be traded or transferred. Therefore, if the tokens are tradeable on a secondary market, then market manipulation such as pump-and-dump schemes by unsavory third parties may exist until appropriate regulations are eventually enforced. Additionally, unforeseen government regulation may result in complete illiquidity of cryptocurrencies and its derivatives such as through the restriction of cryptocurrency exchanges. Perceived market price of cryptographic tokens may not necessarily represent their true fundamental value and may be subjected to over-speculation and therefore extreme corrections and volatility. High volatility assets are generally considered investments of risk.

5. **Forward-looking statements are not indicators of guaranteed success or returns.** Past performance is not always indicative of future results. Particular statements, strategies, estimates, and financial information we provide may constitute forward-looking statements or information. Such forward-looking statements or information involve known and unknown risks and uncertainties which may cause actual events or results to differ materially from the estimates or the results implied or expressed in such forward-looking statements.

6. **Our intellectual property or patents may not be approved or, if approved, entirely enforceable.** Our intellectual property is a major value contributor to our company, and we are in the process of filing applications for patents of our technologies. Proprietary intellectual property, as well as trade secrets, are strong deterrents and barriers of entry to potential competitors. Although we are currently in the process of filing applications for patents of our technology, we cannot guarantee their approval or eventual enforceability if approved. The cost of enforcing of patent may also impede our decision to exercise our right to challenge or litigate an alleged patent violation. As intellectual property is a complex field of law, there remains a possibility that potential competitors may circumvent our intellectual property, find prior art to invalidate it, or render the patents unenforceable through some other unforeseen mechanism. Moreover, patents vary in their impact and level of enforceability in the country of issue. If competitors are able to bypass our patent protection without obtaining a license, it is possible that the Company's value will be adversely impacted.

7. **We may face unpredictable challenges with new and insufficiently proven blockchain technologies.** The token transaction mechanism in our digital platform and our business model's ecosystem is recorded on the Ethereum blockchain ledger. However, we do not have control over the software developments of the Ethereum network by the third-party Ethereum Foundation and its affiliated developers. Sometimes the Ethereum network undergoes updates known as a fork, which in rare incidences may lead to network disruption or bugs. In the event of any major Ethereum fork, we will

closely monitor the nature of the fork and ensure tokens remain compatible with our business model. Should there be a risk of incompatibility, severe network congestion, insufficient transaction scalability, etc. that would lead to a critical and permanent disruption leading to impracticality, our contingency plan is to diligently migrate tokens into alternative smart-contract blockchains such as Stellar, NEO, Lisk, EOS, etc. via a token exchange event.

8. **The nature of our product may introduce the potential for perceived liability**. Our skincare test involves scientific-based recommendations of third-party products that are applied directly on an individual's skin. As we only determine the potential effects of certain ingredients of a third-party product in a specific and limited manner, we cannot ensure whether such products will cause side effects, allergic reactions, or similar reactions on a consumer's skin. Although we will communicate disclaimers to the consumer in order to remove or limit our liability, there may be a possibility that the consumer perceives the Company to be responsible for adverse reactions stemming from our product recommendations. This may lead to additional costs for the Company to defend against any potential lawsuits arising out of such discontent from a co Additionally, our test involves analysis of a consumer's DNA profile. Although we address a consumer's privacy concerns by creating an anonymous association of their identity through blockchain records, there could be a data breach of consumer data in an unidentifiable, aggregated format. In such an event, the anonymization of data through the blockchain will mitigate the seriousness of the matter, but it may result in large data assets being potentially used to develop competitor businesses, insights, and/or strategies. This may cause loss of or reduced revenues by diminishing our competitive advantages.

9. **We may encounter strong resistance or hostile actions by industry participants.** As our skincare test, recommendation engine, and digital platform may be highly disruptive to the existing skincare industry, skincare companies may attempt to stifle or deter our operations. It is unlikely for a skincare company to offer a similar product due to the limited number of recommendations they can make of their own product, but there may be a possibility of multiple companies forming partnerships to collectively challenge our business model. As part of our revenue model relies on skincare companies placing their products in our digital platform, we may see reduced revenues if any skincare companies refuse adoption of our platform. Lastly, should there be market tradeability of our digital tokens, a large organization may attempt to acquire all or a significant amount of tokens on the market in a hostile attempt to render them illiquid and not useable on our platform. In such an event, however, we have a special reserve pool of tokens to continue operation which thus acts a deterrent to such hostile action.

OWNERSHIP, CAPITAL STRUCTURE, AND RIGHTS OF SECURITIES

Ownership

- William Lee, 33.0% ownership, Common Stock
- Weiwei Li, 37.0% ownership, Common Stock
- Jessica Li, 30.0% ownership, Common Stock

Class of Securities

- **EPIC Tokens:** 0 outstanding with 50,000,000 for sale out of 60,000,000 generated

Voting Rights
EpigenCare's EPIC tokens do not include voting rights.

Restricted Legend
EpigenCare's EPIC tokens are being issued as a security through an exemption offering. To ensure regulatory compliance, EPIC will be temporarily marked with a "restricted security" legend as a token attribute. Securities with a restricted legend generally have a 1-year holding period before investors may freely trade them on the market, or otherwise be held liable for violating US Securities and Exchange Commission (SEC) laws. This token attribute will be removed after approximately 1 year from the conclusion of the offering. A one-time transfer for custodial or convenience purposes is permitted until August 31, 2018. Afterwards, transfers will be automatically restricted until approximately June 30, 2019 unless a written request is made to EpigenCare to ensure compliance, subject to identity and/or accreditation verification of the recipient.

Revenue Sharing
A revenue share based on all sales revenue, including pre-orders, will be paid to all holders of EPIC tokens, according to a fixed proportion of 60,000,000 tokens. All payments will be issued in ETH (Ethereum). An earnings report will be published once per quarter. Revenue paid out as part of this revenue sharing program shall only be revenue from any blockchain-tracked sales transactions using ECARE utility tokens (any credit card purchases for products or services including test and ad sales will have ECARE seamlessly transacted as if ECARE was purchased and instantly spent). Revenue sharing payments will be issued (either through a claiming or airdrop process) at the end of the 1-year holding period after the 4th earning report and an internal audit, followed by quarterly payments for the subsequent years, based on the following payout rate:

Year	**1**	**2**	**3+**
Share Rate	15% of Revenue	10% of Revenue	5% of Revenue
Pay Schedule	End of 1st Year	Quarterly	Quarterly

Conversion to Equity

After the 1-year holding period is lifted, holders of EPIC may exercise the right to convert a minimum amount of 5 EPIC to 1 Common Stock share without a maximum amount, at a maximum rate of once per quarter. Converted EPIC are redeemed through future instructions provided by the Company, and such action shall not be reversible. Once EPIC is redeemed into the possession of the Company, the redeemed EPIC shall be either destroyed or permanently locked such that it may no longer be converted, traded, transferred, or transmitted into the market again.

Clarification on Token Allocations

There will be 60,000,000 tokens generated in total as a fixed supply. Although 50,000,000 tokens are being offered for sale (2,675,000 are made available through a separate offering but unsold tokens may be reallocated into this Offering). Moreover, another 10,000,000 tokens are distributed as follows: (a) 6,000,000 for the three co-founders; (b) 3,700,000 for key employees; and (c) 300,000 for the advisory team. This means that the Company's board members, employees, and team members will initially own up to a combined 16.67% of the total market capitalization of the tokens.

- **Common Stock Series:** 48,000,000 outstanding with authorization to issue up to 80,000,000 shares of common stock

Voting Rights

The holders of shares of the Company's common stock series A, $0.0001 par value per share (the "Common Stock"), are entitled to one vote for each share held of record on all matters submitted to a vote of the shareholders.

Majority Vote

The shareholders, by vote or concurrence of a majority of the outstanding shares of the Company entitled to vote on the subject matter, may take any action which would otherwise require a majority (>50%) vote under the laws of the State of New York.

Dividend Rights

Subject to preferences that may be granted to any then outstanding preferred stock, holders of shares of Common Stock are entitled to receive ratably such dividends as may be declared by the Board out of funds legally available therefore as well as any distribution to the shareholders. The payment of dividends on the Common Stock will be a business decision to be made by the Board from time based upon the results of our operations and our financial condition and any other factors that our board of directors considers relevant. Payment of dividends on the Common Stock may be restricted by law and by loan agreements, indentures and other transactions entered into by us from time to time. The Company has never paid a dividend and does not intend to pay stock dividends in the foreseeable future, which means that shareholders may not receive any return on their investment from stock dividends.

Rights to Receive Liquidation Distributions

In the event of our liquidation, dissolution, or winding up, holders of Common Stock are entitled to share ratably in all of our assets remaining after payment of liabilities and the liquidation preference of any then outstanding preferred stock.

Rights and Preferences
The rights, preferences and privileges of the holders of the company's Common Stock are subject to and may be adversely affected by any additional classes of stock that the Company may designate in the future.

What it Means to be a Minority Holder
These digital tokens do not have any voting rights and therefore you will not have the ability to influence any decision in the Company. As a minority holder of our tokens, you may incur risk of high volatility in the value of these tokens should there be sudden and large volume trading activity from token holders of significant quantities, should these tokens become tradeable.

As a minority holder of Common Stock (after conversion from EPIC), you will have limited ability, if all, to influence our policies or any other corporate matter, including the election of directors, changes to the Company's governance documents, additional issuances of securities, company repurchases of securities, a sale of the Company or of assets of the Company, or transactions with related parties.

Dilution
There are 60,000,000 EPIC tokens minted as a fixed supply, and no further tokens will be created again. Investors should be aware that we are publicly offering 50,000,000 tokens during the public sale, with 10,000,000 additional tokens distributed to board members, advisors, and employees of the Company.

Investors who convert EPIC into Common Stock should understand the potential for dilution of the Common Stock by a business. Each Investor’s stake in the Company could be diluted due to the Company issuing additional shares in necessary circumstances. When the Company issues additional shares, the percentage of the Company that you own will decrease, even though the value of the Company may increase. The increases in the number of shares outstanding could be due to various stock offerings including an initial public offering and additional funding rounds including angel investments and venture capital rounds, employees exercising stock options, or by conversion of special instruments into stock.

If the Company decides to issue additional shares, an Investor’s holding value could be diluted, with each share being worth less than before. Therefore, it is important to take into consideration that the value of the shares can decrease by actions taken by the Company before investing and in especially prior to exercising the irreversible conversion right of EPIC into Common Stock.

Mergers & Acquisitions and Initial Public Offerings
In the event that the Company is (a) acquired by another organization; or (b) taken public through an Initial Public Offering of its stock, then a public announcement will be made on the Company’s website and official communication channels with at least thirty (30) days’ advance notice of the aforementioned acquisition or IPO. During this period, all EPIC holders may exercise their conversion right and redeem their tokens for Common Stock or otherwise

permanently lose the right to convert to equity. There is no guarantee that the same rights, including revenue sharing, may remain after the Company becomes public or is majority or entirely owned by another entity.

Transferability of Securities

For a year, by written request to the Company and through a whitelisting approval process, the securities can only be resold:

- Through an appropriate registered offering;
- To the Company;
- To an accredited investor; and
- To a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

FINANCIAL INFORMATION INCLUDING MATERIAL INDEBTEDNESS

Financial Statements

Our financial statements can be found attached to this document. The financial review covers the period ending in February 15, 2018.

Results of Operation

Since our April 2017 inception, we have not had any significant operating history. We have been primarily funded by the shareholders and related party, Epigentek Group Inc., to cover some basic operating costs, particularly website development and preliminary R&D. These amounts are detailed in the attached Financial Statements.

We have not yet generated any notable revenues -- we anticipate doing so when we begin our pre-order marketing campaign in Q3 of 2018. In particular, we anticipate the start of significant revenues in Q4 of 2018 upon completion of the commercialization process of our service and collection kit in retail form, as well as completion of a functional beta platform for corporate clients.

Based on our forecast, we anticipate that a $1,000,000 preliminary operational raise will allow us to operate the business for 6 months in the extreme scenario of no revenue generation. In this scenario, anticipated major expenditures include capital equipment ($200k), R&D towards commercialization ($100k), marketing ($260k), and personnel hiring ($350k). These estimates are based on typical biotech industry startup expectations, particularly from the co-founders 10-year experience with successful operations of the related party EpiGentek Group Inc.

Should we raise less than the $1,000,000 funding goal, then all of the aforementioned assumptions shall be generally pro-rated in a reasonable manner such that expenditures are reduced proportionally to the funding.

As of February 15, 2018, EpiGentek has funded the Company's operating expenses in the amount of $23,032. These expenses are anticipated to be reimbursed once the Company obtains a preliminary operational funding of $1,000,000, payable immediately (see "Use of Proceeds" section for additional information). Should the Company fail to raise this amount by December 31, 2018, the debt shall be converted to a three-year loan with the interest rate of 7%.

Financial Milestones

The Company is investing for continued growth of the brand, and is generating net income losses as a result. In the unlikely event that we generate no revenue at all after raising the soft funding goal of $1,000,000, then we estimate that we would be able to sustain 6-months of operations -- please see the "Results of Operation" and "Use of Proceeds" sections for further details. Part of our business model relies on blockchain technology which is considered novel and untested in the cosmetics market, but will accelerate consumer adoption of our main product (a direct-to consumer epigenetic test) as blockchain's beneficial features for addressing privacy concerns become increasingly known to consumers.

Although we strongly believe that we will be able to achieve these milestones with commercially reasonable diligence, unforeseen circumstances could arise or circumstances may currently exist that we did not consider. Such circumstances may delay our aforementioned milestones, and possibly require us to raise additional amounts to sustain operations until we are able to achieve profitability. To mitigate this, we are anticipating additional funds raised totaling $20,000,000 in 2018. This would allow us to significantly increase operational capabilities and marketing, and allow us to generate anticipated positive net income by 2020.

If we are unable to raise all the funds we are seeking to raise in this offering or any additional funds we may require, we may need to reduce expenditures for personnel, contractors, marketing, and other envisioned expenditures including capital equipment. This could diminish our capability to rapidly expand operations and sales. If we are unable to both (a) implement and execute our proposed business plan; and (b) raise capital through additional or alternative financing means, then we do not presently have any further alternative proposals. In this latter situation, investors should anticipate that their investment may be lost or unprofitable.

Liquidity
The Company is currently generating operating losses and requires the continued infusion of new capital to continue business operations. In order to quickly take our commercialized product and service to the market, funds are critical to the process of enhancing our technological, and particularly our market, barrier of entry to potential competitors. If we raise our preliminary operational funding of $1,000,000, then we intend to diligently budget expenditures across a 6-month period. Additional details can be found in the "Results of Operation" section. The approximate total capital intended to be raised through all of our tokens is $20,000,000 in 2018.

Capital Resources
The total intended funds to be raised is approximately $20,000,000. To date, the shareholders have funded some of the Company's operations. Additionally, the shareholders of the Company are also the majority shareholders of the related party Epigentek Group Inc., a profitable biotechnology company generating positive cash flow and revenue. The related party has provided a credit of line for $100,000. The Company may also consider raising capital through sales of its stock/equity to venture capital firms or other organizations in the second year of operation.

Indebtedness
The related party, EpiGentek Group Inc., of the Company has provided a credit of line of $100,000 with 1% interest rate. As of February 15, 2018, EpiGentek has funded the Company's operating expenses in the amount of $23,032, inclusive of the sublease rent payments. These expenses are anticipated to be reimbursed once the Company obtains a preliminary operational funding of $1,000,000, payable immediately. Should the Company fail to raise this amount by December 31, 2018, the debt shall be converted to a three-year loan with the interest rate of 7%.

Valuation
As we are raising capital using digital security tokens with the option to convert to shares of equity, we have undertaken diligent efforts to produce a valuation of the Company to the extent

of which would be considered reasonable based on the Venture Capital Method first described by Professor Bill Sahlman at Harvard Business School in 1987 (see http://blog.gust.com/startup-valuations-101-the-venture-capital-method/):

1. Return on Investment (ROI) = Terminal Value / Post-Money Valuation
2. Post-money Valuation = Terminal Value - Anticipated ROI

Terminal Value is the anticipated selling price for the company after 10 years.

To calculate this we make an industry-specific assumption of 15% net margin (https://csimarket.com/Industry/industry_Profitability_Ratios.php?ind=801) and an industry-specific price to earnings ratio of 15:1 (Figure 15 of https://www.yardeni.com/pub/mktbriefsppesecind.pdf).

We previously described a $1B revenue milestone by the 10th year, and thus with a 15% net margin of $150M multiplied by 15:1 PE ratio would result in a $2.25B valuation. We chose the 10-year mark as the maximum duration for an expected exit strategy (See https://startupxplore.com/en/blog/exit-strategies-for-startups-and-investors/).

As investors typically seek a 10-30X return from startups, we use a mid-point of 20X for the Anticipated ROI basis (See http://www.angelblog.net/VentureCapital_Funds_How_the_Math_Works.html or https://medium.com/@harralford3/3-ways-angel-investors-value-pre-revenuestartups-ee05c81c6d80).

Based on our funding need of $20,000,000 to achieve positive cash flow ad grow organically thereafter, here's how we calculated the Post-Money Valuation followed by final Pre-Money Valuation of this transaction:

1. Post-Money Valuation = Terminal Value / Anticipated ROI = $2.25B / 20X = $112.5M
2. Pre-Money Valuation = Post-Money Valuation - Investment = $112.5M – $20M = $92.5M