

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

ADVANTAMEDS SOLUTIONS (USA) INC.

OFFERING OF 8% SERIES A CONVERTIBLE PROMISSORY NOTES

Total Offering: \$25,000,000

Minimum Purchase: \$10,000

Effective Date: _____

Advantameds Solutions (USA) Inc. (hereinafter “ Advantameds,” the ”Company,” “we,” “us” or “our”), a Nevada Corporation is making a private Offering of securities limited to Accredited Investors only (the “Offering”), the terms of which are described in this Confidential Private Placement Memorandum (hereinafter the “Memorandum”). The Offering is being conducted pursuant to certain exemptions from registration under the applicable rules of the Securities Act of 1933, (the “Act”), and specifically Rule 506(c) of Section 4(a)(2) thereunder permitting general advertising and solicitation; provided however, that the Offering is only available to Accredited Investors (subject to independent verification).

The Offering consists of Series A Convertible Promissory Notes totaling up to twenty-five million dollars (\$25,000,000), which notes are offered in increments of \$10,000 (hereinafter the “Notes”).

The proceeds of the Offering will be used for the following:

- (1) acquisition of equity interests in any group or entity that is lawfully licensed under any state statutory scheme for the legal cultivation, processing or dispensing of medical marijuana (collectively the “Licensed Entities”); and
 - (2) selling goods and services to the Licensed Entities, including but not limited to, providing management and other professional services to the Licensed Entities, conducting research, assisting with licensing requirements and providing advice and consultation regarding the legal requirements for the medical marijuana industry
- (our “Business Plan”).

In order to continue to execute our Business Plan, we need to raise sufficient capital. We are therefore actively building the base of our investment network.

Funds raised pursuant to this Offering will be immediately available to us – no such funds will be held in an escrow account. This Offering expires December 31, 2015 unless otherwise extended by us in our sole discretion.

THE INVESTMENT HEREUNDER INVOLVES A HIGH DEGREE OF RISK. YOU SHOULD PURCHASE THE SECURITIES OF ADVANTAMEDS ONLY IF YOU CAN AFFORD A COMPLETE LOSS OF YOUR INVESTMENT. SEE “RISK FACTORS” IN THIS MEMORANDUM. NEITHER THE UNITED STATES SECURITIES AND

EXCHANGE COMMISSION (HEREINAFTER THE “SEC”) NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THESE SECURITIES, OR DETERMINED IF THIS MEMORANDUM IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE BEING OFFERED PURSUANT TO EXEMPTIONS FROM REGISTRATION UNDER REGULATION D OF THE SECURITIES ACT OF 1933 (HEREINAFTER THE “SECURITIES ACT”) AND CERTAIN STATE SECURITIES LAWS. ACCORDINGLY, THE SECURITIES PURCHASED IN THIS OFFERING MAY NOT BE RESOLD UNLESS SUCH SALE IS REGISTERED UNDER APPLICABLE FEDERAL AND STATE SECURITIES LAWS OR PURSUANT TO AN APPLICABLE EXEMPTION FROM SUCH REGISTRATION. THESE SECURITIES ARE OFFERED BY ADVANTAMEDS SUBJECT TO WITHDRAWAL, CANCELLATION OR MODIFICATION OF THE OFFERING, WITHOUT NOTICE.

NOTICE TO INVESTORS

Advantameds has agreed to make available to each prospective investor, prior to the sale of the Notes, the opportunity to ask questions of, and receive answers from, the officers of Advantameds concerning the terms and conditions of the Offering and to obtain, to the extent Advantameds possesses such information or can acquire it without unreasonable effort or expense, any additional information that is necessary to verify the accuracy of the information set forth herein, or to answer questions prospective investors may have pertaining to our Business Plan. Questions, inquiries and requests for information may be directed to Advantameds by mail addressed to the attention of:

Geoff Thompson
Advantameds Solutions USA Inc.
20511 Abbey Dr.
Frankfort, Illinois 60423

Each investor must rely on the investor’s own evaluation of Advantameds and the terms of the Offering, including the merits and risks involved, in making an investment decision with respect to the Notes.

EACH INVESTOR SHOULD CONSULT HIS/ HER/ ITS OWN PROFESSIONAL ADVISORS AS TO LEGAL AND OTHER MATTERS CONCERNING HIS/HER/ITS INVESTMENT. THE FAILURE TO DO SO WILL BE DEEMED A KNOWING AND CONSENSUAL WAIVER OF SAME.

PROSPECTIVE INVESTORS ARE URGED TO READ CAREFULLY THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM, INCLUDING THE FACTORS DESCRIBED UNDER “RISK FACTORS” HEREIN. PURCHASERS AND THEIR REPRESENTATIVES, IF ANY, WILL BE ASKED TO ACKNOWLEDGE IN THE SUBSCRIPTION AGREEMENT THAT THEY WERE GIVEN THE OPPORTUNITY TO TALK WITH REPRESENTATIVES OF ADVANTAMEDS AND TO OBTAIN SUCH ADDITIONAL INFORMATION, AND THAT THEY EITHER DID SO OR KNOWINGLY ELECTED TO WAIVE SUCH OPPORTUNITY. COPIES OF

ALL DOCUMENTS, CONTRACTS AND OTHER COMPANY RECORDS TO WHICH REFERENCE IS MADE IN THIS MEMORANDUM WILL BE AVAILABLE FOR INSPECTION UPON REQUEST TO ADVANTAMEDS DURING NORMAL BUSINESS HOURS. BECAUSE OF THE CONFIDENTIAL NATURE OF MANY OF THESE DOCUMENTS, COPIES MAY NOT BE MADE AND PURCHASERS AND THEIR REPRESENTATIVES WILL BE REQUIRED TO SIGN A NON-DISCLOSURE AGREEMENT PRIOR TO INSPECTION OF ANY CONFIDENTIAL DOCUMENTS, IF SO REQUESTED.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL TO, OR SOLICITATION OF AN OFFER TO PURCHASE FROM, ANY PERSON OTHER THAN THE PERSON WHOSE NAME APPEARS ON THE COVER. THE INFORMATION CONTAINED IN THIS MEMORANDUM IS CONFIDENTIAL, AND THE OFFEREE, BY ACCEPTING DELIVERY OF THIS MEMORANDUM, AGREES NOT TO REPRODUCE IT AND TO RETURN IT AND ALL ENCLOSED DOCUMENTS TO ADVANTAMEDS IF THE OFFEREE DOES NOT PURCHASE ANY OF THE SERIES A NOTES OFFERED HEREBY. THIS MEMORANDUM IS FURNISHED FOR THE SOLE USE OF THE OFFEREE, AND FOR THE SOLE PURPOSE OF PROVIDING INFORMATION REGARDING THE NOTES PROPOSED TO BE SOLD BY ADVANTAMEDS. NO OTHER USE OF THIS INFORMATION IS AUTHORIZED. THE DELIVERY OF THIS MEMORANDUM AT ANY TIME DOES NOT IMPLY THAT INFORMATION HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO ITS DATE. ANY REPRODUCTION OR OTHER DISTRIBUTION OF THIS MEMORANDUM AND ITS EXHIBITS, IN WHOLE OR IN PART, OR THE DIVULGENCE OF ANY OF ITS CONTENTS WITHOUT THE PRIOR WRITTEN CONSENT OF ADVANTAMEDS, IS PROHIBITED.

THIS OFFERING AND THESE SECURITIES HAVE NOT BEEN REGISTERED WITH OR APPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION. THIS OFFERING IS MADE IN RELIANCE ON EXEMPTIONS FROM REGISTRATION UNDER THE SECURITIES ACT OF 1933 AND CERTAIN STATE SECURITIES LAWS. NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS MADE AN INDEPENDENT DETERMINATION THAT THE SECURITIES OFFERED HEREUNDER ARE EXEMPT FROM REGISTRATION, NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PRIVATE PLACEMENT MEMORANDUM OR OF THE MERITS OF THESE SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THE NOTES ARE BEING OFFERED AND SOLD ONLY TO "ACCREDITED INVESTORS" AS DEFINED IN RULE 501(a) OF REGULATION D OF THE SECURITIES ACT. INVESTORS MUST PURCHASE THESE SECURITIES FOR THEIR OWN ACCOUNT, FOR INVESTMENT PURPOSES ONLY AND NOT WITH A VIEW TO SUBSEQUENT TRANSFER OR RESALE. INVESTORS SHOULD BE AWARE THAT THEY COULD BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME. THE SECURITIES OFFERED HEREBY ARE HIGHLY SPECULATIVE, ILLIQUID, INVOLVE A HIGH DEGREE OF RISK AND MAY NOT BE AN APPROPRIATE INVESTMENT FOR PERSONS WHO CANNOT

AFFORD TO LOSE THEIR ENTIRE INVESTMENT. IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF ADVANTAMEDS AND THE TERMS OF THIS OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. SEE “RISK FACTORS.”

ADVANTAMEDS, THEIR RESPECTIVE MANAGERS, OFFICERS AND OWNERS AND ANY OTHER REPRESENTATIVE OF ANY OF THE FOREGOING DO NOT ASSUME ANY RESPONSIBILITY FOR ECONOMIC, LEGAL OR TAX ADVICE CONCERNING THIS INVESTMENT, OR THE ECONOMIC, LEGAL OR TAX CONSEQUENCES OF THIS INVESTMENT TO ANY INVESTOR.

IT IS THE RESPONSIBILITY OF ANY INVESTOR PURCHASING THE NOTES OFFERED HEREIN TO SATISFY ITSELF AS TO FULL OBSERVANCE OF THE LAWS OF ANY RELEVANT TERRITORY OUTSIDE THE UNITED STATES IN CONNECTION WITH ANY SUCH PURCHASE, INCLUDING OBTAINING ANY REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER APPLICABLE REQUIREMENTS.

1. NOTICE TO ALABAMA RESIDENTS ONLY: THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE ALABAMA SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE ALABAMA SECURITIES COMMISSION. THE COMMISSION DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF ANY SECURITIES, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF THIS PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

2. NOTICE TO ALASKA RESIDENTS ONLY: THE SECURITIES OFFERED HAVE NOT BEEN REGISTERED WITH THE ADMINISTRATOR OF SECURITIES OF THE STATE OF ALASKA UNDER PROVISIONS OF 3 AAC 08.500-3 AAC 08.504. THE INVESTOR IS ADVISED THAT THE ADMINISTRATOR HAS MADE ONLY A CURSORY REVIEW OF THE REGISTRATION STATEMENT AND HAS NOT REVIEWED THIS DOCUMENT SINCE THE DOCUMENT IS NOT REQUIRED TO BE FILED WITH THE ADMINISTRATOR. THE FACT OF REGISTRATION DOES NOT MEAN THAT THE ADMINISTRATOR HAS PASSED IN ANY WAY UPON THE MERITS, RECOMMENDED, OR APPROVED THE SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS A VIOLATION OF 45.55.170. THE INVESTOR MUST RELY ON THE INVESTOR'S OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION ON THESE SECURITIES.

3. NOTICE TO ARIZONA RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE ARIZONA SECURITIES ACT IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION PURSUANT TO A.R.S. SECTION 44-1844 (1) AND THEREFORE CANNOT BE RESOLD UNLESS THEY ARE ALSO REGISTERED OR UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

4. NOTICE TO ARKANSAS RESIDENTS ONLY: THESE SECURITIES ARE OFFERED IN RELIANCE UPON CLAIMS OF EXEMPTION UNDER THE ARKANSAS SECURITIES ACT AND SECTION 4(2) OF THE SECURITIES ACT OF 1933. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE ARKANSAS SECURITIES DEPARTMENT OR WITH THE SECURITIES AND EXCHANGE COMMISSION. NEITHER THE DEPARTMENT NOR THE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASE, APPROVED OR DISAPPROVED THIS OFFERING OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

5. FOR CALIFORNIA RESIDENTS ONLY: THE SALE OF THE SECURITIES WHICH ARE THE SUBJECT OF THIS OFFERING HAS NOT BEEN QUALIFIED WITH COMMISSIONER OF CORPORATIONS OF THE STATE OF CALIFORNIA AND THE ISSUANCE OF SUCH SECURITIES OR PAYMENT OR RECEIPT OF ANY PART OF THE CONSIDERATION THEREFORE PRIOR TO SUCH QUALIFICATIONS IS UNLAWFUL, UNLESS THE SALE OF SECURITIES IS EXEMPTED FROM QUALIFICATION BY SECTION 25100, 25102, OR 25104 OF THE CALIFORNIA CORPORATIONS CODE. THE RIGHTS OF ALL PARTIES TO THIS OFFERING ARE EXPRESSLY CONDITION UPON SUCH QUALIFICATIONS BEING OBTAINED, UNLESS THE SALE IS SO EXEMPT.

6. FOR COLORADO RESIDENTS ONLY: THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE COLORADO SECURITIES ACT OF 1991 BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE RESOLD, TRANSFERRED OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE COLORADO SECURITIES ACT OF 1991, IF SUCH REGISTRATION IS REQUIRED.

7. NOTICE TO CONNECTICUT RESIDENTS ONLY: SHARES ACQUIRED BY CONNECTICUT RESIDENTS ARE BEING SOLD AS A TRANSACTION EXEMPT UNDER SECTION 36-409(b)(9)(A) OF THE CONNECTICUT, UNIFORM SECURITIES ACT. THE SHARES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF CONNECTICUT. ALL INVESTORS SHOULD BE AWARE THAT THERE ARE CERTAIN RESTRICTIONS AS TO THE TRANSFERABILITY OF THE SHARES.

8. NOTICE TO DELAWARE RESIDENTS ONLY: IF YOU ARE A DELAWARE RESIDENT, YOU ARE HEREBY ADVISED THAT THESE SECURITIES ARE BEING OFFERED IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE DELAWARE SECURITIES ACT. THE SECURITIES CANNOT BE SOLD OR TRANSFERRED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER THE ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT OR IN A TRANSACTION WHICH IS OTHERWISE IN COMPLIANCE WITH THE ACT.

9. NOTICE TO DISTRICT OF COLUMBIA RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES BUREAU OF THE DISTRICT OF COLUMBIA NOR HAS THE COMMISSIONER PASSED UPON THE

ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

10. NOTICE TO FLORIDA RESIDENTS ONLY: THE SHARES DESCRIBED HEREIN HAVE NOT BEEN REGISTERED WITH THE FLORIDA DIVISION OF SECURITIES AND INVESTOR PROTECTION UNDER THE FLORIDA SECURITIES ACT. THE SHARES REFERRED TO HEREIN WILL BE SOLD TO, AND ACQUIRED BY THE HOLDER IN A TRANSACTION EXEMPT UNDER SECTION 517.061 OF SAID ACT. THE SHARES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF FLORIDA. IN ADDITION, ALL OFFEREEES WHO ARE FLORIDA RESIDENTS SHOULD BE AWARE THAT SECTION 517.061(11)(a)(5) OF THE ACT PROVIDES, IN RELEVANT PART, AS FOLLOWS: "WHEN SALES ARE MADE TO FIVE OR MORE PERSONS IN [FLORIDA], ANY SALE IN [FLORIDA] MADE PURSUANT TO [THIS SECTION] IS VOIDABLE BY THE PURCHASER IN SUCH SALE EITHER WITHIN 3 DAYS AFTER THE FIRST TENDER OF CONSIDERATION IS MADE BY THE PURCHASER TO THE ISSUER, AN AGENT OF THE ISSUER OR AN ESCROW AGENT OR WITHIN 3 DAYS AFTER THE AVAILABILITY OF THAT PRIVILEGE IS COMMUNICATED TO SUCH PURCHASER, WHICHEVER OCCURS LATER." THE AVAILABILITY OF THE PRIVILEGE TO VOID SALES PURSUANT TO SECTION 517.061(11) IS HEREBY COMMUNICATED TO EACH FLORIDA OFFEREE. EACH PERSON ENTITLED TO EXERCISE THE PRIVILEGE TO AVOID SALES GRANTED BY SECTION 517.061 (11) (A)(5) AND WHO WISHES TO EXERCISE SUCH RIGHT, MUST, WITHIN 3 DAYS AFTER THE TENDER OF ANY AMOUNT TO THE COMPANY OR TO ANY AGENT OF THE COMPANY (INCLUDING THE SELLING AGENT OR ANY OTHER DEALER ACTING ON BEHALF OF THE PARTNERSHIP OR ANY SALESMAN OF SUCH DEALER) OR AN ESCROW AGENT CAUSE A WRITTEN NOTICE OR TELEGRAM TO BE SENT TO THE COMPANY AT THE ADDRESS PROVIDED IN THIS CONFIDENTIAL EXECUTIVE SUMMARY. SUCH LETTER OR TELEGRAM MUST BE SENT AND, IF POSTMARKED, POSTMARKED ON OR PRIOR TO THE END OF THE AFOREMENTIONED THIRD DAY. IF A PERSON IS SENDING A LETTER, IT IS PRUDENT TO SEND SUCH LETTER BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ASSURE THAT IT IS RECEIVED AND ALSO TO EVIDENCE THE TIME IT WAS MAILED. SHOULD A PERSON MAKE THIS REQUEST ORALLY, HE MUST ASK FOR WRITTEN CONFIRMATION THAT HIS REQUEST HAS BEEN RECEIVED.

11. NOTICE TO GEORGIA RESIDENTS ONLY: THESE SECURITIES ARE OFFERED IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE GEORGIA SECURITIES ACT PURSUANT TO REGULATION 590-4-5-04 AND -01. THE SECURITIES CANNOT BE SOLD OR TRANSFERRED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER THE ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT OR IN A TRANSACTION WHICH IS OTHERWISE IN COMPLIANCE WITH THE ACT.

12. NOTICE TO HAWAII RESIDENTS ONLY: NEITHER THIS OFFERING DOCUMENT NOR THE SECURITIES DESCRIBED HEREIN BEEN APPROVED OR DISAPPROVED BY THE COMMISSIONER OF SECURITIES OF THE STATE OF HAWAII NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFERING DOCUMENT.

13. NOTICE TO IDAHO RESIDENTS ONLY: THESE SECURITIES EVIDENCED HEREBY HAVE NOT BEEN REGISTERED UNDER THE IDAHO SECURITIES ACT IN RELIANCE UPON EXEMPTION FROM REGISTRATION PURSUANT TO SECTION 30-14-203 OR 302(c) THEREOF AND MAY NOT BE SOLD, TRANSFERRED, PLEDGED OR HYPOTHECATED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER SAID ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION UNDER SAID ACT.

14. NOTICE TO ILLINOIS RESIDENTS: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECRETARY OF THE STATE OF ILLINOIS NOR HAS THE STATE OF ILLINOIS PASSED UPON THE ACCURACY OR ADEQUACY OF THE OFFERING DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

15. NOTICE TO INDIANA RESIDENTS ONLY: THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER SECTION 23-2-1-2 OF THE INDIANA SECURITIES LAW AND HAVE NOT BEEN REGISTERED UNDER SECTION 23-2-1-3. THEY CANNOT THEREFORE BE RESOLD UNLESS THEY ARE REGISTERED UNDER SAID LAW OR UNLESS AN EXEMPTION FORM REGISTRATION IS AVAILABLE. A CLAIM OF EXEMPTION UNDER SAID LAW HAS BEEN FILED, AND IF SUCH EXEMPTION IS NOT DISALLOWED SALES OF THESE SECURITIES MAY BE MADE. HOWEVER, UNTIL SUCH EXEMPTION IS GRANTED, ANY OFFER MADE PURSUANT HERETO IS PRELIMINARY AND SUBJECT TO MATERIAL CHANGE.

16. NOTICE TO IOWA RESIDENTS ONLY: IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED; THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

17. NOTICE TO KANSAS RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 81-5-6 OF THE KANSAS SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

18. NOTICE TO KENTUCKY RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER RULE 808 OF THE KENTUCKY

SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

19. NOTICE TO LOUISIANA RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER RULE 1 OF THE LOUISIANA SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

20. NOTICE TO MAINE RESIDENTS ONLY: THE ISSUER IS REQUIRED TO MAKE A REASONABLE FINDING THAT THE SECURITIES OFFERED ARE A SUITABLE INVESTMENT FOR THE PURCHASER AND THAT THE PURCHASER IS FINANCIALLY ABLE TO BEAR THE RISK OF LOSING THE ENTIRE AMOUNT INVESTED.

THESE SECURITIES ARE OFFERED PURSUANT TO AN EXEMPTION UNDER §16202(15) OF THE MAINE UNIFORM SECURITIES ACT AND ARE NOT REGISTERED WITH THE SECURITIES ADMINISTRATOR OF THE STATE OF MAINE.

THE SECURITIES OFFERED FOR SALE MAY BE RESTRICTED SECURITIES AND THE HOLDER MAY NOT BE ABLE TO RESELL THE SECURITIES UNLESS:

- (1) THE SECURITIES ARE REGISTERED UNDER STATE AND FEDERAL SECURITIES LAWS, OR
- (2) AN EXEMPTION IS AVAILABLE UNDER THOSE LAWS.

21. NOTICE TO MARYLAND RESIDENTS ONLY: IF YOU ARE A MARYLAND RESIDENT AND YOU ACCEPT AN OFFER TO PURCHASE THESE SECURITIES PURSUANT TO THIS MEMORANDUM, YOU ARE HEREBY ADVISED THAT THESE SECURITIES ARE BEING SOLD AS A TRANSACTION EXEMPT UNDER SECTION 11-602(9) OF THE MARYLAND SECURITIES ACT. THE SHARES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF MARYLAND. ALL INVESTORS SHOULD BE AWARE THAT THERE ARE CERTAIN RESTRICTIONS AS TO THE TRANSFERABILITY OF THE SHARES.

22. NOTICE TO MASSACHUSETTS RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE MASSACHUSETTS UNIFORM SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THIS OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS THEY ARE SUBSEQUENTLY REGISTERED OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

23. NOTICE TO MICHIGAN RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER SECTION 451.701 OF THE MICHIGAN UNIFORM SECURITIES ACT (THE ACT) AND MAY BE TRANSFERRED OR RESOLD BY RESIDENTS OF MICHIGAN ONLY IF REGISTERED PURSUANT TO THE PROVISIONS OF THE ACT, OR IF AN

EXEMPTION FROM REGISTRATION IS AVAILABLE. THE INVESTMENT IS SUITABLE IF IT DOES NOT EXCEED 10% OF THE INVESTOR'S NET WORTH.

24. NOTICE TO MINNESOTA RESIDENTS ONLY: THESE SECURITIES BEING OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER CHAPTER 80A OF THE MINNESOTA SECURITIES LAWS AND MAY NOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF EXCEPT PURSUANT TO REGISTRATION, OR AN EXEMPTION THEREFROM.

25. NOTICE TO MISSISSIPPI RESIDENTS ONLY: THE SHARES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE MISSISSIPPI SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE MISSISSIPPI SECRETARY OF STATE OR WITH THE SECURITIES AND EXCHANGE COMMISSION. NEITHER THE SECRETARY OF STATE NOR THE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, OR APPROVED OR DISAPPROVED THIS OFFERING. THE SECRETARY OF STATE DOES NOT RECOMMEND THE PURCHASE OF THESE OR ANY OTHER SECURITIES. EACH PURCHASER OF THE SECURITIES MUST MEET CERTAIN SUITABILITY STANDARDS AND MUST BE ABLE TO BEAR AN ENTIRE LOSS OF THIS INVESTMENT. THE SECURITIES MAY NOT BE TRANSFERRED FOR A PERIOD OF ONE (1) YEAR EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER THE MISSISSIPPI SECURITIES ACT OR IN A TRANSACTION IN COMPLIANCE WITH THE MISSISSIPPI SECURITIES ACT.

26. FOR MISSOURI RESIDENTS ONLY: THE SECURITIES OFFERED HEREIN WILL BE SOLD TO, AND ACQUIRED BY, THE PURCHASER IN A TRANSACTION EXEMPT UNDER SECTION 4.G OF THE MISSOURI SECURITIES LAW OF 1953, AS AMENDED. THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF MISSOURI. UNLESS THE SECURITIES ARE SO REGISTERED, THEY MAY NOT BE OFFERED FOR SALE OR RESOLD IN THE STATE OF MISSOURI, EXCEPT AS A SECURITY, OR IN A TRANSACTION EXEMPT UNDER SAID ACT.

27. NOTICE TO MONTANA RESIDENTS ONLY: IN ADDITION TO THE INVESTOR SUITABILITY STANDARDS THAT ARE OTHERWISE APPLICABLE, ANY INVESTOR WHO IS A MONTANA RESIDENT MUST HAVE A NET WORTH (EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES) IN EXCESS OF FIVE (5) TIMES THE AGGREGATE AMOUNT INVESTED BY SUCH INVESTOR IN THE SHARES.

28. NOTICE TO NEBRASKA RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER CHAPTER 15 OF THE NEBRASKA SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

29. NOTICE TO NEVADA RESIDENTS ONLY: IF ANY INVESTOR ACCEPTS ANY OFFER TO PURCHASE THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION

EXEMPT FROM REGISTRATION UNDER SECTION 49:3-60(b) OF THE NEVADA SECURITIES LAW. THE INVESTOR IS HEREBY ADVISED THAT THE ATTORNEY GENERAL OF THE STATE OF NEVADA HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING AND THE FILING OF THE OFFERING WITH THE BUREAU OF SECURITIES DOES NOT CONSTITUTE APPROVAL OF THE ISSUE, OR SALE THEREOF, BY THE BUREAU OF SECURITIES OR THE DEPARTMENT OF LAW AND PUBLIC SAFETY OF THE STATE OF NEVADA. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. NEVADA ALLOWS THE SALE OF SECURITIES TO 25 OR FEWER PURCHASERS IN THE STATE WITHOUT REGISTRATION. HOWEVER, CERTAIN CONDITIONS APPLY, I.E., THERE CAN BE NO GENERAL ADVERTISING OR SOLICITATION AND COMMISSIONS ARE LIMITED TO LICENSED BROKER-DEALERS. THIS EXEMPTION IS GENERALLY USED WHERE THE PROSPECTIVE INVESTOR IS ALREADY KNOWN AND HAS A PRE-EXISTING RELATIONSHIP WITH THE COMPANY. (SEE NRS 90.530.11.)

30. NOTICE TO NEW HAMPSHIRE RESIDENTS ONLY: NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE UNDER THIS CHAPTER HAS BEEN FILED WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY, OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER, OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

31. NOTICE TO NEW JERSEY RESIDENTS ONLY: IF YOU ARE A NEW JERSEY RESIDENT AND YOU ACCEPT AN OFFER TO PURCHASE THESE SECURITIES PURSUANT TO THIS MEMORANDUM, YOU ARE HEREBY ADVISED THAT THIS MEMORANDUM HAS NOT BEEN FILED WITH OR REVIEWED BY THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY PRIOR TO ITS ISSUANCE AND USE. THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

32. NOTICE TO NEW MEXICO RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES DIVISION OF THE NEW MEXICO DEPARTMENT OF BANKING NOR HAS THE SECURITIES DIVISION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

33. NOTICE TO NEW YORK RESIDENTS ONLY: THIS DOCUMENT HAS NOT BEEN REVIEWED BY THE ATTORNEY GENERAL OF THE STATE OF NEW YORK PRIOR TO ITS ISSUANCE AND USE. THE ATTORNEY GENERAL OF THE STATE OF NEW YORK

HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. THE COMPANY HAS TAKEN NO STEPS TO CREATE AN AFTER MARKET FOR THE SHARES OFFERED HEREIN AND HAS MADE NO ARRANGEMENTS WITH BROKERS OF OTHERS TO TRADE OR MAKE A MARKET IN THE SHARES. AT SOME TIME IN THE FUTURE, THE COMPANY MAY ATTEMPT TO ARRANGE FOR INTERESTED BROKERS TO TRADE OR MAKE A MARKET IN THE SECURITIES AND TO QUOTE THE SAME IN A PUBLISHED QUOTATION MEDIUM, HOWEVER, NO SUCH ARRANGEMENTS HAVE BEEN MADE AND THERE IS NO ASSURANCE THAT ANY BROKERS WILL EVER HAVE SUCH AN INTEREST IN THE SECURITIES OF THE COMPANY OR THAT THERE WILL EVER BE A MARKET THEREFORE.

34. NOTICE TO NORTH CAROLINA RESIDENTS ONLY: IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FORGOING AUTHORITIES HAVE NOT CONFIRMED ACCURACY OR DETERMINED ADEQUACY OF THIS DOCUMENT. REPRESENTATION TO THE CONTRARY IS UNLAWFUL. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

35. NOTICE TO NORTH DAKOTA RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFERING DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

36. NOTICE TO OHIO RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 107.03(2) OF THE OHIO SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

37. NOTICE TO OKLAHOMA RESIDENTS ONLY: THESE SECURITIES ARE OFFERED FOR SALE IN THE STATE OF OKLAHOMA IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION FOR PRIVATE OFFERINGS. ALTHOUGH A PRIOR FILING OF THIS MEMORANDUM AND THE INFORMATION HAS BEEN MADE WITH THE OKLAHOMA SECURITIES COMMISSION, SUCH FILING IS PERMISSIVE ONLY AND DOES NOT CONSTITUTE AN APPROVAL, RECOMMENDATION OR ENDORSEMENT, AND IN NO SENSE IS TO BE REPRESENTED AS AN INDICATION OF THE INVESTMENT MERIT OF

SUCH SECURITIES. ANY SUCH REPRESENTATION IS UNLAWFUL.

38. NOTICE TO OREGON RESIDENTS ONLY: THE SECURITIES OFFERED HAVE BEEN REGISTERED WITH THE CORPORATION COMMISSION OF THE STATE OF OREGON UNDER PROVISIONS OF OAR 815 DIVISION 36. THE INVESTOR IS ADVISED THAT THE COMMISSIONER HAS MADE ONLY A CURSORY REVIEW OF THE REGISTRATION STATEMENT AND HAS NOT REVIEWED THIS DOCUMENT SINCE THE DOCUMENT IS NOT REQUIRED TO BE FILED WITH THE COMMISSIONER. THE INVESTOR MUST RELY ON THE INVESTOR'S OWN EXAMINATION OF THE COMPANY CREATING THE SECURITIES, AND THE TERMS OF THE OFFERING INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION ON THESE SECURITIES.

39. NOTICE TO PENNSYLVANIA RESIDENTS ONLY: EACH PERSON WHO ACCEPTS AN OFFER TO PURCHASE SECURITIES EXEMPTED FROM REGISTRATION BY SECTION 203(d), DIRECTLY FROM THE ISSUER OR AFFILIATE OF THIS ISSUER, SHALL HAVE THE RIGHT TO WITHDRAW HIS ACCEPTANCE WITHOUT INCURRING ANY LIABILITY TO THE SELLER, UNDERWRITER (IF ANY) OR ANY OTHER PERSON WITHIN TWO (2) BUSINESS DAYS FROM THE DATE OF RECEIPT BY THE ISSUER OF HIS WRITTEN BINDING CONTRACT OF PURCHASE OR, IN THE CASE OF A TRANSACTION IN WHICH THERE IS NO BINDING CONTRACT OF PURCHASE, WITHIN TWO (2) BUSINESS DAYS AFTER HE MAKES THE INITIAL PAYMENT FOR THE SECURITIES BEING OFFERED. IF YOU HAVE ACCEPTED AN OFFER TO PURCHASE THESE SECURITIES MADE PURSUANT TO A OFFERING DOCUMENT WHICH CONTAINS A NOTICE EXPLAINING YOUR RIGHT TO WITHDRAW YOUR ACCEPTANCE PURSUANT TO SECTION 207(m) OF THE PENNSYLVANIA SECURITIES ACT OF 1972 (70 PS § 1-207(m), YOU MAY ELECT, WITHIN TWO (2) BUSINESS DAYS AFTER THE FIRST TIME YOU HAVE RECEIVED THIS NOTICE AND A OFFERING DOCUMENT TO WITHDRAW FROM YOUR SUBSCRIPTION AGREEMENT AND RECEIVE A FULL REFUND OF ALL MONEYS PAID BY YOU. YOUR WITHDRAWAL WILL BE WITHOUT ANY FURTHER LIABILITY TO ANY PERSON. TO ACCOMPLISH THIS WITHDRAWAL, YOU NEED ONLY SEND A LETTER OR **TELEGRAM** TO THE ISSUER (OR UNDERWRITER IF ONE IS LISTED ON THE FRONT PAGE OF THE OFFERING DOCUMENT) INDICATING YOUR INTENTION TO WITHDRAW. SUCH LETTER OR TELEGRAM SHOULD BE SENT AND POSTMARKED PRIOR TO THE END OF THE AFOREMENTIONED SECOND BUSINESS DAY. IF YOU ARE SENDING A LETTER, IT IS PRUDENT TO SEND IT BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ENSURE THAT IT IS RECEIVED AND ALSO EVIDENCE THE TIME WHEN IT WAS MAILED. SHOULD YOU MAKE THIS REQUEST ORALLY, YOU SHOULD ASK WRITTEN CONFIRMATION THAT YOUR REQUEST HAS BEEN RECEIVED. NO SALE OF THE SECURITIES WILL BE MADE TO RESIDENTS OF THE STATE OF PENNSYLVANIA WHO ARE NON-ACCREDITED INVESTORS IF THE AMOUNT OF SUCH INVESTMENT IN THE SECURITIES WOULD EXCEED TWENTY (20%) OF SUCH INVESTOR'S NET WORTH (EXCLUDING PRINCIPAL RESIDENCE, FURNISHINGS THEREIN AND PERSONAL AUTOMOBILES). EACH PENNSYLVANIA RESIDENT MUST AGREE NOT TO SELL THESE SECURITIES FOR A PERIOD OF TWELVE (12) MONTHS AFTER THE DATE OF PURCHASE, EXCEPT IN ACCORDANCE WITH WAIVERS ESTABLISHED BY RULE OR ORDER OF THE COMMISSION. THE SECURITIES HAVE BEEN ISSUED PURSUANT TO

AN EXEMPTION FROM THE REGISTRATION REQUIREMENT OF THE PENNSYLVANIA SECURITIES ACT OF 1972. NO SUBSEQUENT RESALE OR OTHER DISPOSITION OF THE SECURITIES MAY BE MADE WITHIN 12 MONTHS FOLLOWING THEIR INITIAL SALE IN THE ABSENCE OF AN EFFECTIVE REGISTRATION, EXCEPT IN ACCORDANCE WITH WAIVERS ESTABLISHED BY RULE OR ORDER OF THE COMMISSION, AND THEREAFTER ONLY PURSUANT TO AN EFFECTIVE REGISTRATION OR EXEMPTION.

40. NOTICE TO RHODE ISLAND RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE DEPARTMENT OF BUSINESS REGULATION OF THE STATE OF RHODE ISLAND NOR HAS THE DIRECTOR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

41. NOTICE TO SOUTH CAROLINA RESIDENTS ONLY: THESE SECURITIES ARE BEING OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE SOUTH CAROLINA UNIFORM SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE SOUTH CAROLINA SECURITIES COMMISSIONER. THE COMMISSIONER DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF ANY SECURITIES, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF THIS PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

42. NOTICE TO SOUTH DAKOTA RESIDENTS ONLY: THESE SECURITIES ARE BEING OFFERED FOR SALE IN THE STATE OF SOUTH DAKOTA PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SOUTH DAKOTA BLUE SKY LAW, CHAPTER 47-31, WITH THE DIRECTOR OF THE DIVISION OF SECURITIES OF THE DEPARTMENT OF COMMERCE AND REGULATION OF THE STATE OF SOUTH DAKOTA. THE EXEMPTION DOES NOT CONSTITUTE A FINDING THAT THIS MEMORANDUM IS TRUE, COMPLETE, AND NOT MISLEADING, NOR HAS THE DIRECTOR OF THE DIVISION OF SECURITIES PASSED IN ANY WAY UPON THE MERITS OF, RECOMMENDED, OR GIVEN APPROVAL TO THESE SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

43. NOTICE TO TENNESSEE RESIDENT ONLY: 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 BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD. EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISK OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

44. NOTICE TO TEXAS RESIDENTS ONLY: THE SECURITIES OFFERED HEREUNDER HAVE NOT BEEN REGISTERED UNDER APPLICABLE TEXAS SECURITIES LAWS AND, THEREFORE, ANY PURCHASER THEREOF MUST BEAR THE ECONOMIC RISK OF THE INVESTMENT FOR AN INDEFINITE PERIOD OF TIME BECAUSE THE SECURITIES CANNOT BE RESOLD UNLESS THEY ARE SUBSEQUENTLY REGISTERED UNDER SUCH SECURITIES LAWS OR AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE. FURTHER, PURSUANT TO §109.13 UNDER THE TEXAS SECURITIES ACT, THE COMPANY IS REQUIRED TO APPRISE PROSPECTIVE INVESTORS OF THE FOLLOWING: A LEGEND SHALL BE PLACED, UPON ISSUANCE, ON CERTIFICATES REPRESENTING SECURITIES PURCHASED HEREUNDER, AND ANY PURCHASER HEREUNDER SHALL BE REQUIRED TO SIGN A WRITTEN AGREEMENT THAT HE WILL NOT SELL THE SUBJECT SECURITIES WITHOUT REGISTRATION UNDER APPLICABLE SECURITIES LAWS, OR EXEMPTIONS THEREFROM.

45. NOTICE TO UTAH RESIDENTS ONLY: THESE SECURITIES ARE BEING OFFERED IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE UTAH SECURITIES ACT. THE SECURITIES CANNOT BE TRANSFERRED OR SOLD EXCEPT IN TRANSACTIONS WHICH ARE EXEMPT UNDER THE ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT OR IN A TRANSACTION WHICH IS OTHERWISE IN COMPLIANCE WITH THE ACT.

46. NOTICE TO VERMONT RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES DIVISION OF THE STATE OF VERMONT NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

47. NOTICE TO VIRGINIA RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION UNDER SECTION 13.1-514 OF THE VIRGINIA SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

48. NOTICE TO WASHINGTON RESIDENTS ONLY: THE ADMINISTRATOR OF SECURITIES HAS NOT REVIEWED THE OFFERING OR PRIVATE PLACEMENT MEMORANDUM AND THE SECURITIES HAVE NOT BEEN REGISTERED IN RELIANCE UPON THE SECURITIES ACT OF WASHINGTON, CHAPTER 21.20 RCW, AND THEREFORE, CANNOT BE RESOLD UNLESS THEY ARE REGISTERED UNDER THE SECURITIES ACT OF WASHINGTON, CHAPTER 21.20 RCW, OR UNLESS AN EXEMPTION FROM REGISTRATION IS MADE AVAILABLE.

49. NOTICE TO WEST VIRGINIA RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 15.06(b)(9) OF THE WEST VIRGINIA SECURITIES LAW AND MAY NOT BE REOFFERED FOR SALE,

TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

50. NOTICE TO WISCONSIN RESIDENTS ONLY: IN ADDITION TO THE INVESTOR SUITABILITY STANDARDS THAT ARE OTHERWISE APPLICABLE, ANY INVESTOR WHO IS A WISCONSIN RESIDENT MUST HAVE A NET WORTH (EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES) IN EXCESS OF THREE AND ONE-THIRD (3 1/3) TIMES THE AGGREGATE AMOUNT INVESTED BY SUCH INVESTOR IN THE SHARES OFFERED HEREIN.

51. FOR WYOMING RESIDENTS ONLY: ALL WYOMING RESIDENTS WHO SUBSCRIBE TO PURCHASE SHARES OFFERED BY THE COMPANY MUST SATISFY THE FOLLOWING MINIMUM FINANCIAL SUITABILITY REQUIREMENTS IN ORDER TO PURCHASE SHARES:

(1) A NET WORTH (EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES) OF TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000); AND

(2) THE PURCHASE PRICE OF SHARES SUBSCRIBED FOR MAY NOT EXCEED TWENTY PERCENT (20%) OF THE NET WORTH OF THE SUBSCRIBER; AND

(3) "TAXABLE INCOME" AS DEFINED IN SECTION 63 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, DURING THE LAST TAX YEAR AND ESTIMATED "TAXABLE INCOME" DURING THE CURRENT TAX YEAR SUBJECT TO A FEDERAL INCOME TAX RATE OF NOT LESS THAN THIRTY-THREE PERCENT (33%).

IN ORDER TO VERIFY THE FOREGOING, ALL SUBSCRIBERS WHO ARE WYOMING RESIDENTS WILL BE REQUIRED TO REPRESENT IN THE SUBSCRIPTION AGREEMENT THAT THEY MEET THESE WYOMING SPECIAL INVESTOR SUITABILITY REQUIREMENTS.

CERTAIN NOTICES REGARDING THIS MEMORANDUM

THIS OFFERING IS SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY MIGHT BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME. AN INVESTOR MUST REPRESENT THAT THE INTERESTS ARE BEING ACQUIRED FOR INVESTMENT PURPOSES ONLY, AND NOT WITH A VIEW TO OR PRESENT INTENTION OF DISTRIBUTION.

THIS PRIVATE PLACEMENT MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION IN ANY STATE OR OTHER JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION IS NOT AUTHORIZED OR IN WHICH THE PERSON MAKING SUCH OFFER OR SOLICITATION IS NOT QUALIFIED TO DO SO. IN

ADDITION, THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM CONSTITUTES AN OFFER ONLY IF A NAME APPEARS IN THE APPROPRIATE SPACE ON THE COVER, AND IS AN OFFER ONLY TO THE OFFEREE SO NAMED. EXCEPT AS OTHERWISE INDICATED, THIS MEMORANDUM SPEAKS AS OF THE DATE OF THE MEMORANDUM AND NEITHER THE DELIVERY HEREOF NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE CONDITION OF THE COMPANY SINCE THE DATE HEREOF.

NO PERSON HAS BEEN AUTHORIZED TO MAKE REPRESENTATIONS OR PROVIDE ANY INFORMATION OTHER THAN THAT CONTAINED IN THIS PRIVATE PLACEMENT MEMORANDUM AND ITS EXHIBITS. ONLY THOSE REPRESENTATIONS EXPRESSLY SET FORTH IN THIS PRIVATE PLACEMENT MEMORANDUM AND ACTUAL DOCUMENTS (SUMMARIZED HEREIN), WHICH ARE FURNISHED UPON REQUEST TO AN OFFEREE, OR HIS REPRESENTATIVE MAY BE RELIED UPON IN CONNECTION WITH THIS OFFERING.

PROSPECTIVE PURCHASERS OF THE INTERESTS ARE NOT TO CONSTRUE THE CONTENTS OF THIS PRIVATE PLACEMENT MEMORANDUM AS LEGAL OR TAX ADVICE. EACH PROSPECTIVE PURCHASER SHOULD CONSULT HIS OWN PROFESSIONAL ADVISORS AS TO LEGAL, TAX AND RELATED MATTERS CONCERNING HIS INVESTMENT.

THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED FROM DATA SUPPLIED BY SOURCES DEEMED RELIABLE AND DOES NOT KNOWINGLY OMIT ANY MATERIAL FACT OR KNOWINGLY CONTAIN ANY UNTRUE STATEMENT OF ANY MATERIAL FACT. IT CONTAINS A SUMMARY OF THE MATERIAL PROVISIONS OF DOCUMENTS REFERRED TO HEREIN. STATEMENTS MADE WITH RESPECT TO THE PROVISIONS OF SUCH DOCUMENTS ARE NOT NECESSARILY COMPLETE AND REFERENCE IS MADE TO THE ACTUAL DOCUMENTS FOR COMPLETE INFORMATION AS TO THE RIGHTS AND OBLIGATIONS THERETO.

FOR FLORIDA RESIDENTS: EACH FLORIDA RESIDENT WHO SUBSCRIBES FOR AN INTEREST HAS THE RIGHT, PURSUANT TO SECTION 517.061(11)(a)(5) OF THE FLORIDA SECURITIES AND INVESTOR PROTECTION ACT, TO WITHDRAW HIS SUBSCRIPTION AND RECEIVE A FULL REFUND OF ALL MONEYS PAID, WITHIN THREE (3) BUSINESS DAYS AFTER THE EXECUTION OF THE SUBSCRIPTION AGREEMENT AND POWER OF ATTORNEY OR THE PAYMENT FOR AN INTEREST HAS BEEN MADE, WHICH EVER IS LATER. WITHDRAWAL WILL BE WITHOUT ANY FURTHER LIABILITY TO ANY PERSON. TO ACCOMPLISH THIS WITHDRAWAL, A SUBSCRIBER NEED ONLY SEND A LETTER OR A FACSIMILE TO THE COMPANY AT THE ADDRESS SET FORTH IN THIS MEMORANDUM, INDICATING HIS INTENTION TO WITHDRAW. SUCH LETTER OR FACSIMILE MUST BE SENT AND POSTMARKED PRIOR TO THE END OF THE AFOREMENTIONED THIRD BUSINESS DAY. IT IS PRUDENT TO SEND SUCH LETTER BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ENSURE THAT IT IS RECEIVED AND ALSO TO EVIDENCE THE TIME WHEN IT WAS MAILED.

SUMMARY OF THE OFFERING

We summarize in the following pages certain terms of the Offering. This summary is qualified by more detailed information set forth elsewhere in this Memorandum, which should be read in its entirety, including the discussion of certain factors set forth under the section titled “**RISK FACTORS**,” before making any investment decision.

GENERAL TERMS

- Issuer:** Advantameds Solutions (USA) Inc. (hereinafter “Advantameds,” “we,” “us” or “our”), a Nevada corporation incorporated in Nevada on December 23, 2014.
- Securities Offered:** Advantameds is offering unsecured SERIES A CONVERTIBLE PROMISSORY NOTES totaling twenty-five million dollars (\$25,000,000) (“Securities” or the “Notes”) to Accredited Investors only. These unsecured Notes are available for purchase in increments of ten thousand dollars (\$10,000). Interest shall accrue at a rate of eight percent (8%) on an annual basis. Such Notes shall automatically convert into common shares of Advantameds Solutions Inc. (“Advantameds – Canada”) upon Advantameds – Canada becoming a reporting issuer, as such term is defined in the *Securities Act* of a Province or Territory of Canada. Advantameds - Canada is a British Columbia company incorporated on October 20, 2014 with a registered and records office in Vancouver, British Columbia. Advantameds is the wholly owned subsidiary of Advantameds – Canada. These Notes shall be convertible into common shares of Advantameds – Canada on the terms set forth in the Note; the form of which is attached hereto as Exhibit “B”. The Securities described herein are being offered pursuant to certain exemptions under Regulation D of the Federal Securities Act of 1933 (the “Act”), and specifically, Rule 506(c) of Section 4(a)(2) of the Act. All references to currency are to the lawful currency of the United States of America.
- Expiration Date:** The expiration date for returning all of the documents necessary to Subscribe in the Offering will be 5:00 p.m., Central Standard Time on December 31, 2015, unless extended by Advantameds.
- Use of Proceeds:** Advantameds intends to use ninety-five percent (95%) of the proceeds from the sale of the Securities in this Offering, after all commissions have been paid, to fund our Business Plan. The remaining five percent (5%) of the net proceeds from the sale of the Securities in this Offering will be used for general working capital, including general administrative costs.
- Tax Consequences:** Prospective investors are urged to consult their own tax advisors regarding the tax consequences of purchasing, owning and disposing of the Notes in light of their personal investment circumstances.

Restricted Securities: Neither the Notes referred to in this Memorandum as “Securities”, nor the common shares of Advantameds - Canada issuable upon conversion thereof have been registered under the Securities Act nor under applicable state securities laws and may not be sold or transferred unless such Securities are subsequently registered under the Securities Act and such state securities laws or an exemption from such registration is available.

Investor Suitability: We will only offer and sell the Securities to investors who are able to provide financial information to the Company showing sufficient net worth so as to qualify as “Accredited Investors” as said term is defined by the Securities Act. Investors will certify their qualifications as “Accredited Investors” in a Subscription Agreement; the form of which is attached hereto as Exhibit “C” and a Confidential Prospective Accredited Investor Profile, which profile is designed to help the Company satisfy the requirement under Rule 506(c) that it take reasonable steps to verify that each purchaser in the Offering is an Accredited Investor.

Recently adopted Rule 506(c) of the Securities Act requires that we undertake reasonable methods to independently verify that an investor is “accredited”. Such methods include, without limitation, (i) review of an investor’s income tax returns and filings along with a written representation that the person reasonably expects to reach the level necessary to qualify as an accredited investor during the current year, (ii) review of one or more of the following, dated within three months, together with a written representation that all liabilities necessary to determine net worth have been disclosed. For assets: bank statements, brokerage statements and other statements of securities holdings, certificates of deposit, tax assessments and appraiser reports issued by third parties and for liabilities, credit report from a nationwide agency, (iii) obtaining a written confirmation from a registered broker-dealer, an SEC registered investment advisor, a licensed attorney, or a CPA that such person or entity has taken reasonable steps to verify that the purchaser is an accredited investor within the prior three months.

How to Purchase: Each Accredited Investor who proposes to purchase the Securities should carefully review the information provided in this Memorandum. Each investor will be required to deliver to Advantameds a completed and executed Subscription Agreement and Confidential Accredited Investor Profile, an executed Series A Convertible Promissory Note, in the form that are delivered with this Memorandum, together with a check for the full purchase price of the Securities being purchased. Checks should be made payable to “**Advantameds**” All investment documents will be reviewed by

Advantameds for compliance with suitability standards. Advantameds has the right, in its sole and absolute discretion, to reject any proposed investment in the Securities, even though the investor satisfies the described criteria and has signed the required documents. No investment is deemed accepted by Advantameds until an officer or director of Advantameds executes the Subscription Agreement signed by the investor. Upon receipt of an executed Subscription Agreement, Advantameds shall have the right to immediately accept such Agreement and all proceeds will be immediately available to Advantameds. Upon the closing of the transactions contemplated hereby, Advantameds will promptly deliver PDF copies of the executed Note issuable to the investor. Advantameds will deliver to the investor originally executed instruments representing the Note.

GENERAL INFORMATION

THE INFORMATION AND PROJECTIONS CONTAINED IN THIS MEMORANDUM AND THE RELATED DOCUMENTS ARE PROVIDED IN CONNECTION WITH THE EVALUATION OF THE RISKS AND DESIRABILITY OF A POTENTIAL INVESTMENT IN ADVANTAMEDS. THERE CAN BE NO ASSURANCE THAT ACTUAL RESULTS OF ADVANTAMEDS WILL BE EQUAL TO OR NEAR THE RESULTS ESTIMATED IN THESE PROJECTIONS.

THE SECURITIES WILL BE OFFERED PURSUANT TO CLAIMED EXEMPTIONS UNDER REGULATION D OF THE SECURITIES ACT OF 1933, AS AMENDED (HEREINAFTER THE "SECURITIES ACT"), AND CERTAIN STATE SECURITIES LAWS. THE NOTES WILL BE "RESTRICTED SECURITIES" FOR PURPOSES OF FEDERAL AND STATE SECURITIES LAWS AND MAY NOT BE TRANSFERRED OR RESOLD OR OTHERWISE DISPOSED OF BY AN INVESTOR EXCEPT PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT OR AN EXEMPTION THEREFROM. INVESTORS MUST PURCHASE THE SECURITIES FOR THEIR OWN ACCOUNT AND FOR INVESTMENT PURPOSES ONLY. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF AN INVESTMENT IN ADVANTAMEDS' SECURITIES FOR AN INDEFINITE PERIOD OF TIME.

EXCEPT WHERE OTHERWISE INDICATED, THIS MEMORANDUM CONTAINS INFORMATION AS OF THE DATE HEREOF. NEITHER THE DELIVERY OF THIS MEMORANDUM NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF ADVANTAMEDS SINCE THE DATE HEREOF. NOTHING CONTAINED HEREIN IS, OR SHALL BE RELIED ON AS, A PROMISE OR REPRESENTATION AS TO THE FUTURE PERFORMANCE OF ADVANTAMEDS.

THE INFORMATION IN THIS MEMORANDUM IS CONFIDENTIAL AND PROPRIETARY TO ADVANTAMEDS AND IS BEING SUBMITTED TO PROSPECTIVE INVESTORS WITH THE EXPRESS UNDERSTANDING THAT WITHOUT THE PRIOR WRITTEN PERMISSION OF ADVANTAMEDS, SUCH PERSONS WILL NOT RELEASE THIS MEMORANDUM OR DISCUSS THE INFORMATION CONTAINED HEREIN OR MAKE REPRODUCTIONS OR USE IT FOR ANY PURPOSE OTHER THAN EVALUATING A POTENTIAL INVESTMENT IN ADVANTAMEDS. A PROSPECTIVE INVESTOR, BY ACCEPTING DELIVERY OF THIS MEMORANDUM, AGREES TO RETURN IT AND ALL COPIES THEREOF TO ADVANTAMEDS IF THE PROSPECTIVE INVESTOR DOES NOT UNDERTAKE TO PURCHASE ANY OF THE SECURITIES OFFERED BY ADVANTAMEDS.

CERTAIN INFORMATION IN THIS MEMORANDUM HAS BEEN OBTAINED FROM OUTSIDE SOURCES, WHICH ARE BELIEVED TO BE ACCURATE, BUT THE ACCURACY OF WHICH HAS NOT BEEN EVALUATED OR VERIFIED AND CANNOT BE ASSURED. ANY FINANCIAL PROJECTIONS INCLUDED IN THIS MEMORANDUM ARE BASED ON ASSUMPTIONS OF ADVANTAMEDS MANAGEMENT. BECAUSE THE FINANCIAL PROJECTIONS ARE BASED ON ESTIMATES OF FUTURE EVENTS, ADVANTAMEDS CANNOT EXPRESS ANY OPINION ON THE ACCURACY OF THE

FINANCIAL PROJECTIONS.

YOU WILL BE REQUIRED TO VERIFY IN WRITING THAT YOU WERE GIVEN THE OPPORTUNITY TO ASK QUESTIONS REGARDING THE INFORMATION IN THIS MEMORANDUM AND EITHER DID SO OR WAIVED SUCH OPPORTUNITY.

THE DELIVERY OF THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL TO, OR SOLICITATION OF AN OFFER TO PURCHASE FROM, ANY PERSON IN ANY JURISDICTION IN WHICH AN OFFER OR SOLICITATION WOULD BE UNLAWFUL. IT CONSTITUTES AN OFFER ONLY IF INVESTORS ARE ACCREDITED INVESTORS WHO MEET THE SUITABILITY REQUIREMENTS SET FORTH IN THIS MEMORANDUM.

TO THE EXTENT THIS MEMORANDUM MAKES REFERENCE TO DOCUMENTS OR AGREEMENTS THAT ARE NOT YET FINAL OR EXECUTED, OR TO PROPOSALS OR PLANS THAT HAVE NOT BEEN IMPLEMENTED, PROSPECTIVE INVESTORS SHOULD BE AWARE THAT THE DEFINITIVE VERSIONS OF SUCH AGREEMENTS, DOCUMENTS, PLANS, OR PROPOSALS MAY CONTAIN TERMS OR CONDITIONS THAT VARY SIGNIFICANTLY FROM THE TERMS AND CONDITIONS DESCRIBED HEREIN AND THAT PROPOSALS, PLANS OR AGREEMENTS NOT IN FINAL FORM DESCRIBED HEREIN MAY NOT MATERIALIZE OR, IF THEY DO MATERIALIZE, MAY NOT PROVE TO BE PROFITABLE.

WE HAVE NOT AUTHORIZED ANYONE TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS WITH RESPECT TO THE SECURITIES, EXCEPT FOR THE INFORMATION CONTAINED IN THIS MEMORANDUM. YOU SHOULD ONLY RELY ON THIS MEMORANDUM IN MAKING AN INVESTMENT DECISION. YOU SHOULD NOT RELY ON ANY OTHER LITERATURE, ADVERTISING OR OTHER INFORMATION IN ANY OTHER FORM THAT ANYONE MAY GIVE.

ADVANTAMEDS, ITS MANAGERS, OFFICERS, OWNERS, ATTORNEYS AND ANY OTHER REPRESENTATIVES OF ADVANTAMEDS DO NOT ASSUME ANY RESPONSIBILITY FOR ECONOMIC OR TAX ADVICE CONCERNING THIS INVESTMENT OR THE ECONOMIC OR TAX CONSEQUENCES OF THIS INVESTMENT TO ANY INVESTOR.

FORWARD-LOOKING STATEMENTS

There are forward-looking statements in this Memorandum and related materials. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Forward-looking statements are statements, other than statements of historical facts, that address activities, events or developments that Advantameds expects, anticipates, or estimates will or may occur in the future, including such items as business strategy and measures to implement strategy, competitive strengths, goals, growth of Advantameds' business and operations through the acquisition of equity interests in the Licensed Entities, and plans and references to future success. Future-looking statements are not guarantees.

Forward-looking statements also include any other statements that include words such as “may,” “will,” “would,” “could,” “continue,” “potential,” “anticipate,” “believe,” “plan,” “estimate,” “expect,” “intend” and other similar expressions.

Forward-looking statements are based on certain assumptions and analyses Advantameds has made in light of its experience and its perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate. Whether actual results and developments will conform to Advantameds’ expectations and predictions is subject to a number of risks and uncertainties, including, among others, the following:

- a. The actual amount of capital and other costs required to complete Advantameds’ Business Plan;
- b. Changes in existing laws and regulations, the possibility of repeal of the Constitution of all states and/or any other state with an approved Medical Marijuana Code, introduction of new laws or regulations heavily restricting or affecting the legality of possessing, growing, producing, manufacturing, packaging, sales and medical or personal use of marijuana and marijuana-containing products;
- c. Conflicts between any state law and federal laws and regulations as well as the laws of any other state;
- d. Potential enforcement of federal law by federal government authorities;
- e. The rate at which customers purchase marijuana products;
- f. The prices customers are willing to pay for marijuana products in general;
- g. Marijuana growing conditions, both indoor and outdoor;
- h. Environmental conditions;
- i. City and municipal ordinances and zoning regulations restricting or limiting the cultivation or sale of marijuana and marijuana-based products;
- j. Price competition by competitors of the Licensed Entities and the business entities they lease property to;
- k. Economic conditions specific to the marijuana industry;
- l. Economic conditions specific to any state legalizing medical marijuana;
- m. General economic conditions;
- n. The availability and adequacy of cash flow to meet its requirements;
- o. Staffing availability and concerns;
- p. Economic, competitive, demographic, business and other conditions in our local, regional and national markets;
- q. Public opinion regarding the legal cultivation and sale of marijuana for personal consumption;
- r. Actions taken or omitted to be taken by third parties including suppliers, competitors and contractors, as well as legislative, regulatory, judicial and other governmental authorities;
- s. Litigation against the any state legalizing medical marijuana and/or its governing bodies impacting the legality of the licensing Entities’ business;
- t. Changes in Advantameds’ or any of the Licensed Entities’ business strategy or development plans;
- u. The availability of additional capital to support business operations;
- v. The ability to deploy the funds raised in this Offering; and
- aa. Other factors discussed under “Risk Factors” or elsewhere in this Memorandum.

All of the forward-looking statements made in this Memorandum and related materials are qualified by these cautionary statements, and there can be no assurance that the actual results or developments Advantameds anticipates will be realized. Even if the results and developments in Advantameds' forward-looking statements are substantially realized, there is no assurance that they will have the expected consequences to, or effects on, Advantameds, the Licensed Entities or their businesses or operations.

You should read this Memorandum completely with the understanding that actual future results may be materially different from what Advantameds expects. The forward-looking statements specified in this Memorandum have been compiled as of the date of this Memorandum and should be evaluated with consideration of any changes occurring after the date of this Memorandum. Advantameds will not update forward-looking statements even though Advantameds' situation may change in the future.

RISK FACTORS

An investment in Advantameds is highly speculative, illiquid and involves a high degree of risk. Prospective investors should carefully consider the Risk Factors and the other information in this Memorandum before making an investment decision.

1. ADVANTAMEDS MAY NOT RAISE SUFFICIENT CAPITAL TO PURCHASE THE INTERESTS.

Advantameds will use its "best efforts" to raise sufficient capital through this Offering to acquire equity interests in the Licensed Entities. However, Advantameds cannot guarantee the outcome of its capital raising efforts and the amount of capital raised. If Advantameds is unable to raise sufficient capital, meaning a minimum of twenty-five million dollars (\$25,000,000), it will be unable to acquire equity interests in the Licensed Entities.

2. THE NOTES MAY NEVER BE CONVERTED.

Advantameds – Canada, was formed to improve and provide tools to the cannabis industry while leveraging our management and consulting expertise. Advantameds – Canada intends to become a reporting issuer, as such term is defined in the *Securities Act* of a Province or Territory of Canada. However, there is no guarantee that Advantameds – Canada will ever become a reporting issuer in a Province or Territory of Canada. If Advantameds – Canada does not become a reporting issuer as such term is defined in the *Securities Act* of a Province or Territory of Canada, the Notes will never be subject to conversion into common shares of Advantameds – Canada.

3. LIMITED DUE DILIGENCE PERFORMED.

Advantameds has performed limited due diligence of the Licensed Entities in which Advantameds intends to purchase equity interests. Advantameds and its representatives have not performed any title review or analysis of the properties purportedly owned by the Licensed Entities and are unaware of the current status of title of said properties. Advantameds and its representatives have not performed a review of any lease agreements binding the Licensed

Entities. Advantameds is unaware of the terms and conditions of said lease agreements and whether such leasing agreements or arrangements may continue to be maintained or have been or will continue to be profitable arrangements.

4. MARIJUANA IS AN INHERENTLY RISKY PRODUCT TO MARKET AND SELL.

Marijuana contains Tetrahydrocannabinol (“THC”), a chemical contained in the cannabis plant known to alter the senses. While numerous medical studies have shown that THC may alleviate pain and other symptoms associated with chronic disease, the long-term health risks of THC use are not clear. THC may have addictive properties. As with any mood-altering substance, users may experience changes in behavior and decision-making skills. Selling marijuana to consumers is inherently risky. It is not known how marijuana will effect each and every consumer and the seller of marijuana and marijuana-based products has no control over the consumer’s use, misuse and handling of the product. There is a substantial risk that the customers of the Licensed Entities, of which Advantameds intends to acquire an equity interest, could injure themselves or others while under the influence of the Licensed Entities products. Further, the likelihood of additional and very high costs associated with compliance with the ever-changing and increasingly complex regulatory schemes associated with this industry could make the business of the Licensed Entities and Advantameds unprofitable.

5. CERTAIN OF THE LICENSED ENTITIES OWN REAL PROPERTY. THE VALUES OF SUCH PROPERTIES MAY FLUCTUATE AND ADVERSELY AFFECT THE FINANCIAL POSITION OF THE LICENSED ENTITIES.

Fluctuations in market values of commercial real estate and other factors, including but not limited to zoning and other municipal ordinances restricting commercial property uses, can adversely affect the operating results or property values. No assurance can be given that certain assumptions as to market values will be accurate since such matters will depend on events and factors beyond the control of Advantameds and its management. Such factors include adverse changes in local population trends, market conditions, neighborhood values, local economic and social conditions, supply and demand for residential rental property, competition from similar properties, interest rates and real estate tax rates, governmental rules, regulations and fiscal policies, the enactment of unfavorable real estate, rent control environmental or zoning laws, hazardous material laws, uninsured losses, effects of inflation and other risks. The properties owned by the Licensed Entities may have been acquired with limited representations and warranties from the sellers regarding the condition of such properties, the presence of hazardous substances, the status of governmental approvals and entitlements and other significant matters affecting the use, ownership and enjoyment of the property. Insurance, if any, may not adequately cover all potential losses on the properties and the absence thereof may impair the Licensed Entities’ security and harm the value of their assets. While the Licensed Entities may have obtained comprehensive insurance covering the properties, there are certain types of catastrophic losses that may be impossible to completely cover and allow for the complete restoration of the properties. Zoning and other municipal laws and regulations could be enacted at any time that could adversely affect the Licensed Entities’ ability to engage in the cultivation and sale of marijuana products or require any of the Licensed Entities to relocate.

6. THE FUTURE SUCCESS OF ADVANTAMEDS' BUSINESS IS DIFFICULT TO EVALUATE DUE TO ITS LIMITED OPERATING HISTORY AND THE LIMITED OPERATING HISTORY OF THE LICENSED ENTITIES.

The Licensed Entities in which Advantameds intends to become an equity stakeholder are development stage start-ups with limited operating histories. Advantameds currently has no other business interests other than its intended future equity interests in the Licensed Entities. Advantameds began limited operations following its organization in December 2014. Advantameds' historical financial information is of limited value in projecting future operating results because of its limited operating history. As such, it may be difficult to project Advantameds' performance and business prospects. The Licensed Entities must successfully market and sell their products and develop their respective customer networks while continuing to successfully develop and market additional products through their respective distribution channels. Advantameds has formulated its current business plans and strategies based on certain assumptions regarding the industry potential for the current products of the Licensed Entities and the cost of developing and marketing such products. Although these assumptions are based on the best estimates of management, there can be no assurance that Advantameds' assessments regarding market size, potential market share and the acceptance of Advantameds' products will prove to be correct.

7. WE HAVE AN IMMEDIATE NEED FOR CAPITAL AND WE WILL BE UNABLE TO COMPLETE THE STRATEGIC ACQUISITION OF THE LICENSED ENTITIES IF WE DO NOT OBTAIN SUFFICIENT FINANCING.

In order to commence the strategic purchase of the Licensed Entities, we need to raise funds immediately. If we do not obtain financing, Advantameds will not be able to acquire equity interests in the Licensed Entities. If we sell the Notes, we believe we will have sufficient funds to complete the acquisition of equity interests in the Licensed Entities.

To date we have no commitments for capital from any other external financing source. Our ability to execute Advantameds' business strategy, depends completely on our ability to obtain sufficient and timely future financing, which cannot be assured.

In addition, we may seek additional funds through an additional offering of our equity securities or by incurring additional indebtedness. We cannot assure any investor that any additional funds will be available or that sufficient funds will be available to us or that funds will be available in a timely way. Additional funds may not be available on terms acceptable to us. Any future equity capital that is available may be raised on terms that are dilutive to our members, including those persons who purchase Securities under this Offering.

There is no assurance that funds will be available from any source. If we are unable to secure sufficient capital in the future, Advantameds may be unable to pursue its business strategy and commence may be required to sell any equity interests in the Licensed Entities. Advantameds' future capital requirements depend upon many factors, including, but not limited to the amount of money raised in this Offering.

8. MANAGEMENT HAS BROAD DISCRETION TO DETERMINE HOW THE PROCEEDS FROM THE OFFERING ARE USED.

Advantameds' management team will have broad discretion as to the use of the net proceeds from this Offering. This could result in the proceeds being applied to uses that investors may not deem desirable or with which they may not agree. Furthermore, Advantameds cannot assure you that the proceeds as used by management will yield a significant return or its desired effect, if any.

9. THE LICENSED ENTITIES MUST EFFECTIVELY MANAGE AND SUPPORT THE GROWTH OF THEIR BUSINESSES IN ORDER TO SUCCEED.

The Licensed Entities need to grow rapidly in all areas of operations in order to execute their business strategy and to allow Advantameds to execute its business strategy. Managing growth will place significant demands on the Licensed Entities' management, as well as on their respective administrative, operational and financial systems and controls. The Licensed Entities, and resultantly, Advantameds' inability to effectively manage, finance or support its anticipated growth could have a material adverse effect on its business and the results of its operations.

10. IT MAY BE DIFFICULT FOR ADVANTAMEDS TO EVALUATE ITS BUSINESS AND PROSPECTS AS MATURE COMPETITORS OR NEW BUSINESSES ENTER OUR MARKETPLACE.

Advantameds may be unable to recognize and respond to trends, changing preferences or competitive factors within the marijuana industry, which may result in a material adverse effect on its business and operations, including those of the Licensed Entities. Advantameds cannot assure you that it will be able to successfully use new business strategies effectively or adapt the Licensed Entities' business models to a changing market. Advantameds is entirely reliant upon the Licensed Entities' ability to recognize and respond to trends, changing preferences or competitive factors within the commercial real estate and marijuana industries. The Licensed Entities', and resultantly, Advantameds' inability to respond effectively to changing customer requirements or market conditions would have a material adverse effect on its business, results of operations and financial condition.

11. WE OPERATE IN A HIGHLY COMPETITIVE MARKET WITH LOW BARRIERS TO ENTRY THAT COULD LIMIT OUR MARKET SHARE AND HARM OUR FINANCIAL PERFORMANCE.

While marijuana products currently appear to be in high demand in approved medical marijuana states, the market is nevertheless competitive and characterized by entrants who sell virtually the same products. In addition, there are relatively low barriers to entry in the businesses of the Licensed Entities' and Advantameds'. Moreover, due to the relatively low cost of entering this market, competition may intensify and increase in the future. The Licensed Entities' competition may limit their ability to become profitable or result in the inability to attain or the eventual loss of market share. If any or all of the Licensed Entities fail to compete successfully against current or future competitors, its business, financial condition and operating results could be seriously harmed. We expect competition to persist and intensify in the future. We cannot be certain that

the Licensed Entities or Advantameds will be able to compete successfully with existing or new competitors.

The vast majority of the Licensed Entities' current competitors have either the same or longer operating histories, larger client bases, larger professional staffs, greater brand recognition and greater financial, technical, marketing and other resources than the Licensed Entities. This may place the Licensed Entities at a disadvantage in responding to their competitors' pricing strategies, technological advances, advertising campaigns, strategic partnerships and other aggressive or competitive initiatives. In addition, many of the Licensed Entities' competitors have well-established relationships with the market segment that will constitute its potential customers and have extensive knowledge of the marketplace. As a result, the Licensed Entities' competitors may be able to respond more quickly to new or emerging strategies, customer preferences and product enhancements, and they may also be able to devote more resources to the development, promotion and sale of their products than the Licensed Entities.

Current and potential competitors also have established or may establish cooperative relationships among themselves or with third parties to increase their ability to address customer needs. Accordingly, it is possible that new competitors or alliances among competitors may emerge and rapidly acquire significant market share. In addition, some of the Licensed Entities', and resultantly, Advantameds' competitors may develop products that are superior to, or have greater market acceptance than the products currently offered by the Licensed Entities or that the Licensed Entities intend to offer.

12. THE LICENSED ENTITIES WILL CONTINUE TO BE OPERATED AND MANAGED BY THEIR CURRENT MANAGERS AND STAFF. ADVANTAMEDS WILL NOT HAVE DIRECT CONTROL OVER THE DAY-TO-DAY OPERATIONS OF ANY OF THE LICENSED ENTITIES AND/OR THEIR ABILITY TO GENERATE PROFIT.

If sufficient capital is raised through this offering, Advantameds' believes that it will be able to complete the acquisition of an equity interest in the Licensed Entities. However, each of the Licensed Entities will continue to be operated and managed by each the Licensed Entities' current managers and staff.

13. ADVANTAMEDS' SUCCESS WILL DEPEND ON THE CONTINUED DEVELOPMENT OF A MARKET FOR MARIJUANA PRODUCTS.

Advantameds cannot be certain that a larger regional or nationwide viable market for the Licensed Entities' products will develop. Even if the Licensed Entities' market continues to develop, they may not be able to differentiate their products and services from those of their competitors. If the Licensed Entities' customers are unable to differentiate their products from those of their competitors, their revenue growth and operating margins may not develop.

14. AGREEMENTS THAT HAVE NOT YET BEEN FINALIZED MAY NEVER BE FINALIZED OR MAY SIGNIFICANTLY CHANGE IN WAYS THAT COULD REDUCE THE VALUE OF YOUR INVESTMENT.

You should be aware that this Memorandum makes reference to documents or agreements that

are not yet final or executed and plans that have not been implemented. In some instances such documents or agreements are not even in draft form. The definitive versions of those agreements, documents, plans or proposals may contain terms or conditions that vary significantly from the terms and conditions described herein and agreements, documents, plans or proposals not in final form may not materialize or, if they do materialize, may not prove to be profitable.

15. ADVANTAMEDS WILL RELY HEAVILY ON THE LICENSED ENTITIES' INTELLECTUAL PROPERTY RIGHTS THAT OFFER ONLY LIMITED PROTECTION AGAINST POTENTIAL INFRINGERS.

Our success will be dependent in part upon each of the Licensed Entities' brand names and proprietary business strategies (hereinafter "Intellectual Property"). We cannot be sure that the measures any of the Licensed Entities undertakes will be adequate to protect its/their Intellectual Property, or that its/their Intellectual Property would preclude competitors from independently developing products, services and methods similar to that of Advantameds. We cannot be sure that the precautions that the Licensed Entities take will prevent misappropriation or infringement of their Intellectual Property. It is possible that litigation will be necessary in the future to enforce rights to any or all of the Licensed Entities' Intellectual Property, to protect the Licensed Entities' trade secrets or to determine the validity and scope of the proprietary rights of others. Litigation could result in substantial costs and diversion of our resources away from the development, marketing or maintenance of the Licensed Entities' products.

16. ANY OF THE LICENSED ENTITIES MAY BE LIABLE FOR INFRINGING THE INTELLECTUAL PROPERTY RIGHTS OF OTHERS.

We may receive in the future notice of claims of infringement of other parties' proprietary rights. Infringement or other claims could be asserted or prosecuted against the Licensed Entities and it is possible that future assertions or prosecutions could harm any or all of the Licensed Entities' businesses, as well as Advantameds' business. Any such claims, with or without merit, could be time consuming, resulting in costly litigation and diversion of management personnel, cause delays in the development and release of new products or services, or require any or all of the Licensed Entities to develop non-infringing products or services or enter into royalty or licensing arrangements. Such royalty or licensing arrangements, if required, may not be available on terms acceptable to us, or at all. For these reasons, infringement claims could harm our business.

17. NO LEGAL COUNSEL OBTAINED FOR INVESTORS.

We have not retained any independent professionals to review or comment on this Offering, this Memorandum or otherwise represent the interests of the investors. Any statement contained herein is that of Advantameds and no independent counsel has been engaged on behalf of any prospective investor. Advantameds' counsel has not conducted any due diligence as to the truth or the reliability of any of the statements contained herein or related to this offering.

18. AN INVESTMENT IN THE SECURITIES COULD HAVE ADVERSE TAX CONSEQUENCES.

EACH PROSPECTIVE INVESTOR SHOULD CONSULT HIS/HER/ITS OWN TAX ADVISOR CONCERNING THE IMPACT THAT HIS/HER/ITS INVESTMENT IN

ADVANTAMEDS MAY HAVE ON HIS/HER/ITS FEDERAL INCOME TAX LIABILITY AND THE APPLICATION OF STATE AND LOCAL INCOME AND OTHER TAX LAWS TO HIS/HER/ITS PARTICIPATION IN THIS OFFERING.

19. ADVANTAMEDS WILL HAVE IMMEDIATE USE OF FUNDS GENERATED BY THE OFFERING.

All proceeds from this Offering will be immediately accessible by Advantameds. There is no assurance that Advantameds will raise amounts sufficient to acquire interests in Licensed Entities, the failure of which would result in material adverse consequences to Advantameds.

20. THE SECURITIES HAVE A LACK OF LIQUIDITY.

Neither the Notes, nor the common shares of Advantameds – Canada to be issued upon conversion of the Notes, have not and will not be registered under the Securities Act or under applicable state securities laws and may not be sold or transferred unless such securities are subsequently registered under the Securities Act and such state securities laws or an exemption from such registration is available. Accordingly, the Notes and the common shares of Advantameds - Canada cannot be sold or otherwise transferred unless they are subsequently registered under the Securities Act and appropriate state securities laws or unless exemptions from such registration are available. Purchasers of the Securities may not be able to liquidate their investment promptly in the event that liquidation becomes necessary or advisable. Thus, the Securities are suitable only for purchase as a long-term investment, and the purchasers should be prepared to bear the economic risk of their investment for an indefinite period of time. All certificates to be issued by us representing ownership of the Securities or the common shares of Advantameds – Canada will bear a legend stating that the Securities represented thereby have not been registered under the Securities Act or any state laws.

21. NO PUBLIC MARKET EXISTS FOR THE SECURITIES OF ADVANTAMEDS OR ADVANTAMEDS – CANADA.

There is no public market on which to trade the Securities of Advantameds or the common shares of Advantameds – Canada. Advantameds cannot assure you that a public market will ever develop. If no public market exists for the Securities or the common shares of Advantameds – Canada issued upon conversion of the Notes, it may be difficult for security holders to sell them if they wish to do so. In addition, the state and federal securities laws place significant restrictions on the sale or transfer of the Securities. Advantameds cannot assure you that you will be able to sell your Securities or the common shares of Advantameds – Canada issued upon conversion of the Notes, or, if you are able to do so, to sell them at a price equal to the Offering price. Even if there is a future public offering of Advantameds or Advantameds - Canada, Advantameds cannot assure you that enough Securities will be sold to create a liquid public market for the Securities or the common shares of Advantameds – Canada issued upon conversion of the Notes.

22. THERE HAS NOT BEEN AN INDEPENDENT VALUATION OF THE SECURITIES, WHICH MEANS THAT THE SECURITIES MAY BE WORTH LESS THAN THE PURCHASE PRICE.

The purchase price of the Securities has been determined by us without independent valuation of the Securities. We established the purchase price based on our estimate of capital and expense requirements, not based on perceived market value, book value, or other established criteria. We did not obtain an independent appraisal opinion on the valuation of the Securities. The Securities may have a value significantly less than the Offering's prices and there is no guarantee that the Securities will ever obtain a value equal to or greater than the Offering's price.

USE OF PROCEEDS

The net proceeds to be received by us from this Offering, after deducting estimated offering expenses, will be approximately twenty-five million dollars (\$25,000,000) in the event that all Securities in this Offering are sold.

We intend that ninety-five percent (95%) of the proceeds of the Offering will be used to carry out our Business Plan. The remaining five percent (5%) of the net proceeds from the sale of the Securities in this Offering will be used for general working capital, including general administrative costs.

The use of Offering proceeds reflected herein represents our best estimate of how the proceeds of this Offering will be allocated based upon the current state of our business operation, our Business Plan and projected capital requirements. These estimates are subject to change based upon factors such as market developments, the availability of actual proceeds from this Offering, and changes in our business planning and operations. We believe the net offering proceeds will satisfy our projected cash requirements for the purchase of equity interests in the Licensed Entities. We may need to raise additional money separate from this Offering. The precise amount and timing of future funding needs cannot be determined at this time and will depend upon a number of factors, including: (1) the market demand for the Licensed Entities' products; (2) the progress of the Licensed Entities' and Advantameds' efforts; and (3) the success of the Licensed Entities' and Advantameds' management of cash. There is no assurance that funds required by us in the future will be available on terms satisfactory to us, if at all.

PLAN OF OFFERING

1. THE OFFERING.

The Notes offered hereby are being offered and sold through the efforts of Advantameds' managers, who will not be separately compensated for their services. Advantameds, however, reserves the right to engage the services of broker-dealers who are member firms of the Financial Industry Regulatory Authority (FINRA). Sales of Securities by such broker-dealers will be subject to the payment of commissions not to exceed ten percent (10%).

Each investor who proposes to purchase Notes will be required to deliver to Advantameds an executed Subscription Agreement, in the form said documents are delivered with this

Memorandum, together with the full purchase price for the Notes being purchased. Checks should be made payable to “Advantameds” All investment documents will be reviewed by Advantameds for compliance with suitability standards. All representations by prospective investors will be reviewed and relied upon by Advantameds in determining the suitability of such persons under applicable securities laws and regulations. Advantameds has the right, in its sole and absolute discretion, to reject any proposed investment in the Notes even though the investor satisfies the described criteria.

2. INVESTOR QUALIFICATIONS.

The Securities offered by Advantameds in this Offering should be purchased only by those persons and entities that have such knowledge and experience in financial and business matters that they are capable of evaluating the merits and risks of a prospective investment in the Securities. **Each investor shall certify in a duly executed Prospective Accredited Investor Profile, and as required in any of the other documents associated with this Offering, that he/she/it is an “Accredited Investor” within the meaning of Regulation D of the Securities Act of 1933.** Advantameds, in its sole discretion, will determine whether to accept any offers to purchase Securities, in whole or in part. Each prospective investor must also represent, warrant and acknowledge in the Subscription Agreement, among other things, that: (1) the investor is acquiring the Securities for the investor’s own account, for investment only, and has no intention of resale or distribution thereof; (2) the investor is aware that the sale of the Securities has not been registered under the Securities Act; (3) the investor’s transfer rights are restricted by the Securities Act and applicable state securities laws and there is no market for the Securities; (4) the investor is an Accredited Investor as that term is defined by the Securities Act; and (5) the investor, alone or with the investor’s purchaser representative, has been solely responsible for conducting his/her/its own due diligence investigation of Advantameds and its management and business, for the investor’s own analysis of the merits and risks of the investment and for the investor’s own analysis of the fairness and desirability of the terms of such investment and has such knowledge and experience in financial and business matters that the investor is capable of evaluating the merits and risks of the investor’s investment.

Furthermore, recently adopted Rule 506(c) requires that we undertake reasonable methods to independently verify that an investor is “accredited” as defined above. Such methods include, without limitation, (i) review of an investor’s income tax returns and filings along with a written representation that the person reasonably expects to reach the level necessary to qualify as an accredited investor during the current year, (ii) review of one or more of the following, dated within three months, together with a written representation that all liabilities necessary to determine net worth have been disclosed. For assets: bank statements, brokerage statements and other statements of securities holdings, certificates of deposit, tax assessments and appraiser reports issued by third parties and for liabilities, credit report from a nationwide agency, (iii) obtaining a written confirmation from a registered broker-dealer, an SEC registered investment advisor, a licensed attorney, or a CPA that such person or entity has taken reasonable steps to verify that the purchaser is an accredited investor within the prior three months.

3. ADDITIONAL INVESTMENT CONSIDERATIONS.

Because of the special considerations potentially affecting tax-exempt investors, any tax-exempt organization that is considering an investment should consult with its own tax and other advisors

to evaluate the appropriateness of the investment and the effect that an investment would have in the specific circumstances of that investor.

4. ERISA CONSIDERATIONS.

Section 404(a) of the Employee Retirement Income Security Act of 1974, as amended (hereinafter “ERISA”), and the regulations promulgated thereunder by the United States Department of Labor provide as a general rule that a fiduciary with respect to a pension, profit-sharing or other plan subject to ERISA must discharge his/her duties with respect to the plan in a prudent manner and must consider several factors in determining whether to enter into an investment or engage in an investment course of action. If a fiduciary with respect to any such plan acts imprudently with regard to selecting an investment course of action for such plan, the fiduciary may be held personally liable for losses incurred by the plan as a result of such imprudence. Among the factors that should be considered are the diversification and liquidity of the plan’s portfolio, the potential return on the proposed investment and the place the proposed investment would occupy in the plan’s portfolio taken as a whole. Additionally, in the case of Advantameds, a plan fiduciary should give particular attention to the risks inherent in a speculative investment in the Securities.

The acceptance of a subscription by Advantameds from a plan does not constitute a representation or judgment by Advantameds that an investment in the Securities is an appropriate investment for that entity or that such an investment meets the legal requirements applicable to such entity. **FIDUCIARIES OF EMPLOYEE BENEFIT PLAN INVESTORS THAT ARE PROSPECTIVE INVESTORS SHOULD CONSULT WITH THEIR OWN COUNSEL AND TAX ADVISORS CONCERNING THE CONSEQUENCES UNDER ERISA OF AN INVESTMENT IN ADVANTAMEDS’ SECURITIES.**

5. RESTRICTIONS ON TRANSFERABILITY OF SECURITIES.

Advantameds has not registered the Notes and Advantameds – Canada will not register the common shares issued upon conversion of the Notes, under the Securities Act or any applicable state securities laws. Advantameds and Advantameds – Canada are offering the Securities and the common shares issued upon conversion of the Notes, in reliance upon certain exemptions, including Regulation D, from registration under the Securities Act and certain state securities laws. As a consequence, purchasers may not sell, transfer, pledge or otherwise dispose of the Notes or common shares of Advantameds – Canada unless such sale, transfer, pledge or other disposition is subsequently registered under the Securities Act and appropriate state securities laws or exemptions from such registrations are available. Advantameds and Advantameds – Canada are not obligated to register the securities and neither Advantameds nor Advantameds - Canada has any intention of registering the securities. Accordingly, any purchaser of Notes must bear the economic risk of investment for an indefinite period of time. **It is unlikely that investors will be able to liquidate their investment in the Securities in the event of an emergency or for any other reason. No public market for the Securities or the common shares of Advantameds – Canada exists and it is not assured that one will ever develop.**

Advantameds and Advantameds – Canada will place certain restrictions on the sale, transfer, pledge or other disposition of the securities. Specifically: (1) a legend will be placed on each of the Notes and on the share certificate representing the common shares of Advantameds – Canada issued upon conversion of the Notes, that states that the securities have not been registered under the Securities Act or any applicable state securities laws and that the holder of such Securities cannot sell, transfer, pledge or otherwise dispose of such security in the absence of appropriate registrations or exemption from such registrations; and (2) each purchaser will be required to represent in the Subscription Agreement that such purchaser is acquiring the Securities for such purchaser’s own account for investment and not for distribution and to agree that such purchaser will not sell, transfer, pledge or otherwise dispose of the Securities without appropriate registration under the Securities Act and any applicable state securities laws or an exemption from such registrations.

INVESTORS ARE URGED TO SEEK INDEPENDENT LEGAL ADVICE REGARDING THE EFFECT OF THESE RESTRICTIONS AND INVESTMENT REPRESENTATIONS ON THE TRANSFERABILITY OF THE SECURITIES.

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EXHIBIT LIST

Exhibit	Document
A	Advantameds Solutions Projected Proforma
B	Executive Profiles of Principals
C	Series A Convertible Promissory Note
D	Subscription Agreement

No. _____
 Issued To: _____

EXHIBIT A
Advantameds Solutions USA Inc
Projected
Expenses

Phoenix Growth						
	3/30/2015	4/30/2015	5/30/2015	6/30/2015	7/30/2015	8/30/2015
Revenue						
Phoenix Grow in lbs.						
Total lbs produced						
Sales per lb						
Product Sales						
Expenses						
Product Excise Taxes-State of Colorado						
Automobile Expense		4,000	4,000	4,000	4,000	4,000
Computer and Internet Expenses		3,000	3,000	3,000	3,000	3,000
Equipment Lease		2,000	2,000	2,000	2,000	2,000
Health Ins		3,438	3,713	9,625	17,600	18,013
Licensing		3,000	3,000	3,000	3,000	3,000
Meals and Entertainment		1,000	1,000	1,000	1,000	1,000
Office Expenses		1,000	1,000	1,000	1,000	1,000
Office Supplies		1,500	1,500	1,500	1,500	1,500
Lease Expense for building	28,500	28,500	28,500	28,500	28,500	28,500
Payroll Expenses		743	802	2,079	3,802	3,891
Payroll Taxes		6,699	7,235	18,758	34,300	35,104
Postage and Delivery		2,000	2,000	2,000	2,000	2,000
Repairs and Maintenance		3,600	3,600	3,600	3,600	3,600
Security		5,000	5,000	5,000	12,000	12,000
Supplies	200,000	50,000	50,000	200,000	50,000	50,000
Clones	50,000					
Telephone Expense		3,000	3,000	3,000	3,000	3,000
Utilities		50,000	50,000	65,000	85,000	120,000
Wages		60,901	65,773	170,524	311,815	319,123
Workers Comp Insurance		2,624	2,834	7,348	13,437	13,752
Additional stores to be funded internally						
Total Expense	0	278,500	232,005	237,957	530,934	624,482

EXHIBIT B
EXECUTIVE PROFILES
ADVANTAMEDS' OFFICERS

Geoffrey Thompson, CEO

Geoffrey J. Thompson: Mr. Thompson has 17 years of experience of business ownership and management, with a focus predominantly in entrepreneurial-based activities involving start-ups and stabilization.

Mr. Thompson has founded several start-up companies, including three mortgage companies: Consumer Financial Resource Group, Inc., Streamline Mortgage, Inc. (a multi-state correspondent lender), and Presidium Mortgage, Inc., which specializes in investment properties. Mr. Thompson founded a title and escrow company called Streamline Title, Inc.. In addition, he co-founded Streamline Real Estate Investments, LLC. with his wife Nancy. Streamline Real Estate Investments, LLC acquired in excess of \$10,000,000 of residential and commercial properties. He and his wife also co-founded Global Wealth Solutions, Inc., a real estate brokerage company.

After the US market collapse of the real estate markets in 2007, Mr. Thompson co-founded GWS Financial Services, an advanced strategy financial services firm specializing in estate planning, premium financed life insurance and corporate Supplemental Employee Retirement Planning. The company also focused on advanced tax strategy and Mr. Thompson created advanced tax structures for Private Placed Life Insurance and Private Placed Variable Annuity which he named the "Horizons-X and Horizons-V".

In 2009, Mr. Thompson ventured into the public markets and purchased a SEC compliant "Blank Check" shell company. The company started as a healthcare technology company and grew from there into a mergers and acquisitions company focused on acute care, home health and behavioral sciences. Since inception, the company has made several key strategic acquisitions and continues to be fully reporting. These acquisitions include At Home Health Services, All Staffing, Advanced Life, Traditions Home Healthcare, Behavioral Healthcare, Watson Home Health and Grace Home Healthcare. The company became Accelera Innovations, Inc. and is currently listed on the OTCQB in the US (Symbol ACNV). Mr. Thompson is the Chairman of Accelera Innovations, Inc.. He plans to continue the Accelera Innovations Inc. project until the company reaches a mid-sized market cap from its current position as a micro-cap company.

Over the years, Mr. Thompson has acquired skill-sets in debt/equity, corporate governance, mergers and acquisitions, public procedures, market structures, reverse mergers and IPO releases.

Mr. Thompson has participated in a wide variety of community based work as well as hosting his own radio show in the Chicago area from 2005 until 2008. He also spends time with fledgling entrepreneurs and small business owners, providing coaching and development advice, as well as providing corporate clients with financial restructuring advice and developing market advancement and turn around strategies.

Cynthia Boerum, Chief Operating Officer

Ms. Boerum became the Chief Operating Officer of Advantameds in July 2015. Ms. Boerum reviews all financials and pending investment contracts and is the point of contact for investors. Prior to joining Advantameds, Ms. Boerum had been in the healthcare industry for over 30 years. From 2009 to 2011, Ms. Boerum was Vice President of Sales and Consultant for Accentia International Outsourcing Company in Hyderabad, India. Ms. Boerum has led international sales teams. From 2004 to 2007 Ms. Boerum was the Vice President of Sales for Opus Healthcare in Austin, TX. Her responsibilities included Accounts Receivable, Accounts Payable, account management and sales. She positioned the company for their exit strategy, and was instrumental in the successful acquisition of the company by NextGen. From 1989 to 2003 Ms. Boerum worked at McKesson, holding the positions of Enterprise Vice President of National Accounts and Sales Manager for the top 32 health organizations nationally. During this time she received various top performer awards, not only from McKesson, but also the state of Minnesota. Ms. Boerum received her clinical experience at Shady Grove Adventist Hospital, in Maryland, from 1979 to 1989. Ms. Boerum graduated from the Associate Degree in Nursing program at Frederick Community College.

Patrick Custardo, Chief Strategic Officer

Mr Custardo became the Chief Strategic Officer of Advantameds in 2014. From 2005 to 2013, Mr. Custardo was owner of Global Medserv, Inc, a Revenue Cycle Management company that he grew to include consulting and credentialing medical practices. From 1981 to 2004, Mr Custardo founded and led Sentry Financial Corporation through mergers and acquisitions, all the while turning the startups into multimillion dollar revenue companies. From 1978 to 1981, Mr. Custardo held the position of Sr. Vice President Mergers and Acquisitions at NorCon Capital Funds, Inc. Mr Custardo received his B.S. from Illinois State University and his J.D. from Lewis University College of Law in 1978

EXHIBIT C
SERIES A CONVERTIBLE PROMISSORY NOTE

EXHIBIT D
SUBSCRIPTION AGREEMENT