

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM
OF
MUSAFFA, INC.

IMPORTANT INFORMATION CONCERNING THIS MEMORANDUM

This Rule 506(c) Confidential Private Placement Memorandum (this “*Memorandum*”) has been prepared by Musaffa Inc. (the “*Company*” or “*Musaffa*”) for delivery to a limited number of potential purchasers on a confidential basis, solely for use in considering whether to make an investment in the Company (the “*Offering*”). This Memorandum, and the information contained herein, are strictly confidential and include proprietary information concerning the Company, its investment strategies, and its future plans. By accepting delivery of this Memorandum, each recipient agrees that (i) he, she, or it will not copy, reproduce, or distribute it to any other person or party (including any employee of the recipient, other than an employee directly involved in considering the transaction), in whole or in part, at any time without the prior written consent of a representative of the Company; (ii) he, she, or it will, and will cause its employees to, keep permanently confidential all information contained herein not already public; and (iii) he, she, or it will use this Memorandum only for the purposes set forth herein. The Company requests that this Memorandum, and all copies of it, be returned to a representative of the Company by any recipient who chooses not to participate in the transaction.

This Memorandum has been prepared for the purpose of describing the terms upon which a limited number of purchasers would make an investment in the Company. It is expected that information contained in this Memorandum will be used to assist prospective purchasers in their evaluation of the Company and, in consultation with their legal and financial advisers, to conduct an independent investigation of the Company. Although this information is believed by the Company to be reliable, this Memorandum does not purport to be a complete description of the merits and risks of investing in the Company, and the recipient’s attention is directed to each of the attached exhibits and other information made available to prospective purchasers for more detailed information. Nothing in this Memorandum should be construed as legal, financial, or tax advice, or as a recommendation that any recipient invests in the Company. Prospective purchasers should consult their professional advisers regarding such matters. This Memorandum does not purport to be all-inclusive or necessarily to contain all of the information material to a prospective purchaser’s investigation of the Company or a possible investment in the Company.

This Memorandum includes certain statements provided by the Company with respect to the anticipated future activities or performance of the Company. Such statements reflect various assumptions by the Company which may or may not prove to be accurate. Prospective purchasers are urged to critically evaluate such statements and any assumptions that underlie or should underlie projections of future results. No person has been authorized to provide any information or make any representations regarding the Company except as contained in this Memorandum. Statements in this Memorandum are made as of the date hereof unless stated otherwise, and neither the delivery of this Memorandum at any time thereafter, nor any sale hereunder, shall imply that the information contained herein is correct as of any time after the date of this Memorandum.

The “Securities” offered hereby have not been registered under the Securities Act of 1933, as amended (the “*Securities Act*”), or under the securities laws of any state, in reliance upon exemptions from the registration requirements of such laws. The Securities may be sold only to prospective investors which are accredited investors, as that term is defined under Regulation D of the Securities Act of 1933, as amended, (each an “*Investor*”) and are purchasing for investment purposes only and not with a view to further distribution. There is no market for the Securities and

it is not likely that a market will develop. The Securities will not be registered or listed on any securities exchange. The Securities may be transferred only in compliance with the terms and provisions described herein and in the Company Agreement. In addition, in the event of a permitted transfer, the transferor or the transferee may be required to deliver a legal opinion satisfactory to the Company that such transfer is in compliance with federal and state securities laws. Holders of Securities should consult their counsel as to the requirements applicable to any transfer or other disposition.

The Securities Act and the securities laws of certain jurisdictions grant purchasers of securities sold in violation of the registration or qualification provisions of such laws the right to rescind their purchase of such securities and to receive back their consideration paid. The Company believes that the Offering is not required to be registered or qualified. Many of these laws granting the right of rescission also provide that suits for such violations must be brought within a specified time, usually one year from the discovery of facts constituting such violations. Should any purchaser institute such an action on the theory that the Offering conducted as described herein was required to be registered or qualified, the Company will contend that the contents of this Memorandum constituted notice of the facts demonstrating no such alleged violation.

This Memorandum does not constitute an offer to sell or a solicitation of an offer to buy any securities other than the Securities offered hereby. This Memorandum shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Securities, in any state or other jurisdiction in which such offer, solicitation, or sale would be unlawful without registration or qualification under the securities laws of such state or other jurisdiction.

This Memorandum includes “forward-looking statements” within the meaning of various provisions of the Securities Act and the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”). Readers are advised that this Memorandum, and any document incorporated by reference herein, contain both statements of historical facts and forward-looking statements. The forward-looking statements made throughout this Memorandum should not be construed as exhaustive. Forward-looking statements are beyond the ability of the Company to control and, in many cases, the Company cannot predict what factors would cause actual results to differ materially from those indicated by the forward-looking statements. Forward-looking statements are subject to certain risks and uncertainties, which could cause actual results to differ materially from those indicated by the forward-looking statements. Examples of forward-looking statements include, but are not limited to, (i) projections of revenues, income or loss, capital expenditures, distributions, capital structure, and other financial items, (ii) statements of the plans and objectives of the Company, including the estimates or predictions of actions by partners, businesses in which the Company invests, or regulatory authorities, (iii) statements of future economic performance, and (iv) statements of assumptions underlying other statements and statements about the Company. Forward-looking statements include, without limitation, terms such as “anticipate,” “believe,” “plan,” “could,” “estimate,” “expect,” “intend,” “may,” “potential,” “should,” “will,” and “would” or the negative of these terms or other comparable terminology.

This Memorandum and any documents incorporated by reference herein also identify important factors that could cause actual results to differ materially from those indicated by the forward-looking statements. These risks and uncertainties include the factors described above and other factors that are described herein and/or in documents incorporated by reference herein.

In making an investment decision, prospective purchasers must rely on their own examination of the Company and the terms of the proposed investment, including the merits and risks involved. No documents or other information relating to the Offering or the Securities has been filed with or reviewed by the U.S. Securities and Exchange Commission (the “SEC”), and neither the SEC nor any state securities administrator has passed upon or endorsed the merits of an investment in the Company or the accuracy or adequacy of any information disclosed to prospective purchasers. Any representation to the contrary is a criminal offense.

NOTICE REGARDING RISKS

A private equity investment into a startup company involves significant risk. You should not invest any funds in this Offering unless you can afford to lose your entire investment.

In making an investment decision, Investors must rely on their own examination of the Company and the terms of the Offering, including the merits and risks involved. These Securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.

THESE SECURITIES ARE BEING OFFERED UNDER AN EXEMPTION FROM REGISTRATION PURSUANT TO SECTION 4(a)(2) OF THE SECURITIES ACT OF 1933 AS AMENDED OR SECURITIES AND EXCHANGE COMMISSION REGULATION D, RULE 506(c) PROMULGATED THEREUNDER. AS SUCH, EACH PURCHASER OF THE SECURITIES OFFERED HEREBY IN THE UNITED STATES MUST BE AN “ACCREDITED INVESTOR” WITHIN THE MEANING OF REGULATION D PROMULGATED UNDER THE SECURITIES ACT. SINCE THE INTERESTS ARE BEING OFFERED PURSUANT TO RULE 506(c), EACH PROSPECTIVE PURCHASER WILL BE REQUIRED TO FURNISH ADDITIONAL INFORMATION OR DOCUMENTATION EVIDENCING SUCH PROSPECTIVE INVESTOR’S STATUS AS AN “ACCREDITED INVESTOR” AS DEFINED IN REGULATION D PROMULGATED UNDER THE SECURITIES ACT.

WHETHER THESE SECURITIES ARE EXEMPT FROM REGISTRATION PURSUANT TO REGULATION D OR OTHERWISE HAS NOT BEEN PASSED UPON BY THE SECURITIES AND EXCHANGE COMMISSION, THE ATTORNEY GENERAL OF ANY STATE OR ANY OTHER REGULATORY AGENCY, NOR HAS ANY SUCH AGENCY PASSED UPON THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY OR ANY REPRESENTATION THAT ANY REGULATORY AGENCY HAS PASSED UPON THE ACCURACY OR COMPLETENESS OF THIS PRIVATE PLACEMENT MEMORANDUM IS A CRIMINAL OFFENSE.

THE SECURITIES SOLD IN THIS OFFERING ARE “RESTRICTED SECURITIES” AS THAT TERM IS DEFINED IN RULE 144 PROMULGATED UNDER THE ACT.

THESE SECURITIES INVOLVE A HIGH DEGREE OF RISK THAT MAY NOT BE APPROPRIATE FOR ALL INVESTORS. THERE ARE ALSO SIGNIFICANT UNCERTAINTIES ASSOCIATED WITH AN INVESTMENT IN THIS OFFERING AND THE SECURITIES. THE SECURITIES OFFERED HEREBY ARE NOT PUBLICLY TRADED. THERE IS NO PUBLIC MARKET FOR THE SECURITIES AND ONE MAY NEVER DEVELOP. AN INVESTMENT IN THIS OFFERING IS HIGHLY SPECULATIVE. THE SECURITIES SHOULD NOT BE PURCHASED BY ANYONE WHO CANNOT BEAR THE FINANCIAL RISK OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME AND WHO CANNOT AFFORD THE LOSS OF THEIR ENTIRE INVESTMENT. SEE THE SECTION OF THIS MEMORANDUM TITLED “*RISK FACTORS*”.

THE SECURITIES OFFERED HEREBY WILL HAVE TRANSFER RESTRICTIONS. NO SECURITIES MAY BE PLEDGED, TRANSFERRED, RESOLD OR OTHERWISE DISPOSED OF BY ANY INVESTOR EXCEPT PURSUANT TO SEC RULES. PROSPECTIVE INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME. THE SECURITIES MAY HAVE FURTHER TRANSFER RESTRICTIONS NOT PROVIDED FOR BY FEDERAL, STATE OR FOREIGN LAW.

NO ONE SHOULD CONSTRUE THE CONTENTS OF THIS MEMORANDUM AS LEGAL, ACCOUNTING OR TAX ADVICE OR AS INFORMATION NECESSARILY APPLICABLE TO YOUR PARTICULAR FINANCIAL SITUATION. EACH INVESTOR SHOULD CONSULT THEIR OWN FINANCIAL ADVISER, COUNSEL AND ACCOUNTANT AS TO LEGAL, TAX AND RELATED MATTERS CONCERNING THEIR INVESTMENT.

THIS OFFERING IS ONLY EXEMPT FROM REGISTRATION UNDER THE LAWS OF THE UNITED STATES AND ITS TERRITORIES. NO OFFER IS BEING MADE IN ANY JURISDICTION NOT LISTED ABOVE. PROSPECTIVE INVESTORS ARE SOLELY RESPONSIBLE FOR DETERMINING THE PERMISSIBILITY OF THEIR PARTICIPATING IN THIS OFFERING, INCLUDING OBSERVING ANY OTHER REQUIRED LEGAL FORMALITIES AND SEEKING CONSENT FROM THEIR LOCAL REGULATOR, IF NECESSARY. THE INTERMEDIARY FACILITATING THIS OFFERING IS LICENSED AND REGISTERED SOLELY IN THE UNITED STATES AND HAS NOT SECURED, AND HAS NOT SOUGHT TO SECURE, A LICENSE OR WAIVER OF THE NEED FOR SUCH LICENSE IN ANY OTHER JURISDICTION. THE COMPANY, THE ESCROW AGENT AND THE INTERMEDIARY, EACH RESERVE THE RIGHT TO REJECT ANY INVESTMENT COMMITMENT MADE BY ANY PROSPECTIVE INVESTOR, WHETHER FOREIGN OR DOMESTIC.

SPECIAL NOTICE TO FOREIGN INVESTORS

INVESTORS OUTSIDE OF THE UNITED STATES, TAKE NOTICE IT IS EACH INVESTOR'S RESPONSIBILITY TO FULLY OBSERVE THE LAWS OF ANY RELEVANT TERRITORY OR JURISDICTION OUTSIDE THE UNITED STATES IN CONNECTION WITH ANY PURCHASE OF THE SECURITIES, INCLUDING OBTAINING REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER REQUIRED LEGAL OR OTHER FORMALITIES. WE RESERVE THE RIGHT TO DENY THE PURCHASE OF THE SECURITIES BY ANY FOREIGN INVESTOR.

EXECUTIVE SUMMARY

At Musaffa, we are a data-driven, mobile-first, Shariah-focused organization with a mission to develop proprietary technologies and platforms to deliver financial services and products to the underserved Muslim population globally. Currently, we offer services across 180 countries, providing financial education, global Shariah-compliant stock and ETF (Exchange-Traded Fund) screening, and investment research solutions through our web platform and apps under the brand name Musaffa.

Our primary focus is to provide an exceptional user experience to the underserved demographic by targeting the near-prime digitally savvy individuals in selected markets.

After securing additional funds, we plan to launch Shariah-compliant trading platforms across multiple countries, using a variety of strategies. We intend to utilize the funds raised in this Offering primarily for operational costs, research and development, compliance measures, marketing expenses, and the hiring of new employees.

Name of Issuer: Musaffa, Inc.

Legal status of Issuer:

Form: Corporation

Jurisdiction of Incorporation/Organization: Delaware

Date of Organization: April 25, 2022

Physical Address of Issuer: One World Trade Center, 285 Fulton St, Suite 8500, New York, NY 10007, USA

Website of Issuer: <https://musaffa.com/>

Is there a co-issuer? ___ yes X no.

Type of Securities Offered:

The Company is offering for sale non-voting Class B Common Stock of the Company (“***Stock***” or the “***Securities***”).

Maximum Offering Amount:

Up to \$5,000,000

Price (or Method for Determining Price):

The Stock will be sold at a price of \$1.00 per share. For historical issuance prices, see “Previous Offerings of Securities” set forth below”.

Current Employee Count:

- Full-time employees: 19
- Part-time employees: 10

Current Contractor Count:

- Full-time contractors: 14
- Part-time contractors: 4

	Most recent fiscal year-end (2023)	Most recent fiscal year-end (2022)
Total Assets	\$1,170,093	\$237,779.00
Cash & Cash Equivalents	\$870,555	\$83,095.00
Accounts Receivable	\$1,332	\$2,109.00
Short-term Debt	\$333,151	\$35,693.00
Long-term Debt	\$0	\$35,224.00
Revenues/Sales	\$24,000	\$21,395.00
Cost of Goods Sold	\$142,853	\$88,337.00
Taxes Paid	\$0	\$0
Net Income	-\$889,307	-\$291,932.00

The jurisdictions in which the issuer intends to offer the Securities:

Anywhere in the United States and certain other countries, but in no event any country where the issuance of these Securities is prohibited by applicable law.

THE OFFERING AND THE SECURITIES

The Offering

The Company is offering its Class B Common Stock through a Subscription Agreement in substantially the form and substance as attached hereto as Exhibit B (the “*Subscription Agreement*”). The rights, privileges, obligations, and restrictions with respect to such Securities are set forth below.

Voting and Control

Class A Common Stock will have the right to vote on all matters for which shareholders are entitled to vote pursuant to the Bylaws and applicable law.

The Securities being offered, Class B Common Stock, have no voting rights.

Restrictions on Transfer

The Securities are subject to significant restrictions on transfer.

Pursuant to the Subscription Agreement, an Investor purchasing Securities in the Company is prohibited from making any disposition of all or any portion of any equity securities of the Company (the “Securities”) unless:

(a) there is then in effect a registration statement under the Securities Act, covering such proposed disposition and such disposition is made in accordance with such registration statement; or

(b) such holder has notified the Company of the proposed disposition and has furnished the Company with a statement of the circumstances surrounding the proposed disposition, and, at the expense of such holder or its transferee, with an opinion of counsel, reasonably satisfactory to the Company, that such disposition will not require registration of such securities under the Securities Act.

No registration statement or opinion of counsel will be required: (i) for any transfer of any Securities in compliance with the Securities and Exchange Commission’s Rule 144 or Rule 144A, or (ii) for any transfer of any Securities by a holder that is a partnership, limited liability company, Company or venture capital fund to (A) a partner of such partnership, member of such limited liability company or stockholder of such Company, (B) an affiliate of such partnership, limited liability company or Company (including, any affiliated investment fund of such holder), (C) a retired partner of such partnership or a retired member of such limited liability company, or (D) the estate of any such partner, member, or stockholder, or (iii) for the transfer without additional consideration or at no greater than cost by gift, will, or intestate succession by any holder to the holder’s spouse or lineal descendants or ancestors or any trust for any of the foregoing; provided that, in the case of clauses (ii) and (iii), the transferee agrees in writing to be subject to the terms and conditions of the Subscription Agreement to the same extent as if the transferee were an original purchaser under the Subscription Agreement.

“**Board**” means the Board of Directors of the Company.

Market Stand-Off Agreement

To the extent requested by the Company or an underwriter of securities of the Company, each holder, and any transferee thereof (each, a “**Stockholder**”), will not, without the prior written consent of the managing underwriters in an IPO (as defined below), offer, sell, make any short sale of, grant or sell any option for the purchase of, lend, pledge, otherwise transfer or dispose of (directly or indirectly), enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership (whether any such transaction is described above or is to be settled by delivery of Securities or other securities, in cash, or otherwise), any Securities or other shares of stock of the Company then owned by such Stockholder, or enter into an agreement to do any of the foregoing, for up to 180 days following the effective date of the registration statement of the initial public offering of the Company (the “**IPO**”) filed under the Securities Act.

RISK FACTORS

Investing in the Securities involves a high degree of risk and may result in the loss of your entire investment. Before making an investment decision with respect to the Securities, we urge you to carefully consider the risks described in this section and other factors set forth in this Memorandum. In addition to the risks specified below, the Company is subject to same risks that all companies in its business, and all companies in the economy, are exposed to. These include risks relating to economic downturns, political and economic events and technological developments (such as hacking and the ability to prevent hacking). Additionally, early-stage companies are inherently riskier than more developed companies. Prospective Investors should consult with their legal, tax and financial advisors prior to making an investment in the Securities. The Securities should only be purchased by persons who can afford to lose all of their investment.

Risks Related to the Company's Business and Industry

Global crises and geopolitical events, including without limitation, ongoing supply chain disruption and inflation due to geopolitical events can have a significant effect on our business operations and revenue projections.

With ongoing geopolitical events potentially causing supply chain disruption and inflation throughout 2024 and into the future, the Company's revenue and expenses may have been, and may continue to be, adversely affected.

The amount of capital the Company is attempting to raise in this Offering may not be enough to sustain the Company's current business plan.

In order to achieve the Company's near and long-term goals, the Company may need to procure funds in addition to the amount raised in the Offering. There is no guarantee the Company will be able to raise such funds on acceptable terms or at all. If we are not able to raise sufficient capital in the future, we may not be able to execute our business plan, our continued operations will be in jeopardy and we may be forced to cease operations and sell or otherwise transfer all or substantially all of our remaining assets, which could cause an Investor to lose all or a portion of their investment.

We may face potential difficulties in obtaining capital.

We may have difficulty raising needed capital in the future as a result of, among other factors, our lack of revenues from sales, as well as the inherent business risks associated with our Company and present and future market conditions. Our business currently generate a small amount of sales and future sources of revenue may not be sufficient to meet our future capital requirements. We will require additional funds to execute our business strategy and conduct our operations. If adequate funds are unavailable, we may be required to delay, reduce the scope of or eliminate one or more of our research, development or commercialization programs, product launches or marketing efforts, any of which may materially harm our business, financial condition and results of operations.

We may implement new lines of business or offer new products and services within existing lines of business.

As an early-stage company, we may implement new lines of business at any time. There are substantial risks and uncertainties associated with these efforts, particularly in instances where the markets are not fully developed. In developing and marketing new lines of business and/or new products and services, we may invest significant time and resources. Initial timetables for the introduction and development of new lines of business and/or new products or services may not be achieved, and price and profitability targets may not prove feasible. We may not be successful in introducing new products and services in response to industry trends or developments in technology, or those new products may not achieve market acceptance. As a result, we could lose business, be forced to price products and services on less advantageous terms to retain or attract clients or be subject to cost increases. As a result, our business, financial condition or results of operations may be adversely affected.

We rely on other companies to provide components and services for our products.

We depend on suppliers and contractors to meet our contractual obligations to our customers and conduct our operations. Our ability to meet our obligations to our customers may be adversely affected if suppliers or contractors do not provide the agreed-upon supplies or perform the agreed-upon services in compliance with customer requirements and in a timely and cost-effective manner. Likewise, the quality of our products may be adversely impacted if companies to whom we delegate manufacture of major components or subsystems for our products, or from whom we acquire such items, do not provide components which meet required specifications and perform to our and our customers' expectations. Our suppliers may be unable to quickly recover from natural disasters and other events beyond their control and may be subject to additional risks such as financial problems that limit their ability to conduct their operations. The risk of these adverse effects may be greater in circumstances where we rely on only one or two contractors or suppliers for a particular component. Our products may utilize custom components available from only one source. Continued availability of those components at acceptable prices, or at all, may be affected for any number of reasons, including if those suppliers decide to concentrate on the production of common components instead of components customized to meet our requirements. The supply of components for a new or existing product could be delayed or constrained, or a key manufacturing vendor could delay shipments of completed products to us adversely affecting our business and results of operations.

We rely on various intellectual property rights, including trademarks, in order to operate our business.

The Company relies on certain intellectual property rights to operate its business. The Company's intellectual property rights may not be sufficiently broad or otherwise may not provide us a significant competitive advantage. In addition, the steps that we have taken to maintain and protect our intellectual property may not prevent it from being challenged, invalidated, circumvented or designed-around, particularly in countries where intellectual property rights are not highly developed or protected. In some circumstances, enforcement may not be available to us because

an infringer has a dominant intellectual property position or for other business reasons, or countries may require compulsory licensing of our intellectual property. Our failure to obtain or maintain intellectual property rights that convey competitive advantage, adequately protect our intellectual property or detect or prevent circumvention or unauthorized use of such property, could adversely impact our competitive position and results of operations. We also rely on nondisclosure and noncompetition agreements with employees, consultants and other parties to protect, in part, trade secrets and other proprietary rights. There can be no assurance that these agreements will adequately protect our trade secrets and other proprietary rights and will not be breached, that we will have adequate remedies for any breach, that others will not independently develop substantially equivalent proprietary information or that third parties will not otherwise gain access to our trade secrets or other proprietary rights. As we expand our business, protecting our intellectual property will become increasingly important. The protective steps we have taken may be inadequate to deter our competitors from using our proprietary information. In order to protect or enforce our patent rights, we may be required to initiate litigation against third parties, such as infringement lawsuits. Also, these third parties may assert claims against us with or without provocation. These lawsuits could be expensive, take significant time and could divert management's attention from other business concerns. The law relating to the scope and validity of claims in the technology field in which we operate is still evolving and, consequently, intellectual property positions in our industry are generally uncertain. We cannot assure you that we will prevail in any of these potential suits or that the damages or other remedies awarded, if any, would be commercially valuable.

The Company's success depends on the experience and skill of the board of directors, its executive officers and key employees.

We are dependent on our board of directors, executive officers and key employees. These persons may not devote their full time and attention to the matters of the Company. The loss of our board of directors, executive officers and key employees could harm the Company's business, financial condition, cash flow and results of operations.

Although dependent on certain key personnel, the Company does not have any key person life insurance policies on any such people.

We are dependent on certain key personnel in order to conduct our operations and execute our business plan, however, the Company has not purchased any insurance policies with respect to those individuals in the event of their death or disability. Therefore, if any of these personnel die or become disabled, the Company will not receive any compensation to assist with such person's absence. The loss of such person could negatively affect the Company and our operations. We have no way to guarantee key personnel will stay with the Company, as many states do not enforce non-competition agreements, and therefore acquiring key man insurance will not ameliorate all of the risk of relying on key personnel.

Damage to our reputation could negatively impact our business, financial condition and results of operations.

Our reputation and the quality of our brand are critical to our business and success in existing markets, and will be critical to our success as we enter new markets. Any incident that erodes consumer loyalty for our brand could significantly reduce its value and damage our business. We may be adversely affected by any negative publicity, regardless of its accuracy. Also, there has been a marked increase in the use of social media platforms and similar devices, including blogs, social media websites and other forms of internet-based communications that provide individuals with access to a broad audience of consumers and other interested persons. The availability of information on social media platforms is virtually immediate as is its impact. Information posted may be adverse to our interests or may be inaccurate, each of which may harm our performance, prospects or business. The harm may be immediate and may disseminate rapidly and broadly, without affording us an opportunity for redress or correction.

Our business could be negatively impacted by cyber security threats, attacks and other disruptions.

We continue to face advanced and persistent attacks on our information infrastructure where we manage and store various proprietary information and sensitive/confidential data relating to our operations. These attacks may include sophisticated malware (viruses, worms, and other malicious software programs) and phishing emails that attack our products or otherwise exploit any security vulnerabilities. These intrusions sometimes may be zero-day malware that are difficult to identify because they are not included in the signature set of commercially available antivirus scanning programs. Experienced computer programmers and hackers may be able to penetrate our network security and misappropriate or compromise our confidential information or that of our customers or other third-parties, create system disruptions, or cause shutdowns. Additionally, sophisticated software and applications that we produce or procure from third-parties may contain defects in design or manufacture, including “bugs” and other problems that could unexpectedly interfere with the operation of the information infrastructure. A disruption, infiltration or failure of our information infrastructure systems or any of our data centers as a result of software or hardware malfunctions, computer viruses, cyber-attacks, employee theft or misuse, power disruptions, natural disasters or accidents could cause breaches of data security, loss of critical data and performance delays, which in turn could adversely affect our business.

Security breaches of confidential customer information, in connection with our electronic processing of credit and debit card transactions, or confidential employee information may adversely affect our business.

Our business requires the collection, transmission and retention of personally identifiable information, in various information technology systems that we maintain and in those maintained by third parties with whom we contract to provide services. The integrity and protection of that data is critical to us. The information, security and privacy requirements imposed by governmental regulation are increasingly demanding. Our systems may not be able to satisfy these changing requirements and customer and employee expectations, or may require significant additional investments or time in order to do so. A breach in the security of our information technology systems or those of our service providers could lead to an interruption in the operation of our systems, resulting in operational inefficiencies and a loss of profits. Additionally, a significant

theft, loss or misappropriation of, or access to, customers' or other proprietary data or other breach of our information technology systems could result in fines, legal claims or proceedings.

The use of Individually identifiable data by our business, our business associates and third parties is regulated at the state, federal and international levels.

The regulation of individual data is changing rapidly, and in unpredictable ways. A change in regulation could adversely affect our business, including causing our business model to no longer be viable. Costs associated with information security – such as investment in technology, the costs of compliance with consumer protection laws and costs resulting from consumer fraud – could cause our business and results of operations to suffer materially. Additionally, the success of our online operations depends upon the secure transmission of confidential information over public networks, including the use of cashless payments. The intentional or negligent actions of employees, business associates or third parties may undermine our security measures. As a result, unauthorized parties may obtain access to our data systems and misappropriate confidential data. There can be no assurance that advances in computer capabilities, new discoveries in the field of cryptography or other developments will prevent the compromise of our customer transaction processing capabilities and personal data. If any such compromise of our security or the security of information residing with our business associates or third parties were to occur, it could have a material adverse effect on our reputation, operating results and financial condition. Any compromise of our data security may materially increase the costs we incur to protect against such breaches and could subject us to additional legal risk.

The Company is not subject to Sarbanes-Oxley regulations and may lack the financial controls and procedures of public companies.

The Company may not have the internal control infrastructure that would meet the standards of a public company, including the requirements of the Sarbanes Oxley Act of 2002. As a privately-held (non-public) Company, the Company is currently not subject to the Sarbanes Oxley Act of 2002, and its financial and disclosure controls and procedures reflect its status as a development stage, non-public company. There can be no guarantee that there are no significant deficiencies or material weaknesses in the quality of the Company's financial and disclosure controls and procedures. If it were necessary to implement such financial and disclosure controls and procedures, the cost to the Company of such compliance could be substantial and could have a material adverse effect on the Company's results of operations.

We operate in a highly regulated environment, and if we are found to be in violation of any of the federal, state, or local laws or regulations applicable to us, our business could suffer.

We are also subject to a wide range of federal, state, and local laws and regulations, such as local licensing requirements, and retail financing, debt collection, consumer protection, environmental, health and safety, creditor, wage-hour, anti-discrimination, whistleblower and other employment practices laws and regulations and we expect these costs to increase going forward. The violation of these or future requirements or laws and regulations could result in administrative, civil, or criminal sanctions against us, which may include fines, a cease and desist order against the subject operations or even revocation or suspension of our license to operate the subject business. As a

result, we have incurred and will continue to incur capital and operating expenditures and other costs to comply with these requirements and laws and regulations.

The Company has significant competition from similar platforms, products, and services.

The Company provides a professional social networking platform, and as such, faces competition from other social media platforms and professional networking service providers. Further, social networks are a network good, and therefore attracting new users depends on the platform's existing user base. There can be no guarantee that the platform will acquire enough users to attract sufficient additional users to successfully establish the platform and compete with the Company's competitors.

The markets in which our services are sold are highly competitive. Our services compete against similar products of many large and small companies, including well-known global competitors. In many of the markets and industry segments in which we sell our products, we compete against other branded platforms and services. Product quality, performance, value and packaging are also important differentiating factors.

Risks Related to the Offering

State and federal securities laws are complex, and the Company could potentially be found to have not complied with all relevant state and federal securities law in prior offerings of Securities.

The Company has conducted previous offerings of securities and may not have complied with all relevant state and federal securities laws. If a court or regulatory body with the required jurisdiction ever concluded that the Company may have violated state or federal securities laws, any such violation could result in the Company being required to offer rescission rights to investors in such offering. If such investors exercised their rescission rights, the Company would have to pay to such investors an amount of funds equal to the purchase price paid by such investors plus interest from the date of any such purchase. No assurances can be given the Company will, if it is required to offer such investors a rescission right, have sufficient funds to pay the prior investors the amounts required or that proceeds from this Offering would not be used to pay such amounts.

In addition, if the Company violated federal or state securities laws in connection with a prior offering and/or sale of its securities, federal or state regulators could bring an enforcement, regulatory and/or other legal action against the Company which, among other things, could result in the Company having to pay substantial fines and be prohibited from selling securities in the future.

The U.S. Securities and Exchange Commission does not pass upon the merits of the Securities or the terms of the Offering, nor does it pass upon the accuracy or completeness of any Offering document or literature.

The U.S. Securities and Exchange Commission has not reviewed this Memorandum, nor any document or literature related to this Offering.

Neither the Offering nor the Securities have been registered under federal or state securities laws.

These Securities are being offered under an exemption from registration pursuant to section 4(a)(2) of the Securities Act of 1933 as amended or Securities and Exchange Commission Regulation D, Rule 506(c) promulgated thereunder. No governmental agency has reviewed or passed upon this Offering or the Securities. Neither the Offering nor the Securities have been registered under federal or state securities laws. Investors will not receive any of the benefits available in registered offerings, which may include access to quarterly and annual financial statements that have been audited by an independent accounting firm. Investors must therefore assess the adequacy of disclosure and the fairness of the terms of this Offering based on the information provided in this Memorandum and the accompanying exhibits.

The Company's management may have broad discretion in how the Company uses the net proceeds of the Offering.

Unless the Company has agreed to a specific use of the proceeds from the Offering, the Company's management will have considerable discretion over the use of proceeds from the Offering. You may not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately.

The Company has the right to limit individual Investor commitment amounts based on the Company's determination of an Investor's sophistication.

The Company may prevent any Investor from committing more than a certain amount in this Offering based on the Company's determination of the Investor's sophistication and ability to assume the risk of the investment. This means that your desired investment amount may be limited or lowered based solely on the Company's determination and not in line with relevant investment limits set forth by SEC rules. This also means that other Investors may receive larger allocations of the Offering based solely on the Company's determination.

Risks Related to the Securities

The Securities will not be freely tradable under the Securities Act. Although the Securities may be tradable under federal securities law, state securities regulations may apply, and each Investor should consult with their attorney.

You should be aware of the long-term nature of this investment. There is not now and likely will not ever be a public market for the Securities. Because the Securities have not been registered under the Securities Act or under the securities laws of any state or foreign jurisdiction, the Securities have transfer restrictions and cannot be resold in the United States. It is not currently contemplated that registration under the Securities Act or other securities laws will be affected. Limitations on the transfer of the Securities may also adversely affect the price that you might be able to obtain for the Securities in a private sale. Investors should be aware of the long-term nature of their investment in the Company. Each Investor in this Offering will be required to represent that they are purchasing the Securities for their own account, for investment purposes and not with a view to resale or distribution thereof.

Investors will not have voting rights, even upon conversion of the Securities.

Holders of Class A Common Stock will have the right to vote on all matters for which shareholders are entitled to vote pursuant to the Bylaws and applicable law.

Holders of Class B Common Stock have no voting rights.

Investors will not be entitled to any inspection or information rights other than those required by law.

Investors will not have the right to inspect the books and records of the Company or to receive financial or other information from the Company, other than as required by law. Other security holders of the Company may have such rights. Additionally, there are numerous methods by which the Company can terminate annual report obligations, resulting in no information rights, contractual, statutory or otherwise, owed to Investors. This lack of information could put Investors at a disadvantage in general and with respect to other security holders, including certain security holders who have rights to periodic financial statements and updates from the Company such as quarterly unaudited financials, annual projections and budgets, and monthly progress reports, among other things.

Investors will be unable to declare the Security in “default” and demand repayment.

The Securities do not have any “default” provisions upon which Investors will be able to demand repayment of their investment.

The Company’s equity securities will be subject to dilution. The Company intends to issue additional equity to employees and third-party financing sources in amounts that are uncertain at this time, and as a consequence holders of equity securities resulting from the conversion of the

Securities will be subject to dilution in an unpredictable amount. Such dilution may reduce the Investor's control and economic interests in the Company.

There is no present market for the Securities and we have arbitrarily set the price.

The Offering price was not established in a competitive market. We have arbitrarily set the price of the Securities with reference to the general status of the securities market and other relevant factors. The Offering price for the Securities should not be considered an indication of the actual value of the Securities and is not based on our asset value, net worth, revenues or other established criteria of value. We cannot guarantee that the Securities can be resold at the Offering price or at any other price.

In the event of the dissolution or bankruptcy of the Company, Investors will not be treated as debt holders and therefore are unlikely to recover any proceeds.

No holders of any of the Securities can be guaranteed any proceeds in the event of the dissolution or bankruptcy of the Company.

There is no guarantee of a return on an Investor's investment.

There is no assurance that an Investor will realize a return on their investment or that they will not lose their entire investment. For this reason, each Investor should read this Memorandum and all exhibits carefully and should consult with their attorney and business advisor prior to making any investment decision.

IN ADDITION TO THE RISKS LISTED ABOVE, RISKS AND UNCERTAINTIES NOT PRESENTLY KNOWN, OR WHICH WE CONSIDER IMMATERIAL AS OF THE DATE OF THIS MEMORANDUM, MAY ALSO HAVE AN ADVERSE EFFECT ON OUR BUSINESS AND RESULT IN THE TOTAL LOSS OF YOUR INVESTMENT.

THE SECURITIES WILL BE OFFERED AND SOLD UNDER THE EXEMPTION FROM REGISTRATION PROVIDED BY SECTION 4(a)(2) OF THE SECURITIES ACT AND RULE 506(c) OF REGULATION D PROMULGATED THEREUNDER, OR BOTH, OR REGULATION S OF THE SECURITIES ACT, AND OTHER EXEMPTIONS OF SIMILAR IMPORT IN THE LAWS OF THE STATES AND JURISDICTIONS WHERE THIS OFFERING WILL BE MADE. AS SUCH, EACH PURCHASER OF THE SECURITIES OFFERED HEREBY IN THE UNITED STATES MUST BE AN "ACCREDITED INVESTOR" WITHIN THE MEANING OF REGULATION D PROMULGATED UNDER THE SECURITIES ACT. SINCE THE INTERESTS ARE BEING OFFERED PURSUANT TO RULE 506(c), EACH PROSPECTIVE PURCHASER WILL BE REQUIRED TO FURNISH ADDITIONAL INFORMATION OR DOCUMENTATION EVIDENCING SUCH PROSPECTIVE INVESTOR'S STATUS AS AN "ACCREDITED INVESTOR" AS DEFINED IN REGULATION D PROMULGATED UNDER THE SECURITIES ACT.

THE BUSINESS

Executive Summary

At Musaffa, we are a data-driven, mobile-first, Shariah-focused organization with a mission to develop proprietary technologies and platforms to deliver financial services and products to the underserved Muslim population globally. Currently, we offer services across 180 countries, providing financial education, global Shariah-compliant stock and ETF (Exchange-Traded Fund) screening, and investment research solutions through our web platform and apps under the brand name Musaffa.

Our primary focus is to provide an exceptional user experience to the underserved demographic by targeting the near-prime digitally savvy individuals in selected markets.

After securing additional funds, we plan to launch Shariah-compliant trading platforms across multiple countries, using a variety of strategies. We intend to utilize the funds raised primarily for operational costs, research and development, compliance measures, marketing expenses, and the hiring of new employees.

Company Description

Musaffa, incorporated in Delaware, United States, is a Shariah-compliant and data-driven financial technology (Fintech) company with a mission to promote financial inclusion for underserved Muslim populations globally, who are often overlooked by traditional financial institutions. Our goal is to create a technology-driven global Shariah-compliant trading platform, enabling Muslim investors to invest in Shariah-compliant global stocks & ETFs.

At Musaffa, we leverage artificial intelligence, big data, and mobile-first technology to develop proprietary technologies and platforms, ensuring an exceptional user experience for our customers.

Through our proprietary technology, we intend for Muslim investors to eventually be able to seamlessly engage in the following activities within a unified platform adhering to Shariah principles. Our future projections are as follows:

- Easily learning Islamic financial principles and investment concepts
- Screening over 120,000 global stocks and up to 9,000 ETFs for Shariah compliance and conducting fundamental research to identify profitable halal companies
- Investing in regional and US Shariah-compliant stocks and ETFs
- Linking current portfolios from other brokerages to the Musaffa platform to monitor Shariah compliance through a built-in notification system
- Purifying profits by donating the non-halal portion to charities

With the increasing demand for halal investment options and greater transparency among Muslim investors, Musaffa aims to expand its products globally.

Musaffa's all-in-one research and trading apps utilize proprietary data-screening solutions developed by dedicated financial analysts. These screening solutions combine Shariah principles and methodologies with in-depth financial analysis to ensure that the companies we cover meet Shariah compliance standards.

Currently, we offer our Halal stock & ETF (Exchange-traded fund) screening solution in over 180 countries, screening over 80,000 global stocks and 3,000 ETFs for Shariah compliance. Our screening applications have established a successful track record, becoming the most downloaded application in its category worldwide, with over 870,000 downloads and an impressive 4.6 rating.

Concurrently, we are developing a global proprietary Shariah-compliant trading platform, with plans to launch in six Gulf Cooperation Council (GCC) countries by Q4 2024: Bahrain, Kuwait, Oman, Qatar, Saudi Arabia, and the United Arab Emirates.

Musaffa's infrastructure has evolved into a comprehensive solution through integrations with data provider partners such as Finnhub, Stockal, and Tradingview. Additionally, we have established global partnerships with fintech companies such as Stockal, Baraka Financial Limited, Hyssa Capital, Amal Invest, Raseed Invest, Amanah Advisors, and more partnerships currently in progress. We believe these strategic alliances have empowered us to deliver a seamless, cost-effective, superior, and efficient user experience, providing fast screening and research tools within a secure digital environment. The validation of our platform's modularity, scalability, portability, and adaptability comes from these esteemed global fintech firms.

In order to achieve successful growth in our user and customer base, it is crucial to offer Islamic financial education alongside our financial products. This is the core motivation behind the establishment of Musaffa Academy (an online platform that enables our users to learn financial concepts and terms, from basic Islamic and traditional finance to advanced investment strategies. Our goal is to empower individuals to make well-informed financial decisions through the articles, posts, and other materials provided on the platform).

Our journey, marked by strong strategic alliances with industry leaders, reflects our dedication to revolutionizing Shariah-compliant fintech. We believe these partnerships enable us to provide top-tier Islamic financial solutions and lay the foundation for a promising future.

Musaffa's Achievements

Since its inception, Musaffa has achieved significant milestones in the Islamic Finance community:

- 870,000+ Mobile App Downloads with a remarkable 4.6 App Rating
- 395,000+ Active Registered Users on the platform across 180 countries
- 600+ New Daily Active Registered Users
- 230,000+ Social Media Followers
- \$0.46 Average User Acquisition Cost
- 6+ B2B Partnerships

Market Landscape

- According to the Pew Research Center:
 - Muslims will grow more than twice as fast as the overall world population between 2015 and 2060 and, in the second half of this century, will likely surpass Christians as the world's largest religious group.
 - While the world's population is projected to grow 32% in the coming decades, the number of Muslims is expected to increase by 70% – from 1.8 billion in 2015 to nearly 3 billion in 2060.
- According to a report released by Boston Consulting Group (BCG) and QED Investors:
 - Global financial technology revenues are projected to grow sixfold from \$245 billion to \$1.5 trillion by 2030.
- According to the British multinational bank Standard Chartered:
 - The global Islamic finance industry currently boasts assets of around \$2.2 trillion.
 - Experts anticipate this figure expanding to \$4.94 trillion by 2025, primarily due to increased investments in Islamic exchange-traded fund (ETF) products.
- According to the Global Islamic Fintech Report by the Qatar Financial Center:
 - In 2021, the Islamic Fintech market in OIC (Organization of Islamic Cooperation) countries, comprising 57 member states with 48 being Muslim majority, was valued at \$79 billion, representing only 0.83% of the global Fintech market size measured by transaction volumes.
 - The Islamic Fintech market is projected to grow at a 17.9% CAGR (Compound Annual Growth Rate), reaching \$179 billion by 2026, surpassing the global Fintech CAGR of 13.5%.
 - The top 6 OIC Fintech markets for Islamic Fintech transaction volume include Saudi Arabia, Iran, Malaysia, the UAE, Turkey, and Indonesia. These markets collectively make up 81% of the OIC Islamic Fintech market, emphasizing two prominent regional hubs within OIC countries for Islamic Fintech.

Many Muslims live in countries with low GDP per capita, like India, Indonesia, Pakistan, Bangladesh, and others. In these regions, traditional financial products are the norm for investments, with limited access to Shariah-compliant options. Musaffa seeks to change this by offering retail Muslim investors access to Shariah-compliant financial products, allowing them to start investing with as little as \$100, including the option to invest in fractional shares. Our approach lowers barriers and promotes increased Muslim participation in financial markets, thereby contributing to an improvement in their living standards.

Regional opportunities for Musaffa:

North America:

- 5+ Million Muslims

- Regulatory infrastructure
- High GDP per capita
- Educated population
- High digital penetration

Europe:

- 50+ Million Muslims
- Regulatory Infrastructure
- High GDP per capita
- Educated population
- High digital penetration

MENA (Middle East and North Africa):

- 300+ Million Muslims
- Relatively high GDP per capita (in some countries)
- Leader in Islamic Banking Assets
- Accepting innovative products
- Need for individual and institutional Islamic Asset Management products

Asia:

- 800+ million Muslims
- Large middle-class population
- Developed financial infrastructure in many areas
- Educated and religious
- Need for individual and institutional Islamic Asset Management products

Global Outlook

Building on the success of Musaffa's stock & ETF screening solution, we plan to gradually introduce our Shariah-complaint investment and trading platform in these key markets:

Middle East: Bahrain, Kuwait, Oman, Qatar, Saudi Arabia, and the United Arab Emirates, Turkey.

North Africa: Egypt, Morocco, Tunisia, Algeria

Central Asia: Uzbekistan, Kazakhstan

Southeast Asia: Malaysia, Indonesia, Singapore

South Asia: India, Pakistan, Bangladesh

These regions have high smartphone penetration, strong fintech adoption, and a large underserved population. Our entry strategy into these regions involves efficient collaboration with established Islamic institutions, advisors, brokerages, insurance providers, and financial institutions through a B2B (business-to-business) approach. Our core model focuses on intellectual property (IP) development, long-term sustainability, and localized execution, all supported by our strong consumer-facing brand.

The goal for our digital platform is to enable users to register and invest in both regional and US stocks within a single application. We are committed to maintaining the purity and integrity of our platform. Our esteemed Shariah board members carefully oversee every feature to ensure alignment with Islamic principles. We strictly adhere to the highest standards set by the Accounting and Auditing Organization for Islamic Financial Institutions (AAOIFI) and Amanah Advisors, providing authentic Shariah-compliant services.

The rise of digital trading platforms has made investing accessible to more people, thanks to no-minimum investment accounts and zero-commission trading. Fractional share trading, introduced during the pandemic COVID-19, has also boosted trading activity among retail investors.

Despite these advancements, the absence of fully Shariah-compliant trading platforms for Muslim investors persists. Musaffa aims to fill this gap by providing a dedicated Shariah-compliant trading platform.

Product Offering

Musaffa's platform offers a comprehensive, end-to-end Shariah-compliant investment platform, enabling Muslim investors to align their investments with their values fully.

This comprehensive offering includes:

- **Musaffa Academy:** Providing Islamic Finance education to enhance knowledge of halal investments.
- **Halal Stocks & ETF Screener:** Eventually enabling screening over 120,000 stocks and 9,000 ETFs globally for Shariah compliance projected by Q4 2024. Currently, customers can already enjoy screening over 80,000 stocks and 3,000 ETFs globally.
- **Investment Research:** Conducting fundamental investment research of halal stocks and ETFs to identify high-return investments.
- **Investment Checklist:** Evaluating potential investments based on factors such as expected returns, risks, dividend yields, and more.
- **Trading:** Investing only in halal stocks and ETFs globally (coming soon).
- **Seamless Portfolio Monitoring:** Effortlessly sync investments from existing brokerages to Musaffa platform and conveniently monitor their Shariah-compliance in real-time:
 - **Currently Supported Brokerages:** Alpaca, Bux, CommSec, Degiro, E-Trade, Fidelity, Robinhood, Schwab, Stake Australia, Stake UK, TD Ameritrade, Upstox, Vanguard, Wealthsimple Trade, Webull US, Zerodha
 - **Upcoming Integrations:** 5Paisa, Angel One, Dhan, Fisdom, Groww, IIFL, Motilal Oswal, Trustline
- **Customized Portfolios:** Building customized halal portfolios of stocks and ETFs tailored to investor risk preferences (coming soon).
- **Proprietary Shariah-compliant ETFs:** Launching Shariah-compliant ETFs that offer investors the opportunity to invest across various themes, strategies, sectors, countries, and regions.

- **Smart Notifications:** Receiving real-time alerts for changes in the Shariah-compliance of investments.
- **Purification:** Purifying the non-halal portion of profits through donations to charities.
- **Zakat Platform:** Accurately calculating the required Zakat amount and facilitating the online donation of that amount to charities (coming soon).

These features work together to create fully managed Shariah-compliant investment journey, empowering Muslim investors through accessibility, education, and trust.

Product Roadmap

Q4, 2024 Projections:

Halal Trading Platform:

- Integrating up to 50 brokerages into the Musaffa platform, enabling users to monitor their investments for Shariah compliance and execute trades directly via the Musaffa app.
- Launching the proprietary halal trading platform in 6 GCC countries: Bahrain, Kuwait, Oman, Qatar, Saudi Arabia, and the United Arab Emirates
- Offering a wide selection of regional and international Stocks & ETFs

Q1, 2025 Projections:

Customized Portfolios:

- Creating customized halal portfolios with Shariah-compliant stocks & ETFs using artificial intelligence
- Choosing from pre-designed portfolios with various strategies
- Constructing own portfolios for Musaffa to manage

Q3, 2025 Projections:

Global Halal Trading Platform:

- Expanding the proprietary trading solution to over 50 countries
- Providing access to trade regional and international stocks & ETFs within those markets
- Launching Shariah-compliant ETFs that offer investors the opportunity to invest across various themes, strategies, sectors, countries, and regions

Q4, 2025 Projections:

Digital Wallet:

- Developing a non-bank mobile-first platform to create a digital wallet with an IBAN (International Bank Account Number) for easy fund disbursement.
- Enabling individuals without existing loans or accounts to obtain a loan, open an account, and receive a debit card in under 20 minutes.

Q2, 2026 Projections:

Offline and Online Shariah-compliant BNPL (Buy now, Pay later):

- Implementing a BNPL infrastructure consisting of two parts, one for merchants and the other for consumers.
- Providing merchants with an exclusive user interface to sign up for the BNPL offering and customize their schemes.
- Enabling customers to secure loans for consumption purposes with specific merchant partners.

Competitors

Musaffa is one of the few Shariah-compliant corporations registered in the U.S., with a global presence spanning 180 countries. With the Islamic Fintech sector in its early stages, there is a notable absence of specialized players catering to the extensive global Muslim population by providing a comprehensive halal trading solution. Musaffa aims to fill this gap with its unique offering of Shariah-compliant trading apps.

To meet the growing demand worldwide for an accurate and data-driven Shariah screening solution, Musaffa launched a global Shariah-compliant stock and ETF screening platform. This initiative is part of our broader vision to offer a full range of investment solutions, including a trading platform, diverse portfolio options, and customized portfolio management services.

Direct Competitor

Our primary competitor in the Islamic Fintech sector is Wahed, serving over 300,000 global customers and managing \$456M+ million of assets under management (AUM). They offer a limited selection of ETFs (HLAL and UMMA) and mainly serve customers in the UK and Malaysia.

Two significant factors play to our advantage when competing with Wahed:

1. Wahed doesn't allow users to actively manage their investments, such as investing in individual stocks and a variety of ETFs. Instead, they direct users to invest in two pre-designed Shariah-compliant ETFs, HLAL and UMMA, with Wahed managing their portfolios. However, our user surveys and feedback consistently indicate a demand for Islamic Finance education and the ability to independently invest in a broader range of individual stocks and ETFs. Musaffa is in the process of building an all-in-one solution to meet this demand.
2. Wahed has shifted its focus away from the B2C (business-to-customer) market by launching Wahed Ventures, which assists startups in raising funds. This significant shift opens a substantial opportunity for Musaffa in the B2C market on a global scale.

Considering the models outlined in the roadmap, Musaffa faces the following competition:

Other Direct Competitors:

- **In the screening space:** Zoya, Ideal Ratings, Islamically, Finispia, and Muslimxchange.

- **In the investment solutions space:** Baraka Financial Limited, Amal Invest, Raseed Invest, Aghaz Investments, Wealthsimple, Kestrl, Amal Invest, and others.

Indirect Competitors:

Musaffa's primary challenge arises from other conventional trading applications available globally and regionally. These platforms do not focus on Shariah compliance but have a significant share of investors due to their global presence and network. Prominent examples include Robinhood, eToro, TD Ameritrade, Zerodha, Interactive Brokers, and more.

To compete with these platforms and attract the Muslim audience, Musaffa primarily focuses on Islamic Finance education, as demonstrated by Musaffa Academy, while offering Shariah-compliant screening and trading services.

Customer Base

Presently, we offer screening data services to our customers and bill them through an annual subscription fee:

- **B2B customers:** We have paying B2B customers from Turkey and the United Arab Emirates. They are each paying, on average, \$6000 per year.
- **B2C customers:** We have over 2,500 paying B2C customers, generating an estimated annual recurring revenue of over \$100,000, with an average annual subscription fee of \$40. More importantly, by the end of the year 2024, we anticipate exponential growth in both the number of paying users and in revenue.

Key Market Differentiators

1. Comprehensive Stock and ETF Screening: We believe our proprietary financial analysis software will allow us to screen over 120,000+ stocks and 9,000+ ETFs globally for Shariah compliance. Currently, our users can already enjoy screening of over 80,000+ stocks and 3,000+ ETFs globally. We believe our screening solution is the most advanced and accurate in its category on a large scale.

- **B2C Success:** Within two years, the Musaffa app achieved the number 1 global rank in its category in terms of downloads, with over 870,000 downloads from over 180 countries and a 4.6 rating.
- **B2B Partnerships:** Since the past year, we've established multiple B2B collaborations and continued to offer stock and ETF screening solutions as a paid data service. Initially, we charged our B2B partners around \$3,000 per year for our data services, but as the quality of our data significantly improved, we raised the price up to \$14,000 per year.

Some noteworthy B2B Partners include:

- Baraka Financial Limited (Dubai, United Arab Emirates)
- Hyssa Capital (Istanbul, Turkey)

- Amal Invest (Abu Dhabi, United Arab Emirates)
- Spike Invest (Delaware, USA)
- And more.

Ongoing Agreements: We are currently engaged in discussions with various B2B prospects regarding potential agreements.

2. Proprietary Shariah-Compliant ETF Screening System: Musaffa has pioneered and developed a proprietary Shariah-compliant ETF screening system through extensive collaboration with Shariah boards. Upon securing approval for our unique screening methodology, we granted access to a broad selection of globally listed Shariah-compliant ETFs for both B2B and B2C customers. Remarkably, we've uncovered over 50 Shariah-compliant ETFs among US ETFs, introducing disruption to the Islamic Finance sector.

3. Shariah-Compliant Investment Platform with Compliance Notifications: Musaffa is developing an end-to-end investment platform that should set us apart in the coming years. As a data-driven company, we value user feedback, and based on in-app analytics data, over 42% of our users expressed a need for a trading platform.

We believe our platform stands out due to its strong focus on real-time compliance notifications, including:

- Short-selling restrictions
- Day trading restrictions
- Portfolio holding compliance changes
- Watchlist compliance changes

We have successfully integrated more than fifteen brokerages into Musaffa, allowing users to sync and monitor their portfolios from other brokerages while ensuring Shariah compliance. Additionally, we have initiated the development of Musaffa's proprietary built-in trading platform. To facilitate this endeavor, we will recruit technology experts and establish a dedicated customer support team to ensure a seamless and successful launch.

Furthermore, we are in discussions with a brokerage firm to gain the necessary technological access required to launch the Shariah-compliant trading platform in 150 countries. Concurrently, we are actively pursuing licenses in Malaysia and the UAE. Our data-driven approach enables us to prioritize launching the trading platform where demand is highest, ensuring the best return on investment.

4. Future Unique Selling Propositions (USPs):

- **Musaffa Proprietary ETFs:** Leveraging our data ownership, we plan to develop a range of Shariah-compliant ETFs tailored to specific countries, sectors, industries, and more.
- **Customized Solutions:** We plan to offer tailored Shariah-compliant portfolios for investors based on their individual preferences, time horizons, risk tolerance, and other factors.

Growth Strategies

We believe Musaffa's strength lies in its ability to operate globally and easily scalable technology infrastructure. The firm's software infrastructure tirelessly connects the platform to its chosen securities, brokers, and custodians globally. This seamless connection allows Musaffa to expand into any part of the world quickly and efficiently.

Organic Growth:

Musaffa intends to increase revenue primarily by pursuing organic growth, which is achieved through the optimization of processes, reallocation of resources, and the introduction of new features. The strategies for organic growth include:

1. **Word of Mouth:** Musaffa has been and plans to expand through this organic growth strategy, supported by 24/7 customer support and a feedback system, which fosters stronger customer-brand relationships.
2. **Referrals:** This is an effective method for Musaffa to acquire new customers. Our referral programs incentivize customers to recommend Musaffa to their friends, family, and network. In return, these customers receive various benefits, including multiple discounts, access to premium features, and third-party rewards.
3. **Strong Social Media Presence:** Musaffa has dedicated significant resources to this source of organic growth. We've established knowledge-based pages on various social media platforms to promote Islamic Finance Education and our brand simultaneously. This content strategy generates shareable material, enhancing our global outreach to diverse audiences.

Acquired Growth:

Musaffa has a well-organized approach to growing its customer base by targeting new audiences through multiple channels. These audiences are already familiar with Musaffa's brand and are in the consideration stage of their journey.

1. **Channel Partnerships:** We collaborate with institutions, influencers, and companies in related industries to introduce Musaffa to their audiences. Recently, we partnered with the French professional footballer Nabil Fekir, FIFA World Cup Champion 2018, who became our brand ambassador. With over 1 million followers on Instagram alone, his endorsement significantly boosts our visibility and credibility. The channel partnership strategy not only expands our reach to new audiences in regions where we have limited or no presence but also enhances the brand's image by leveraging the credibility of our existing partners in those areas. Moreover, this marketing approach is budgeted quarterly to ensure its effectiveness and sustainability.
2. **Customer Incentives:** To acquire new audiences or encourage our current audience to access premium features, Musaffa creates a range of incentive programs to attract end-users. These programs include promotional offers, free trials, third-party incentives, and more.

3. **Ad Campaigns:** Ad campaigns are an integral part of Musaffa's acquired growth strategy. We expand our customer base in various regions through Social & Display Ads and Search Engine Marketing (SEM). The synergy of our robust social media presence combined with these ad campaigns has enabled Musaffa to grow its audience to over 395,000 individuals across our platform, mobile apps, and social media pages.

Global Business Model & Revenue Streams

Our mission is to democratize access to high-quality financial tools for Islamic investors on a global scale. At Musaffa, we are committed to providing affordable access to Islamic investments, ensuring that Muslim investors do not face any unnecessary financial burden.

The company generates revenue through three primary sources:

1. **Subscriptions:** We are preparing to introduce trading services to retail customers, a privilege traditionally reserved for wealthier investors who engage with brokerages charging substantial annual management fees, often exceeding 0.50% of their assets under management (AUM). Musaffa, using its proprietary screening technology, plans to offer these services to retail clients globally at a significantly reduced cost. Customers are billed on a monthly on an annual basis for an all-inclusive subscription plan, granting them access to:

- **Comprehensive Stock and ETF Screening:** Access an advanced solution for screening and researching stocks and ETFs globally.
- **Portfolio Integration:** Seamlessly integrate existing portfolios from a variety of brokerages into the Musaffa platform.
- **Shariah Compliance Monitoring:** Receive real-time alerts and notifications to ensure portfolios and watchlisted stocks and ETFs comply with Shariah principles.
- **Trading Platform:** Opening accounts directly within the Musaffa platform and seamlessly conducting screening, research, and investment activities in stocks and ETFs without ever leaving the application.
- **Purification Amount Calculation:** Utilize real-time calculations to determine the non-halal portion of profits within portfolios, enabling users to allocate these funds to charitable donations

Billing Structure: For providing the above services, the current billing structure varies depending on the region of access:

- **Monthly subscription fee:** \$5-\$10 per month, totaling \$60-\$120 annually.
- **Annual subscription:** Discounted substantially, costing \$30-\$90 upfront. This allows Musaffa to receive payment upfront and reinvest the proceeds internally to potentially achieve a higher return on investment.

2. **B2B Data Solutions:** Musaffa also generates revenue by licensing its Shariah-compliant screening solution to other companies in the Islamic finance industry. This strategy allows Musaffa to establish a strong presence and credibility in various global regions. The

licensing fee structure comprises three tiers: Starter - \$550/month, Pro - \$900/month, and Premium - \$1,400/month.

3. **Brokerage Partnerships:** The Musaffa Brokerage Partnership model extends the data license solution, positioning Musaffa as a technology partner that connects with its existing partnerships. This arrangement enables Musaffa to offer its customers trading services for regional equities. Revenue is divided in an 80/20 split between Musaffa and the licensed brokerage partners.

As mentioned above, we plan to introduce an annual fee ranging from \$30 to \$90 for customers utilizing the all-in-one trading platform. Our projections indicate that by Q2, 2025, we anticipate having over 100,000 paying customers globally, thereby generating up to \$6,000,000 in annual recurring revenue. Looking ahead to the end of 2025, we estimate having 200,000 paying customers globally, resulting in up to \$12,000,000 in annual recurring revenue.

Intellectual Property

The Company has not registered any intellectual property including trademarks, copyrights, or patents.

1. **Trademarks:** Because trademark rights in the U.S. arise from the **use** of a trademark in commerce and not registration, no registration is necessary for a trademark to be valid and protectable in the U.S. To avoid future issues in the jurisdictions where the trademark protection starts from the date of registration, we plan registration of the word “Musaffa” and the Musaffa logo in the United States Patent and Trademark Office and the agencies in other jurisdictions.
2. **Copyrights:** Musaffa also compiled a great volume of educational articles and blog posts on its platform under Musaffa Academy. Registration of a copyright, including such articles and blog posts, with the U.S. Copyright Office is not required to secure a copyright, although registration provides additional benefits. Musaffa does not intend to register these articles with the U.S. Copyright Office currently.
3. **Patents:** Musaffa has not engaged an attorney to assess if it can file an application for the protection of any patents. This can be reassessed with access to more funding.

Governmental/Regulatory Approval and Compliance

The Company is subject to and affected by the laws and regulations of U.S. federal, state and local governmental authorities. These laws and regulations are subject to change.

Litigation

The Company is not subject to any current litigation or threatened litigation.

USE OF PROCEEDS

The Company will use the proceeds from this Offering for operating capital and to market the platform, including roll-out in new cities and markets, advertising, launching strategic partnerships with universities and firms, social media marketing, and other marketing efforts.

The Company has discretion to alter the use of proceeds set forth above to adhere to the Company's business plan and liquidity requirements. Economic conditions may alter the Company's general marketing or general working capital requirements.

The Company currently anticipates the use of funds as follows:

Use of Funds:

Use of Proceeds	% of Proceeds from \$5M Offering Raised	Amount of Proceeds from \$5M Offering Raised
Operations	21%	\$1,050,000
Product & Software Development	33%	\$1,650,000
Business Development, Marketing, & Sales	20%	\$1,000,000
Licensing & Compliance	10%	\$500,000
Key Strategic Hires	16%	\$800,000
Total	100%	\$5,000,000

Set forth below are reasonably specific descriptions of how we intend to use the net proceeds of this Offering. For any category in excess of ten percent (10%) in the table above intended to assist you in understanding how the offering proceeds will be used:

Use of Funds - Description

<p>Operations</p>	<p>Operational expenses encompass the day-to-day administrative costs, including management salaries, rent, overheads, and human resources (HR) services. Additionally, these expenses cover the compensation for equity research analysts who screen thousands of stocks and ETFs globally for Shariah compliance and conduct fundamental research analysis of companies to enhance investment returns.</p>
<p>Product & Software Development</p>	<p>Product and software development expenses mainly consist of salaries for roles such as product managers, engineering managers, software architects, software developers, user experience/user interface designers, quality assurance engineers, business analysts, and testers. These costs also encompass expenditures for third-party integrations, internal proprietary financial software, cloud architecture, and server infrastructure.</p>
<p>Business Development, Marketing, & Sales</p>	<p>Business development and marketing expenses cover advertising spending, Search Engine Marketing (SEM) costs, influencer collaborations, and brand awareness efforts.</p> <p>Marketing expenses include salaries for roles like brand managers, marketing managers, content marketers, visual designers, public relations specialists, SEO experts, and digital marketing specialists. These costs also encompass money spent on advertising and marketing via social media platforms and fees paid to influencers.</p> <p>Sales expenses mainly involve salaries and commissions paid to our sales team.</p>
<p>Licensing & Compliance</p>	<p>Licensing and compliance costs include the cost of regulatory licenses in SEC, DFSA, LFSA, and FCA. It also includes the costs of setting up entities and compliance teams to manage statutory compliance requirements in different regions.</p>
<p>Key Strategic Hires</p>	<p>Key strategic hires include mainly C-level executives, including Chief Financial Officer (CFO), Chief Accounting Officer (CAO), Chief Compliance Officer (CCO), Chief Marketing Officer (CMO), and Chief Risk Officer (CRO)..</p>

DIRECTORS, OFFICERS, MANAGERS, AND KEY PERSONS

The directors, officers, managers, and key persons of the Company are listed below along with all positions and offices held at the Company and their principal occupation and employment responsibilities for the past three (3) years.

Name	Positions and Offices Held at the Company	Principal Occupation and Employment Responsibilities for the Last Three (3) Years	Education
Dilshod Jumaniyazov	Chief Executive Officer	<ul style="list-style-type: none"> ● Serving as the figurative head of the organization ● Leading the creativity, planning, and implementation of new and long-term business strategies 	Master of Business Administration (MBA)
Akram Ahmed Jagirdar	Chief Operating Officer	<ul style="list-style-type: none"> ● Overseeing operations of the company and the work of executives ● Designing and implementing business operations ● Establishing policies that promote company culture and vision 	Master's degree in Finance
Rashid Turaev	Chief Technology Officer	<ul style="list-style-type: none"> ● Develop technical aspects of the company's strategy to ensure alignment with its business goals ● Discover and implement new technologies that yield a competitive advantage ● Help departments use technology profitably 	Bachelor's degree in Engineering and Technology
Rinat Ziyodillaev	Chief Legal Officer & General Counsel (outsourced)	<ul style="list-style-type: none"> ● Develop and implement legal strategies aligned with organizational goals ● Identify and mitigate legal risks associated with business activities ● Ensure compliance with relevant laws, regulations, and industry standards ● Oversee contract negotiation and review to minimize legal risks and ensure compliance 	Multiple Master's Degrees in Law

Indemnification

Indemnification is authorized by the Company to managers, officers or controlling persons acting in their professional capacity pursuant to Delaware law. Indemnification includes expenses such as attorney's fees and, in certain circumstances, judgments, fines and settlement amounts actually paid or incurred in connection with actual or threatened actions, suits or proceedings involving such person, except in certain circumstances where a person is adjudged to be guilty of gross negligence or willful misconduct, unless a court of competent jurisdiction determines that such indemnification is fair and reasonable under the circumstances.

CAPITALIZATION, DEBT AND OWNERSHIP

Capitalization

The Company's authorized capital stock consists of 60,000,000 shares of common stock par value \$0.0001 per share, of which 34,454,384 are issued and outstanding, (the "**Common Stock**"). Shares outstanding include shares of vested restricted stock.

The Company's authorized capital stock consists of 60,000,000 shares of common stock of which 10,322,416 are reserved, par value \$0.0001 per share (the "**Common Stock**"). Shares reserved include shares of unvested restricted stock, shares reserved under the Investment Agreement, and shares under the ESOP plan.

Stock Split

On February 28, 2024, the Company effectuated a 6 for 1 forward stock split of all of the Company's issued and outstanding Common Stock so that for every 1 share of the issued and outstanding share of the Company Common Stock, par value \$0.0001, the holder of such shares received 6 new shares of Common Stock. No fractional shares were issued. The authorized number of shares has increased 6 for 1 at the same time when forward stock split occurred totaling the shares to 60,000,000 Common Stock shares of the Company. The Amended Certification of Incorporation has been filed to state registration authorities to effectuate the changes.

Outstanding Capital Stock

As of the date of this Memorandum, the Company's outstanding capital stock, reflecting post stock split numbers, consists of:

Type	Class A Common Stock
Amount Outstanding	24,160,000
Amount Reserved under ESOP plan	1,260,000
Par Value Per Share	\$0.0001
Voting Rights	1 vote per share
Anti-Dilution Rights	None.
How this security may limit, dilute or qualify the Security issued pursuant to Regulation CF	Class A is voting; Class B is non-voting
Percentage ownership of the Company by the holders of such security (assuming conversion prior to the Offering if convertible securities).	56.77%

Type	Class B Common Stock
Amount Outstanding	10,294,384
Amount Reserved under the Investment Agreement	1,596,000
Amount Reserved under RSA	3,467,500
Amount Allocated under the ESOP Plan	3,998,916
Par Value Per Share	\$0.0001
Voting Rights	No voting rights
Anti-Dilution Rights	None.
How this security may limit, dilute or qualify the Security issued pursuant to Regulation CF	N/A
Percentage ownership of the Company by the holders of such security (assuming conversion prior to the Offering if convertible securities).	43.23%

Ownership

The table below lists the beneficial owners of twenty percent (20%) or more of the Company's outstanding voting equity securities, calculated on the basis of voting power.

Name	Amount and Type or Class Held	Percentage Ownership (in terms of voting power)
Dilshod Jumaniyazov and Jumaniyazov, LLC (family limited liability company controlled by Dilshod Jumaniyazov)	24,160,000 of Class A Shares (Voting Shares)*	100%

* Does not include 1,260,000 Class A Shares (Voting Shares), which are under the 1/48 vesting schedule and are part of the ESOP plan.

FINANCIAL INFORMATION

Please see the financial information listed on the cover page of this Memorandum and attached hereto in addition to the following information. Financial statements are attached hereto as Exhibit A.

Financial Condition (FY2022 and FY2023 comparison)

For the fiscal year ending December 31, 2023, the Company witnessed significant changes in its financial position compared to the previous year, characterized by substantial expansion in both assets and liabilities. Total assets increased from \$237,779 in 2022 to \$1,170,093 in 2023. This increase was primarily fueled by a substantial rise in cash and cash equivalents, rising from \$83,095 to \$870,555, and a significant uptick in capitalized software, net, from \$138,580 to \$261,720. Additionally, the execution of an Advanced Subscription Agreement with a key investor led to the introduction of a new current liability of \$257,945, reflecting a strategic financing decision. Consequently, total liabilities increased from \$70,917 in 2022 to \$333,151 in 2023, largely driven by this new financing initiative and its subsequent impact on the balance sheet. Despite the increased liabilities, the net impact on stockholders' equity was positive, increasing from \$166,861 in 2022 to \$836,942 in 2023. This upward trajectory underscores enhanced financial stability and increased shareholder value driven by capitalization and investments in growth-oriented assets. These movements underscore the Company's strategic focus on expanding

its operational base and bolstering its technology infrastructure to support its future growth objectives.

Cash and Cash Equivalents

As of April 21, 2024, the Company had an aggregate of \$624,958 in cash and cash equivalents, leaving the Company with approximately 6 months of runway, and cash commitment of \$412,376 leaving the Company with approximately 4 months of additional runway when such cash commitments have been called and funded.

Runway is calculated by dividing cash-on-hand by average monthly net loss (if any).

Going Concern

In 2022, the Company entered into an investment agreement with one investor for a committed capital amount of \$1,005,480, broken into three payments, of which the final payment will be received after achieving the last milestone event. As of April 21, 2024, the Company received \$593,104 of capital from the investor. The remaining \$412,376 is expected to be received from the investor within 3 months once certain milestones are achieved.

Liquidity and Capital Resources

The proceeds from the Offering are essential to our operations. We plan to use the proceeds as set forth above under the section titled “*Use of Proceeds*”, which is an indispensable element of our business strategy.

The Company currently does not have any additional outside sources of capital other than the proceeds from the Offering.

Issuer Liability/Debt

The Company recognizes the substantial contributions made by one employee and three contractors, all based in the United States, who played crucial roles in its early growth. In recognition of their services, the Company has pledged a total aggregate amount of \$210,630 (this amount is in aggregate total sum to be paid to all contractors, not each contractor). A partial payment of \$25,000 has already been disbursed, with the remaining balance of \$185,630 to be settled over a period of three years.

Additionally, the Company entered into a settlement agreement with the marketing services provider, who acted as interim Chief Marketing Officer located out of Canada, for \$350,000 in total. A partial payment of \$30,000 has already been made, with the remaining balance of \$320,000 scheduled to be paid over the subsequent four years.

These expenses would not be treated as part of regular operational expenses as they are considered one-time incurred payments. These payments are to be paid through installments and are not expected to recur annually after they are paid in full.

Capital Expenditures and Other Obligations

The Company does not intend to make any material capital expenditures in the near future.

Valuation

Although the Securities provide certain terms, which may include a valuation cap, the Company has ascribed no pre-Offering valuation to the Company; the Securities are priced arbitrarily and the Company makes no representations as to the reasonableness of any specified valuation cap.

Trends and Uncertainties

After reviewing the above discussion of the steps the Company intends to take, potential Investors should consider whether achievement of each step within the estimated time frame will be realistic in their judgment. Potential Investors should also assess the consequences to the Company of any delays in taking these steps and whether the Company will need additional financing to accomplish them.

Please see the financial statements attached as Exhibit A for subsequent events and applicable disclosures.

Previous Offerings of Securities

We have made the following issuances of securities within the last three years:

Security Type	Principal Amount of Securities Sold	Amount of Securities post stock split event	Use of Proceeds	Issue Date	Exemption from Registration Used or Public Offering
Common Stock Purchase	\$200,000	300,000 Class B shares	Operations, product development, and marketing	April 16, 2024	506(b)
Common Stock Purchase	\$150,716	226,074 Class B shares	Operations, product development, and marketing	February 26, 2024	Regulation Crowdfunding

Common Stock Purchase	\$25,000	37,500 Class B shares	Operations, product development, and marketing	February 16, 2024	506(b)
Common Stock Purchase	\$50,000	75,000 Class B shares	Operations, product development, and marketing	December 1, 2023	506(b)
Common Stock Purchase	\$25,000	37,500 Class B shares	Operations, product development, and marketing	November 30, 2023	506(b)
Common Stock Purchase	\$30,016	45,024 Class B shares	Operations, product development, and marketing	November 17, 2023	506(b)
Common Stock Purchase	\$500,000	750,000 Class B shares	Operations, product development, and marketing	November 17, 2023	506(b)
Common Stock Conversion from Promissory Note	\$25,000	37,500 Class B shares	Operations, product development, and marketing	November 17, 2023	506(b)
Common Stock Conversion from Promissory Note	\$25,000	37,500 Class B shares	Operations, product development, and marketing	November 17, 2023	506(b)
Common Stock Conversion from Promissory Note	\$25,000	79,428 Class B shares	Operations, product development, and marketing	November 17, 2023	506(b)
Common Stock Conversion	\$5,060.16	12,048 Class B shares	Operations, product development,	November 17, 2023	506(b)

from Promissory Note			and marketing		
Common Stock Conversion from Promissory Note	\$5,060.16	12,048 Class B shares	Operations, product development, and marketing	November 17, 2023	506(b)
Common Stock Conversion from Promissory Note	\$50,400	120,000 Class B shares	Operations, product development, and marketing	November 17, 2023	506(b)
Common Stock Purchase	\$25,000	37,500 Class B shares	Operations, product development, and marketing	November 16, 2023	506(b)
Common Stock Purchase	\$25,000	37,500 Class B shares	Operations, product development, and marketing	November 14, 2023	506(b)
Common Stock Purchase	\$500,000	750,000 Class B shares	Operations, product development, and marketing	November 11, 2023	506(b)
Common Stock Purchase	\$335,160	798,000 Class B shares	Operations, product development, and marketing	December 24, 2022	506(b)
Common Stock Purchase	\$200,000	794,262 Class B shares	Operations, product development, and marketing	June 30, 2022	506(b)

See the section titled “*Capitalization and Ownership*” for more information regarding the securities issued in our previous offerings of securities.

TRANSACTIONS WITH RELATED PERSONS AND CONFLICTS OF INTEREST

From time to time the Company may engage in transactions with related persons. Related persons are defined as any director or officer of the Company; any person who is the beneficial owner of twenty percent (20%) or more of the Company's outstanding voting equity securities, calculated on the basis of voting power; any promoter of the Company; any immediate family member of any of the foregoing persons or an entity controlled by any such person or persons. Additionally, the Company will disclose here any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, to which the issuer was or is to be a party and the counterparty is either (i) any director or officer of the issuer; (ii) any person who is, as of the most recent practicable date but no earlier than 120 days prior to the date the offering statement or report is filed, the beneficial owner of twenty percent (20%) or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power; (iii) if the issuer was incorporated or organized within the past three years, any promoter of the issuer; or (iv) any member of the family of any of the foregoing persons, which includes a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, and shall include adoptive relationships. The term *spousal equivalent* means a cohabitant occupying a relationship generally equivalent to that of a spouse.

The Company has not conducted any transactions with related persons.

TAX MATTERS

EACH PROSPECTIVE INVESTOR SHOULD CONSULT WITH THEIR OWN TAX AND ERISA ADVISOR AS TO THE PARTICULAR CONSEQUENCES TO THE INVESTOR OF THE PURCHASE, OWNERSHIP AND SALE OF THE INVESTOR'S SECURITIES, AS WELL AS POSSIBLE CHANGES IN THE TAX LAWS.

TO ENSURE COMPLIANCE WITH THE REQUIREMENTS IMPOSED BY THE INTERNAL REVENUE SERVICE, WE INFORM YOU THAT ANY TAX STATEMENT IN THIS MEMORANDUM CONCERNING UNITED STATES FEDERAL TAXES IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, BY ANY TAXPAYER FOR THE PURPOSE OF AVOIDING ANY TAX-RELATED PENALTIES UNDER THE UNITED STATES INTERNAL REVENUE CODE. ANY TAX STATEMENT HEREIN CONCERNING UNITED STATES FEDERAL TAXES WAS WRITTEN IN CONNECTION WITH THE MARKETING OR PROMOTION OF THE TRANSACTIONS OR MATTERS TO WHICH THE STATEMENT RELATES. EACH TAXPAYER SHOULD SEEK ADVICE BASED ON THE TAXPAYER'S PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

Potential Investors who are not United States residents are urged to consult their tax advisors regarding the United States federal income tax implications of any investment in the Company, as well as the taxation of such investment by their country of residence. Furthermore, it should be anticipated that distributions from the Company to such foreign investors may be subject to United States withholding tax.

EACH POTENTIAL INVESTOR SHOULD CONSULT THEIR OWN TAX ADVISOR CONCERNING THE POSSIBLE IMPACT OF STATE TAXES.

LEGAL MATTERS

Any Investor should consult with its own counsel and advisors in evaluating an investment in the Offering and conduct independent due diligence.

The Company has certified that all of the following statements are TRUE for the Company in connection with this Offering:

- (1) Is organized under, and subject to, the laws of a State or territory of the United States and the State of Delaware;
- (2) Is not subject to the requirement to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 (the “*Exchange Act*”) (15 U.S.C. 78m or 78o(d));
- (3) Is not an investment company, as defined in Section 3 of the Investment Company Act of 1940 (the “*Investment Company Act*”) (15 U.S.C. 80a-3), or excluded from the definition of investment company by Section 3(b) or Section 3(c) of the Investment Company Act (15 U.S.C. 80a-3(b) or 80a-3(c));
- (4) Is not ineligible to offer or sell securities in reliance on Section 4(a)(6) of the Securities Act of 1933 (the “*Securities Act*”) (15 U.S.C. 77d(a)(6)) as a result of a disqualification as specified in § 227.503(a);
- (5) Has filed with the SEC and provided to investors, to the extent required, any filings required hereby; and
- (6) Has a specific business plan, which is not to engage in a merger or acquisition with an unidentified company or companies.

Bad Actor Disclosure

The Company is not subject to any bad actor disqualifications under any relevant U.S. securities laws.

The Company is not subject to any matters that would have triggered disqualification.

ADDITIONAL INFORMATION

The summaries of, and references to, various documents in this Memorandum do not purport to be complete and in each instance reference should be made to the copy of such document which is either an appendix to this Memorandum or which will be made available to Investors and their professional advisors upon request.

Prior to making an investment decision regarding the Securities described herein, prospective Investors should carefully review and consider this entire Memorandum. The Company is prepared to furnish, upon request, a copy of the forms of any documents referenced in this Memorandum. The Company’s representatives will be available to discuss with prospective Investors and their representatives and advisors, if any, any matter set forth in this Memorandum or any other matter

relating to the Securities described in this Memorandum, so that prospective Investors and their representatives and advisors, if any, may have available to them all information, financial and otherwise, necessary to formulate a well-informed investment decision. Additional information and materials concerning the Company will be made available to prospective Investors and their representatives and advisors, if any, at a mutually convenient location upon reasonable request.

EXHIBIT A

Financial Statements

See attached.

EXHIBIT B

Form of Subscription Agreement

See attached.