



ALLIANCE
BIO-PRODUCTS

CONFIDENTIAL
PRIVATE PLACEMENT MEMORANDUM

ALLIANCE BIO-PRODUCTS, INC.

8% Convertible Preferred Stock Shares: \$10.00 each

Minimum Offering Amount: \$5,000.00
Maximum Offering Amount: \$10,000,000.00

By accepting the information contained within this confidential private placement memorandum, the recipient acknowledges its express agreement with Alliance Bio-Products, Inc. to maintain in confidence such information. Alliance Bio-Products, Inc. has caused these materials to be delivered to you in reliance upon your certification that you are an “accredited investor” as defined in Rule 501(a) (Regulation D) promulgated under the Securities Act of 1933, as amended (“Securities Act”) and your agreement to maintain the confidentiality of this information and to enable the Company to comply with Regulation FD promulgated by the U.S. Securities and Exchange Commission (the “SEC”). *By accepting this document and reading the information, the recipient agrees with Alliance Bio-Products, Inc. to maintain in confidence such information, including the existence of the proposed financing, and any other non-public information regarding Alliance Bio-Products Inc. obtained from Alliance Bio-Products, Inc. and/or its agents during the course of the proposed financing. The recipient further agrees to refrain from trading (including hedging or establishing any short position against such securities) in the publicly-traded securities of Alliance Bio-Products, Inc. for so long as such recipient is in possession of the material non-public information contained herein.*

THE SECURITIES OFFERED HEREBY ARE HIGHLY SPECULATIVE AND INVOLVE A HIGH DEGREE OF RISK AND SHOULD NOT BE PURCHASED BY INVESTORS WHO CANNOT AFFORD THE LOSS OF THEIR ENTIRE INVESTMENT. SEE “RISK FACTORS.”

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED WITH OR APPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION, NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

March 27, 2017

**CONFIDENTIAL
PRIVATE PLACEMENT MEMORANDUM**

ALLIANCE BIO-PRODUCTS, INC.

This Confidential Private Placement Memorandum (this “Memorandum”) relates to the sale of up to \$10,000,000 (“Maximum Offering Amount”) of shares of 8% Convertible Preferred Stock, par value \$0.001 per share of Alliance Bio-Products Inc., a Florida corporation (the “Company” or “Alliance Bio-Products”) (the “Preferred Stock” and such 8% Convertible Preferred Stock issued hereunder, the “Shares”) (the sale of Shares is hereinafter referred to as the “Offering”). The Offering is being made only to accredited investors and who have agreed to receive this Memorandum (“Eligible Shareholders”). The per Share price will be \$10.00 per Share (the “Per Share Price”).

For purposes of this Memorandum, “Alliance Bio-Products,” “we,” “ours,” “us” or the “Company” refer to Alliance Bio-Products, Inc. The Shares are collectively referred to herein as the “Securities”.

Following qualification of persons interested in investing in the Offering, each Eligible Investor should complete the Confidential Securities Purchase Agreement and return that according to the instructions provided by the Company along with their payment for the Shares.

The Company may utilize a qualified placement agent or broker/dealer in connection with the offering of the shares, who may charge a fee of not more than ten percent (10%) of the amount invested by each Investor. The Securities are being offered only to investors who meet certain qualifications. See the section entitled “Investor Suitability” in the offering summary below. The Company reserves the right to approve each investor and to reject any subscription in whole or in part.

This Memorandum does not purport to contain all the information that a prospective investor may desire in investigating the Company. This Memorandum has been prepared for informational purposes relating to the contemplated transaction only and with the express understanding that it will be used for only such purposes.

| | Gross Offering Proceeds <i>(1)</i> | Net Offering Proceeds to Alliance Bio-Products, <i>after Offering expenses (1)</i> |
|-------------------------|------------------------------------|---|
| Maximum Offering Amount | \$10,000,000 | \$8,900,000 |

(1) We have allowed for a placement agent fee of up to ten percent (10%) of the amount raised together with estimated expenses in connection with the Offering of approximately \$100,000.

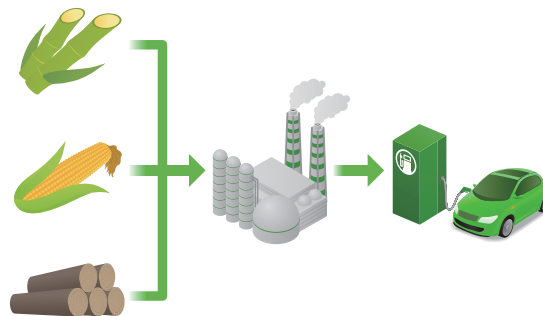
You should rely only on the information contained in this private placement memorandum. We have not authorized anyone to provide you with different information or represent anything about us or this offering that is not contained in this private placement memorandum. If given or made, any such other information or representation should not be relied upon as having been authorized by us. We are not making an offer of these shares in any state or jurisdiction where such offer is not permitted. You should not assume that the information contained in this private placement memorandum is accurate as of any date other than the date on the front cover of this private placement memorandum. Our business, financial condition, results of operations and prospects may have changed since that date.

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We encourage all potential investors to carefully review this Memorandum.

Biomass to Fuel Process



The purchase of the securities offered (the “Offering”) hereby entails a high degree of risk. Alliance Bio-Products, Inc. is a newly-formed company whose sole purpose is the purchase and build-out of a bioethanol plant, and is subject to all of the risks inherent with such businesses. No investment in the Offering should be made by any person who is not in a position to lose the entire amount of such investment should make no investment. See “Risk Factors.”

This Offering is a private offering being made in the United States in reliance upon an exemption from registration under the Rule 506(c) promulgated under the Securities Act for an offer and sale of securities to “accredited investors” as defined in Rule 501(a) promulgated under the Securities Act. Each purchaser of the securities offered hereby in making its purchase will be deemed to have made certain acknowledgments, representations and agreements as set forth under the caption “Investor Suitability.” The Shares have not been registered under the Securities Act or any state’s securities laws and, unless so registered, may not be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable state and other securities laws.

This private placement memorandum is provided only to “accredited investors” who have agreed to receive this Memorandum (“Eligible Investors”) on a confidential basis for informational use and has been prepared solely for use in connection with the proposed Offering of the securities described in this private placement memorandum. This private placement memorandum is personal to each offeree and does not constitute an offer or general solicitation to any other person or to the public generally to subscribe for or otherwise acquire the securities. Distribution of this private placement memorandum to any person other than a qualified prospective investor who is a current shareholder of the Company, and any person retained to advise such prospective investor with respect to its purchase, is unauthorized, and any disclosure of any of its contents, without the Company’s prior written consent, is prohibited. Each prospective investor, by accepting delivery of this private placement memorandum, agrees to the foregoing and to make no copies nor to further distribute this private placement memorandum, in whole or in part. If you do not purchase the securities, or this Offering of the securities is terminated, you agree to destroy any copies of this private placement memorandum in electronic format or otherwise.

Each person receiving this private placement memorandum acknowledges that (1) we have afforded it an opportunity to request and to review, and it has received, all additional information considered by it to be necessary to verify the accuracy of or to supplement the information in this private placement memorandum, (2) it has not relied upon any other person in connection other than its own personal advisors with its investigation of the accuracy of such information or its investment decision, (3) this private placement memorandum relates to an offering that is exempt from registration under the Securities Act pursuant to certain defined criteria and does not comply in important respects with the rules of the SEC that would apply to an offering document relating to a public offering of securities and (4) no person has been authorized by the Company to give information or to make any representation concerning us, this Offering or the Shares, other than as contained in this private placement memorandum and information given by our duly authorized officers and employees, in connection with an investor’s examination of us and the terms of this Offering. By purchasing Shares, you will be deemed to have made acknowledgments, representations, warranties and agreements as set forth above.

Neither the delivery of this private placement memorandum nor the offer, sale or delivery of any securities shall, under any circumstances, create any implication that there has been no change in the information set forth in this private placement memorandum or in our affairs since the date of this private placement memorandum. The Company does not undertake to update the information in this private placement memorandum other than may be required by applicable laws, rules or regulations.

Neither the SEC nor any state securities commission nor any other regulatory authority, has approved or disapproved of the securities nor have any of the foregoing authorities passed upon or endorsed the merits of this Offering or the accuracy or adequacy of this private placement memorandum. Any representation to the contrary is a criminal offense.

The securities are subject to restrictions on transferability and resale and may not be transferred or resold in the United States except as permitted under the Securities Act and the applicable securities law pursuant to registration of the securities or an applicable exemption from registration. As a prospective purchaser, you should be

aware that you may be required to bear the financial risks of an investment in the Shares for an indefinite period of time. Please refer to the section in this private placement memorandum entitled “Plan of Distribution.”

No person is authorized in connection with the Offering to give any information or to make any representation not contained in this private placement memorandum, and, if given or made, such other information or representation must not be relied upon as having been authorized by us or any of our respective representatives.

In making an investment decision regarding the securities, you must rely on your own examination of us and the terms of this Offering, including the merits and risks involved. Neither us nor any of our representatives is making any representation to any offeree or purchaser of the securities regarding the advisability or legality of an investment therein by such offeree or purchaser under any applicable legal investment or similar laws or regulations. You should not construe the contents of this private placement memorandum as legal, business or tax advice, and you should consult your own counsel, accountants and other advisors as to legal, tax, business, financial and related aspects of a purchase of the securities.

This private placement memorandum contains summaries believed by Company management to be accurate with respect to certain documents, but reference is made to the actual documents for complete information. All such summaries are qualified in their entirety by such reference. Copies of documents referred to herein will be made available to prospective investors upon request to us. The Company does not undertake to update the information in this private placement memorandum other than may be required by applicable laws, rules or regulations.

You should contact us with any questions about this Offering or if you require additional information to verify the information contained in this private placement memorandum.

We reserve the right to withdraw this Offering of the securities at any time, and we reserve the right to reject any commitment to subscribe for the securities, in whole or in part, and to allot to any prospective investor less than the full amount of the securities subscribed by such investor.

Each prospective investor must comply with all applicable laws and regulations in force in any jurisdiction in which it purchases or sells the securities or possesses or distributes this private placement memorandum and must obtain any consent, approval or permission required by it for the purchase or sale by it of the securities under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such a purchase or sale, and neither us, nor our affiliates or representatives shall have any responsibility therefor.

This private placement memorandum does not constitute an offer to sell or a solicitation of an offer to buy any of the securities to you or any person in any jurisdiction where it is unlawful to make such an offer or solicitation.

Jurisdictional Notices

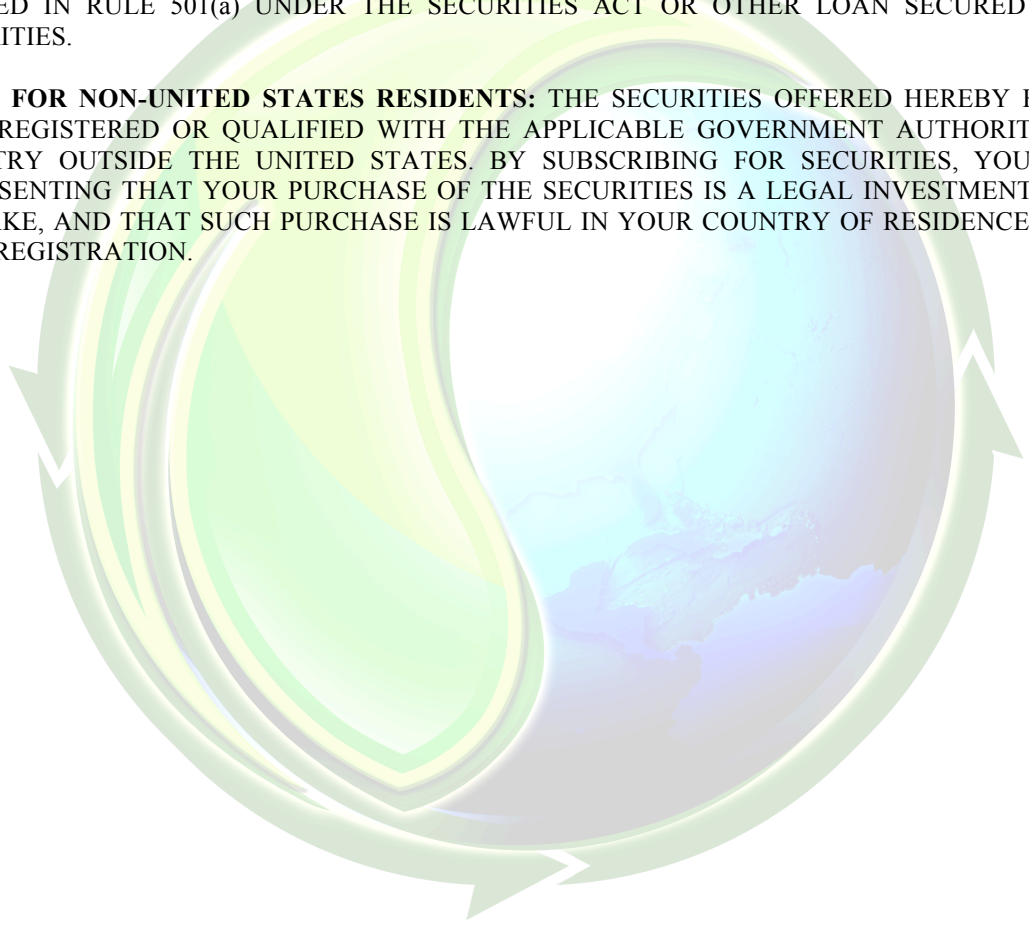
NASAA Uniform Legend

In making an investment decision investors must rely on their own examination of us and the terms of the Offering, including the merits and risks involved. The securities have not been recommended by any federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this document. Any representation to the contrary is a criminal offense. These securities are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act, and the applicable state securities laws, pursuant to registration or exemption. Investors should be aware that they will be required to bear the financial risks of this investment for an indefinite period of time.

FOR RESIDENTS OF ALL STATES:

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION OR THE SECURITIES COMMISSION OF ANY STATE IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), AND, ACCORDINGLY, MAY NOT BE OFFERED OR SOLD EXCEPT PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT OR PURSUANT TO AN AVAILABLE EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND IN ACCORDANCE WITH APPLICABLE STATE SECURITIES LAWS AS EVIDENCED BY A LEGAL OPINION OF COUNSEL TO THE TRANSFEROR TO SUCH EFFECT, THE SUBSTANCE OF WHICH SHALL BE REASONABLY ACCEPTABLE TO THE COMPANY. THE SECURITIES OFFERED HEREBY MAY BE PLEDGED IN CONNECTION WITH A BONA FIDE MARGIN ACCOUNT WITH A REGISTERED BROKER-DEALER OR OTHER LOAN WITH A FINANCIAL INSTITUTION THAT IS AN "ACCREDITED INVESTOR" AS DEFINED IN RULE 501(a) UNDER THE SECURITIES ACT OR OTHER LOAN SECURED BY SUCH SECURITIES.

FOR NON-UNITED STATES RESIDENTS: THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED OR QUALIFIED WITH THE APPLICABLE GOVERNMENT AUTHORITY IN ANY COUNTRY OUTSIDE THE UNITED STATES. BY SUBSCRIBING FOR SECURITIES, YOU WILL BE REPRESENTING THAT YOUR PURCHASE OF THE SECURITIES IS A LEGAL INVESTMENT FOR YOU TO MAKE, AND THAT SUCH PURCHASE IS LAWFUL IN YOUR COUNTRY OF RESIDENCE WITHOUT SUCH REGISTRATION.



United States Securities and Exchange Commission

This private placement memorandum (the “Memorandum”) relates to an offering that is exempt from registration pursuant to Rule 506(c) under the Securities Act, and it does not comply in important respects with SEC rules that would apply to an offering document relating to a public offering of securities.

Industry and Market Data

Market and industry data throughout this Memorandum were obtained from a combination of internal company surveys, good faith estimates of management, and information collected from various third party sources. While we believe that our internal surveys, estimates of management, and information from third party sources are reliable as of the date of this Memorandum, we have not verified this data with any independent sources. Accordingly, we do not make any representations as to the accuracy or completeness of that data. We are not aware of any misstatements regarding market or industry data contained in this Memorandum; however, such data involves risks and uncertainties and is subject to change based on various factors, including those factors discussed in the “Risk Factors” section herein.

Forward-Looking Statements

This memorandum contains some forward-looking statements. Forward-looking statements give our current expectations or forecasts of future events. You can identify these statements by the fact that they do not relate strictly to historical or current facts. Forward-looking statements involve risks and uncertainties. Forward-looking statements include statements regarding, among other things, (a) our growth strategies, (b) anticipated trends in our industries, (c) our ability to attract and retain qualified management, (d) our competition, (e) the acceptance of our products in the market, (f) our future financing plans and ability to raise capital as needed, (g) our anticipated needs for working capital and (h) our ability to comply with various regulatory requirements. They are generally identifiable by use of the words “may,” “will,” “should,” “anticipate,” “estimate,” “plans,” “potential,” “projects,” “continuing,” “ongoing,” “expects,” “management believes,” “we believe,” “we intend” or the negative of these words or other variations on these words or comparable terminology. These statements may be found throughout this document. In particular, these include statements relating to future actions, prospective products or product approvals, future performance or results of current and anticipated products, sales efforts, expenses, the outcome of contingencies such as patent and legal proceedings, and financial results.

Any or all of our forward-looking statements in this memorandum may turn out to be inaccurate. They can be affected by inaccurate assumptions we might make or by known or unknown risks or uncertainties. Consequently, no forward-looking statement can be guaranteed. Actual future results may vary materially as a result of various factors, including, without limitation, the risks outlined under “Risk Factors” and matters described in this memorandum generally. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements contained in this memorandum will in fact occur. You should not place undue reliance on these forward-looking statements.

The forward-looking statements speak only as of the date on which they are made, and, except to the extent required by federal securities laws, we undertake no obligation to publicly update any forward-looking statements, whether as the result of new information, future events, or otherwise.

All inquiries or requests for additional information should be directed to the representative listed below.

Alliance Bio-Products, Inc.
400 N. Congress Ave., Suite 130
West Palm Beach, FL 33401
(800) 607-3555

Attn: Daniel de Liege

THE OFFERING

This summary highlights certain information about the Offering. This summary is not a complete description of the Company or the risks associated with its business or an investment in its Shares and does not include all the information that you should consider before investing in the Shares. You should read this entire Memorandum carefully, including the information incorporated herein by reference from our U.S. Securities and Exchange Commission filings and the Exhibits attached hereto.

| | |
|-----------------------------------|---|
| The Company | Alliance Bio-Products, Inc., a Florida corporation |
| Security | Alliance Bio-Products, Inc. 8% Convertible Preferred Stock Shares at \$10.00 per share |
| Minimum Capital Commitment | Each investor will be required to make an investment of a minimum of five hundred (500) 8% Convertible Preferred Stock Shares. |
| The Offering | <p>The Offering will commence on March 27, 2017 and will close (terminate) upon the earlier of (1) the sale of \$10,000,000 (1,000,000 shares) 8% Convertible Preferred Stock Shares, (2) One Year from March 28, 2017, or (3) a date prior to March 28, 2018, that is so determined by the Company's Management (the "Offering Period").</p> <p>The 8% Convertible Preferred Stock Shares are being offered by the Company on a "Best Efforts" basis with no minimum and without the benefit of a Placement Agent. The Company reserves the right to employ a Placement Agent at a fee of not more than ten percent (10%) of the gross proceeds of the Offering. The Company can provide no assurance that this Offering will be completely sold out. If less than the maximum proceeds are available, the Company's business plans and prospects could be adversely affected.</p> <p>The Company has not made any arrangements to place funds raised in this Offering in an escrow, trust or similar account. Any investor who purchases securities in this Offering will have no assurance that other purchasers will invest in this Offering. Accordingly, if the Company should file for bankruptcy protection or a petition for insolvency bankruptcy is filed by creditors against the Company, Investor funds may become part of the bankruptcy estate and administered according to the bankruptcy laws.</p> |
| Preferred Stock Dividends: | <p>Holders of 8% Convertible Preferred Stock shall be paid an annual cash dividend based on the original investment amount ("Preferred Stock Dividend"). Dividends for the first two (2) years following issuance shall be accrued and payable at the second anniversary of issuance. Further dividends shall be paid annually thereafter so long as the 8% Convertible Preferred Stock is outstanding. In addition to the Preferred Stock Dividend, holders of 8% Convertible Preferred Stock shall be entitled to participate in dividends payable to the holders of the Common Shares on a basis as determined by the Board of Directors.</p> |
| Conversion | <p>8% Convertible Preferred shares are convertible on a one-for-one basis into Company Common Shares.</p> <p>Optional Conversion: 8% Convertible Preferred shares shall be convertible into Company Common shares at any time at the option of the holder.</p> <p>Automatic Conversion: The 8% Convertible Preferred shares shall be automatically converted to Company Common Shares on the earlier to occur of (1) if a public trading market exists for the Company Common Shares and the Company's aggregate fully-diluted market capitalization based on the Company's Common Shares is more than \$300 million for a period of more than ten (10) consecutive trading days or (2) five (5) years from the date of issuance of the 8% Convertible Preferred shares.</p> |
| Preferential Rights | 8% Convertible Preferred Stock shall have a preference with respect to payment of the Preferred Stock Dividends and a liquidation preference. |
| Use of Proceeds | Proceeds will be used for general working capital. See "USE OF PROCEEDS." |
| Expenses | The Company will pay its costs of the Offering including attorneys' fees costs of complying with |

federal and state securities laws and regulations and other miscellaneous expenses. Investors will be responsible for their own costs.

Investor Suitability The Shares will be offered only to those who are “accredited investors” (as defined under Rule 501(a) of Regulation D under the Securities Act). Investors will also be required to certify to the Company that investor is capable of evaluating the merits and risks of this investment and that such investor is able to withstand a complete loss of such Investor’s investment.

Risk Factors Investing in our securities involves a high degree of risk and purchasers of our securities may lose part or all of their investment. See “Risk Factors” and the other information included elsewhere in this Memorandum for a discussion of factors you should carefully consider before deciding to invest in our securities.

Subscription Documents A qualified investor should deliver funds for the purchase price of the Shares by wire transfer of immediately available funds to the Company in accordance with the instructions which will be set forth in the Securities Purchase Agreement for the amount of Shares subscribed.

Potential Public Listing on Major Market Upon closing or termination of this Offering the Company intends to initiate a Reg. A Plus offering for up to \$20 million and subsequently file all required documents to list the Company on one of the major U.S. stock exchanges.

The foregoing description is qualified in its entirety to the terms and conditions set forth in the Securities Purchase Agreement and other transaction documents attached hereto.

Subscription Procedures

In order to subscribe for the Securities, Investors must fully and accurately complete and sign:

- (i) the Investor Questionnaire (included as part of the prequalification process);
- (ii) the Securities Purchase Agreement;

Subscriptions may be rejected in whole or in part by the Company, at its sole discretion. Any subscription that is not accompanied by full payment within the prescribed time frame together with a properly executed Securities Purchase Agreement and the related subscription documents will be rejected. In the event a prospective investor elects not to make a subscription or his, her, or its entire subscription is rejected, the prospective investor, by accepting delivery of this private placement memorandum, agrees to destroy it, along with any documents or other information supplied to it in connection therewith and to instruct its advisors to do the same. For any subscriptions not accepted, or accepted in part, by the Company, or for subscriptions returned upon termination of the Offering for any reason, the funds for the subscriptions that were not accepted will be returned promptly, without interest or deduction, to the person depositing the funds. The Company may have multiple closings.

Subscription amounts shall be paid to the Company pursuant to the instructions which will be detailed in the Securities Purchase Agreement.

THE COMPANY

This summary provides an overview of selected information and does not contain all the information on the Company you should consider. Therefore, this should be read in conjunction with the more detailed information set out in this prospectus and matters set forth under “Risk Factors.”

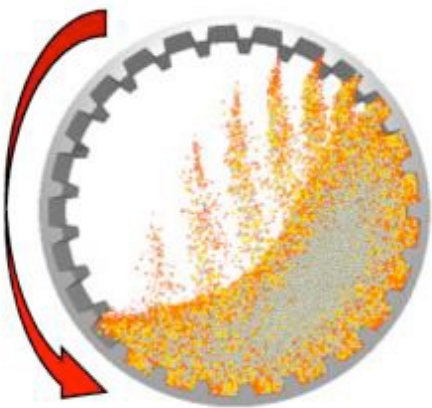
Business Overview

Alliance Bio-Products, Inc. was formed on February 3, 2017 as a special purpose wholly-owned subsidiary of Alliance BioEnergy Plus, Inc. (“ALLM”) to purchase, own and operate the INEOS New Planet BioEnergy plant in Vero Beach, Florida. As of the date of this Memorandum, the Company has not engaged in any fund raising or operations. The Company intends to sublicense certain technology from ALLM for use in the operations of the Vero Beach Bio-Ethanol plant and to install ALLM’s patented CTS process while increasing plant capacity. The INEOS failed gasification process was expensive, complicated, produced a lethal cyanide byproduct and was never fully developed. The CTS process is simple, economical, employs off the shelf equipment and does not use or produce any byproducts or hazardous materials.

ALLM’s Technology & Process

Known as the CTS process and invented by Dr. Richard Blair while working on the Mars Lander at Jet Propulsion Laboratory’s (“JPL”), this mechanocatalytic technology is able to effectively hydrolyze virtually any lignocellulosic feedstock in a dry environment. From JPL Dr. Blair took the CTS process to the University of Central Florida where PhD students perfected the process over several years and converted hundreds of different feedstocks into sugars, lignin and other base elements.

The CTS process is the only known patented, dry mechanical process that can convert virtually any cellulose material into sugars and other products in a matter of minutes with no liquid acids, no applied heat, pressure or hazardous materials of any kind. The CTS sugars and other components are able to be used in the production of ***Fine Chemicals, Bioplastics, Biofuels*** including ***Ethanol, Biodiesel and Bio-aviation Jet Fuels as well as Pharmaceuticals, Nutraceuticals, Industrial Solvents, Agricultural Products and Carbon Fibers Nanotubes***. The CTS process when used in the production of Biofuel is clean, less expensive to build and operate than traditional ethanol/petroleum plants or other cellulosic ethanol technologies and is completely environmentally friendly. Cellulosic Ethanol emits **86% Less Greenhouse Gas** than regular gasoline and the **CTS Process Does Not Produce Any Waste Streams**.



The CTS process is a modular system that can be installed as a bolt-on solution for existing corn ethanol and cellulosic ethanol plants as well sugar mills and fermentation facilities or built as a greenfield system from the ground up. Because of the simplicity of the system the process can be scaled from a truck based unit for remote feedstock locations or military applications to a full size industrial plant producing millions of gallons of cellulosic ethanol or other fermentation based products such as bioplastics, fine chemicals or aviation biofuels.

ALLM's Patents

The CTS process enjoys a family of patents centered around the main U.S. patent # 8,062,428. To date there are four (4) issued patents and fourteen (14) filed and pending patents held by the University of Central Florida and licensed to ALLM's subsidiary under a long term, exclusive worldwide license agreement. The initial patent is secure through 2032. The family of patents extend the original date through improvements and enhancements to the original process. ALLM will continue to file and register improvements and upgrades to the process, effectively extending the patent coverage indefinitely.

In addition, ALLM is developing additional intellectual properties relating to the various unique pieces of equipment that have been designed and built for the CTS process as well as the alternate product pathways the process is able to create.

Present Status

ALLM subsidiary Ek Laboratories ("Ek") operates a full analytical laboratory and the CTS Pilot Plant at its facilities in Longwood, FL. Under the direction of CTS inventor Dr. Richard Blair and Dr. Peter Cohen, Ek has developed and scaled the CTS process from lab size through full Commercial Scale. In addition, the team at Ek has integrated and tested the full process from raw feedstock through fermentation including the removal of Lignin and the full recycling of all materials. The CTS process has been run at a Steady State with complete mass balance and energy consumption data verified by third party engineering partners and equipment manufacturers.

ALLM has entered into agreements with DCR Engineering, Process Engineering Associates and Astec Engineering for various elements of the engineering needs for the CTS process, plant acquisition and upgrade as well as capacity increase. Astec engineering has designed, built and tested a prototype commercial scale CTS Reactor at its Chattanooga facility, with great success. At the Vero Beach, FL plant, DCR Engineering has begun the environmental studies, equipment evaluations and engineering layout of the upgraded system and capacity increase. Process Engineering in conjunction with the team at Ek has worked through all of the mass balances and energy needs of the CTS process and designed a block flow diagram for the Vero Beach, FL plant.

The Company has Agreements in place for the delivery green waste from Indian River County, at no cost. The Company is also in discussions with additional feedstock suppliers for future expansion of the facility. These include residential and commercial landscapers that do not currently transact with Indian River County and the Florida Department of Environmental Protection for the eradication of local dead and dying orange groves. In addition, the Company has an offtake agreement with a national commodity broker for the sale of the end product, cellulosic ethanol. The offtake agreement allows the Company the freedom to seek a direct buyer at a set price with an advanced notice to the broker.

The Market

Products and Pricing

The Company expects that the Vero Beach, FL plant will come online in 2018. The primary product produced will be a cellulosic ethanol sold under an offtake agreement that is in place with a national commodity broker. The secondary product is a pure lignin that will initially be used as an energy source to offset utility costs of the plant but will eventually become a high value product line as scientists at the NREL (National Renewable Energy Lab) and Oakridge Labs continue to work with Ek Labs on the production of bioplastics and fine chemicals from the pure product.

Today at least 10% of all transportation gasoline is blended with Ethanol. The EPA and Congress have reinstated RFS2 mandates for advanced biofuels, cellulosic ethanol, bio-diesel and renewable diesel. 2016 saw a significant increase in all production levels followed by an even greater increase in 2017 and beyond. The blend percentage is scheduled to increase steadily over the next 20 years reaching E85 or 85% by 2032. Current production will not be able to meet even 10% of the cellulosic ethanol mandate for this year and therefore the industry will pay fines for the shortfall.

In 2016 the cellulosic ethanol mandate is 230,000,000 gallons. The combined industry production of cellulosic ethanol for 2016 is less than 35,000,000 gallons. This creates an opportunity for ALLM to fill a government mandated need with the ability to produce other high value products in the process.

Today's market value for a gallon of Cellulosic Ethanol is \$4.34. This price does not include the numerous carbon credits, tax incentives, local, state and federal guarantee programs that are available to an advanced biofuels manufacturer. The CTS process is able to produce a gallon of cellulosic ethanol, from a waste product, for less than \$ 0.90. This is the equivalent of \$18 a barrel for oil, which has only dipped that low twice since late 1947. Furthermore, the CTS process will be utilized to produce biodiesels, aviation biofuels and a variety of fine chemicals including bioplastics and carbon fiber nanotubes.

Competing Technologies

Currently there are only four (4) known processes (including the CTS process) that can adequately breakdown cellulose structures in any meaningful way, so that the base components can be used for the production of biofuels and other high value products. The CTS process is the only patented process that can accomplish this task and fully convert the available cellulose and hemicellulose in one step, in a matter of minutes instead of hours and even days. The INEOS process existed at the facility prior to November 2016 has never been successful commercially or been recognized as a viable pathway to cellulosic ethanol by industry experts.

Steam Explosion – First introduced and patented in 1926. Steam explosion is only a pre-treatment and requires other processes for the hydrolysis and conversion. This very dangerous and expensive process requires the biomass to be brought to a supercritical state above 600 degrees and at a atmospheric pressure above 1500 psi. This is done in very expensive rhodium lined reactors that must be relined regularly due to the high corrosive nature of steam and supercritical H₂O.

This process has not been commercialized at any meaningful scale and is mostly used as lab size demonstration.

Acid Hydrolysis – Is a process that uses extremely hazardous sulphuric or hydrochloric acid to cleave the chemical bond within the cellulose structure so that other processes can hydrolyze the available hemicellulose into base components. Not only is the process dangerous it is capital intensive from a CAPEX and OPEX standpoint. The process produces a hazardous waste stream and destroys the valuable Lignin in the processes.

Acid Hydrolysis was abandoned by most series players in the biofuels industry due to the cost and unfriendly environmental impact.

Enzymatic Hydrolysis – Adopted early on by most of the large players, enzymatic hydrolysis promised to be the future of biofuel production, only to fall short once scaled to commercial size.

Spanish energy giant Abengoa was the first to open a large scale enzymatic hydrolysis plant attempting to make cellulosic ethanol from agricultural waste. Completed in early 2014 this \$500 million behemoth closed in late 2015 due to a total failure to reach scale with a very temperamental enzymatic process.

In late 2014 Poet opened the second Cellulosic Ethanol plant in partnership with DSM costing \$275 million with the hope of producing 20 MMGY. As recently as April 2016 Poet has struggled to produce even a rail car full of Cellulosic Ethanol from locally sourced corn Stover (left over cobs, stalks and leaves). In September of 2016 Poet invited the scientific and management team of Alliance Bioenergy to their corporate offices in South Dakota to discuss replacing the enzymatic process with the CTS process. After the meeting Poet sent their team to Ek Labs in Longwood, FL to witness the CTS process in action.

In October 2015 DuPont opened the third Cellulose Ethanol plant costing \$225 million and with the hopes of eventually producing 30 MMGY. DuPont will soon realize what Abengoa and Poet realized. The enzymatic process is expensive, time consuming, involves multiple steps, requires costly enzymes and produces a hazardous waste stream that requires wastewater processing.

The CTS process is the only patented process in the space. It uses mostly off the shelf equipment, does not require any applied heat, pressure, liquid acids or enzymes. The CTS process combines multiple steps in one mechanical process that only takes minutes to complete as compared to the other processes that require hours and even days to accomplish only the first part of the cellulose breakdown. Alliance Bioenergy can build a larger 39 MMGY CELLULOSIC BIOFUEL (ethanol, diesel or aviation jet) plant for less than \$100 million and operate yearly at approximately 60% less than Poet and DuPont plants, due to the simplicity of the CTS technology.

INVESTMENT PROPOSAL

Acquisition of Vero Beach, FL Plant

Through an investment in the Company, ALLM offers an opportunity to participate in the investment to acquire and upgrade an existing Bio-Ethanol plant in Vero Beach, Florida from INEOS.

The Vero Beach plant was the demonstration facility for INEOS' highly touted cellulosic ethanol division that never performed as promised and was shut down in October 2016 after a series of difficulties with the very problematic Gasification Fermentation process. The facility also has a fully functioning 6 Megawatt co-generation plant onsite that supplies the property with all of its utility needs and sells the excess electricity to Florida Power and Light at a profit. In addition, the plant has a long term contract with two surrounding counties for all of their "green" waste (commercial and residential lawn and tree) delivered at a profit of \$3 per ton. The permitting and EPA licensing for ethanol production comes with the facility as well as the relationship for the offtake of all the produced product.

The Company has made an offer to purchase the facility, property, equipment and vehicles for \$8,000,000. INEOS spent \$160,000,000 building and upgrading the facility just 3 years ago. The Company will use traditional USDA and Department of Energy programs and guarantees to upgrade and increase the capacity of the facility once under Company control.

The Company will sublicense and install ALLM's patented CTS process, upgrade the existing facility and equipment where necessary and be producing 8mmgy of cellulosic ethanol within one year. This will give the Company ownership of a facility capable of generating tens of millions of dollars a year in revenue and profits while demonstrating the full capabilities of the CTS process, at commercial scale.

The asset:

The plant is located on a 145+-acre lot adjacent to the Indian River County Landfill in Vero Beach, FL. The asset includes the land, buildings all the equipment and vehicles on the lot. The facility is fully functioning, includes state-of-the-art feedstock scales, analytical laboratories, 6 megawatts electrical generation plant, 8 mmgy ethanol plant, gasification plant, Class 1 Permitted Deep Injection Well (1 of only 183 allowed in Florida since 1983), long-term feedstock agreements and all out buildings.

The Offering:

Through this Offering the Company seeks to raise \$10 million through the sale of Company 8% Convertible Preferred Stock at \$10 per share. The proceeds of the Offering will be allocated as follows:

- \$ 8,000,000 Acquire Facility and Property
- \$ 300,000 Engineering and Design
- \$ 600,000 Plant Operations
- \$ 300,000 Operational Capital
- \$ 800,000 Fees and Expenses

INEOS New Planet BioEnergy
Vero Beach, FL



Dividends and Exit Strategy:

The Company will distribute up to One Hundred Percent (100%) of the net profits after tax to its equity holders, at the end of each fiscal year.

MANAGEMENT

Our Directors and Executive Officers

Set forth below is certain biographical information concerning our current executive officers and directors. We currently have two executive officers as described below. Management will cap salaries to a maximum of \$250,000 for the first three years of operations and adhere to industry norms as to rates and levels.

| Directors and Executive Officers | Position/Title |
|---|--|
| Jim Brown Benjamin Slager Dr. Peter Cohen Dr. Zhilin Xie Dennis Lenaburg Daniel de Liege | President and Director Chief Technology Officer and Director Director of Analytical Sciences Director of CTS Operations Controller Chairman |

Jim Brown – President

Jim worked in Aerospace, Light Rail Transit, Automotive and Industrial Design as a General Manager, Project Manager, Engineer and Consultant. Specializing in Startups and Turnarounds, he helped start up the North American operations of two German manufacturing companies and has turned around numerous industrial operations.

As the European General Manager of Frog Design, Jim oversaw the concept development, design and engineering of client products in Consumer Electronics, Communications, Medical and Retail Space.

Jim received his BS in Engineering from California Polytechnic State University and his MS in Technology Management from the Massachusetts Institute of Technology. He is a LEED® Accredited Professional and a Certified Construction Manager®.

Jim is a Clinical Professor at the University of Alabama and teaches undergraduate, graduate and executive courses in Innovation Management, Supply Chain Management and Project Management. He is a Managing Partner with McGee Palmer Consulting and is actively engaged in industrial and non-profit consulting.

Jim grew up in California and expatriated to Germany for ten years before being recruited as a program manager to help start up Mercedes-Benz US International. He was the first Mercedes Benz engineer on site in Tuscaloosa and

speaks fluent German. His hobbies include writing, drumming and spending time with his 7 grandchildren who feed his imagination and foster his passion for Creativity. He is married to author, Alabama Jane Brown.

Dr. Peter Cohen – Director of Analytical Sciences

Peter was intrigued by the natural world at an early age, growing up in a small town in Connecticut with his family. He has set out to establish a career that is a good fit for his ambitious personality and entrepreneurial spirit. Peter's diverse knowledge base, leadership skills and work ethic are perfect to support and enhance the Cellulose-to-Sugar (CTS) process at Ek Laboratories, LLC.

Peter currently holds a B.S. in Biology, giving him a firm grasp of the natural and sustainable feedstock used by the CTS process as well as culture of organisms grown from the product. Toward the end of his undergraduate study, he became interested in the chemistry that drives biological systems and learned how to study it. During his Master's work he focused on the isolation and characterization of bioactive molecules for pharmaceutical leads and proposed more efficient extraction and separation procedures. His Doctorate focused on method development and creating new ways to test and analyze processes using analytical instrumentation. Peter's knowledge clearly spans the CTS process from start to finish.

Throughout life Peter realized the benefit of working in groups and observed many qualities of leading role models. Peter immediately started leading research projects at the start of graduate school; proposing projects for funding, recruiting and training students, and successfully reporting results. By the time he defended his Dissertation, Peter had lead several award winning research projects from start to finish. Since, he has founded and led Cohen Scientific Consulting Service, a successful consulting company.

Dr. Cohen's work ethic is always evident. At a social gathering, he is the guest helping the host cook, or set up party chairs. His dense and uninterrupted employment record over the past 15 years, makes you wonder where he had the time for volunteering and philanthropy. He served as a public educator, environmental remediation for Florida's Department of Environmental Protection, and served on the Environmental Advisory Board of Melbourne Beach.

Dr. Zhilin Xie – Director of CTS Operations

Zhilin Xie received his B.S. in process and Control Engineering from China University of Petroleum in 2010. He obtained his M.S. and PhD in Mechanical Engineering from University of Central Florida in 2012 and 2014, respectively. His dissertation focuses on searching for new materials using mechanochemistry. Dr. Xie joined Central Florida Institute of Science and Technology in February 2015 and is now contributing his unique skills to the cellulose to sugar (CTS) process.

Zhilin has shown a strong interest in science since he was in elementary school. He participated in many scientific contests and won prizes in middle school and high school. In 2006, he was admitted to the China University of Petroleum to study Process and Control Engineering. Zhilin started accumulating knowledge in mechanical, electrical and chemical engineering during four years of hard study. In addition to building up a solid knowledge base, he received training in petrochemical companies during during internships, and acquired valuable hands-on experience in petrochemical processes.

In 2010, Zhilin started graduate studies at University of Central Florida, where he majored in Mechanical Engineering. He explored new material using mechanochemistry. His diverse knowledge background in science and engineering enables him to bring innovation to this research topic. He successfully discovered a few new ceramic compounds, which proved that mechanochemistry can be used to synthesize new materials that other approaches can not achieve.

He has filed two patents for his important discoveries. He has also published six journal articles and gave eight conference presentations. Zhilin frequently visited Oak Ridge National Laboratory and Argonne National Laboratory, and he had good collaboration with scientists in the national labs.

Zhilin was a Teaching Assistant for three years and supervised many undergraduate course projects. He is good at communicating with students and knows how to motivate them to finish their tasks. Zhilin himself is also a good

team player in his research group. The year before graduation, he played an important leadership role. He trained new group members and led every member to a higher level of success.

After Zhilin obtained his PhD degree, he joined Ek Laboratories and devoted his specialties to the cellulose to sugar (CTS) process. He believes this new technology will make peoples' lives better and bring a brighter future to the world.

Benjamin Slager – Chief Technology Officer, Director

Mr Slager joined the Company in the summer of 2016 after moving his family from the Netherlands and selling his last venture to DSM a large public international energy and technology company located in Europe. Mr Slager is an expert in developing and commercializing new technologies.

Main proven competence and experience: great technical knowledge and comprehension in combination with sharp entrepreneurial and business sense. Wide understanding, knowledge and experience in commercial processes globally and extensive expertise and experience in financial aspects of a company as well in developing companies and selling companies. Proven record in founding, developing and selling high tech companies multiple times with a 100 % success rate to date. Ability to work with people on all levels in a company from the work floor to the board, people make companies. Optimistic, creative and able to look for the positive aspects and opportunities in companies, people and processes in any situations without losing vigilance.

Technology, Manufacturing, starting, developing and selling companies.

2006-2013;

- Starting, developing and selling several technical innovative companies.
- SolarExcel BV, CEO; founded developed and sold the company, Solar Excel developed a high tech and patented solution, product and production process, for performance increase in solar cells.
- Novameer BV, CEO; founded, developed and sold the company, Novameer developed high tech and patented fibers, product and production process, for antiballistic and composite applications.
- Alloksys life sciences BV, Advisory board member ; developing therapeutics for anti-inflammation.

1993 -2006 Microidentt Group AG Erfurt – Germany – **1993 -2006** Co-founder, Group CEO. (350 people 60 million US\$). Manufacturing, development, marketing and sales of smartcards, smartcard related products and industry identification transponders worldwide.

- Multitape GmbH Paderborn Germany ; Acquired
- AEG Ident GmbH Ulm Germany ; Acquired
- AEG Chech SRO Vrglabi Chech republik ; acquired
- Cubit GmbH Erfurt Germany ; Acquired
- NedCard BV. Holland ; Founded
- NedCard BV Nijmegen, The Netherlands - Founder & CEO (80 people US\$ 15 million)
- NedCard GmbH Eisenach Deutschland – Founder & CEO (25 people US\$ 4 million)
- NedCard USA Inc. Littleton Co. USA – Founder & Chairman (5 people)

1990-1993 Technology & Sales

- ASM Assembly Products BV – Bilthoven International sales director

Sales engineer

1987-1990 Financial Industry

- NesBic Holding BV Utrecht Analyst in venture capital

Dennis Lenaburg – Controller

Dennis Lenaburg serves as our Corporate Controller and Human Resource Manager. Dennis is a graduate of Butler University, earning a degree in Finance and also received his MBA from Florida Atlantic University.

His career began with Worldwide Financial Management, LLC, located in Indianapolis, IN. While there, he focused specifically on serving the financial needs of celebrities and professional athletes and he also oversaw the operations

of a 501(c) 3 charitable organization which provided assistance to children affected by the wars in the Balkan region. Dennis then ventured into various other industries, including the construction industry, where he held senior accounting positions with a few of the largest multi-family developers in the country and the celebrity fragrance industry, where he oversaw the finance and accounting departments and was responsible for SEC reporting and compliance. Dennis has extensive experience working with both startups and well established companies in both the private and public sectors.

Daniel de Liege—Chairman

Daniel de Liege became President, Secretary and a director of Alliance BioEnergy Plus, Inc. in April 2012 and became Chief Financial Officer in April 2014. He has also served as Chief Executive Officer of the Company from April 2012 through February 2015 and April 2015 to present. Prior to founding the Company, Mr. de Liege has been the President and CEO of Prelude Pictures since 1997. Prior to that Mr. de Liege was President of 24/7 Entertainment from 1994 until 1997. Mr. de Liege attended Palm Beach State College and is on the Board of Directors of The Timothy Initiative, a not for profit organization.

All of our directors hold office until the next annual meeting of stockholders and until their respective successors have been elected or qualified. Officers serve at the discretion of the board of directors. There are no family relationships among our directors or executive officers. There is no arrangement or understanding between or among our officers and directors pursuant to which any director or officer was or is to be selected as a director or officer, and there is no arrangement, plan or understanding as to whether non-management stockholders will exercise their voting rights to continue to elect the current board of directors.

None of our directors and executive officers have during the past five years:

- had any bankruptcy petition filed by or against any business of which he was a general partner or executive officer, either at the time of the bankruptcy or within two years prior to that time;
- been convicted in a criminal proceeding and is not subject to a pending criminal proceeding;
- been subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, futures, commodities or banking activities;
- or been found by a court of competent jurisdiction (in a civil action), the Securities Exchange Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

Committees of the Board of Directors

Our Company does not currently have any committees of its Board of Directors.

Identification of Significant Employees

The Company does not presently have any significant employees other than the named officers and directors.

Corporate Code of Conduct and Ethics

The Company has yet to adopt a Code of Conduct and Ethics applicable to the Board of Directors, management and all employees of the Company.

Officers and Directors Indemnification

Under our Certificate of Incorporation and Bylaws of the corporation, the Company may indemnify an officer or director who is made a party to any proceeding, including a lawsuit, because of his or her position, if he or she acted in good faith and in a manner he or she reasonably believed to be in the Company's best interest. The Company may advance expenses incurred in defending a proceeding. To the extent that the officer or director is successful on the merits in a proceeding as to which he or she is to be indemnified, the Company must indemnify the officer or director against all expenses incurred, including attorney's fees. With respect to a derivative action, indemnity may be made only for expenses actually and reasonably incurred in defending the proceeding, and if the officer or director is judged liable, then only by a court order. The indemnification coverage is intended to be to the fullest extent permitted by applicable laws.

Regarding indemnification for liabilities arising under the Securities Act of 1933, which may be permitted to officers or directors under applicable state law, the Company is informed that, in the opinion of the Securities and Exchange Commission, indemnification is against public policy, as expressed in the Act and is, therefore, unenforceable.

Employment Agreements and Executive Compensation

The Company does not currently have any employment contracts with its management of directors.

Compensation of Directors

The Company has yet to determine any policy with respect to the compensation of directors.

Certain Relationships and Related Transactions

Daniel de Liege, a director of the Company is President, Secretary and a director of Alliance BioEnergy Plus, Inc. Benjamin Slager, a director of the Company is a director of Alliance BioEnergy Plus, Inc.

Alliance BioEnergy Plus, Inc. beneficially owns approximately 100% shares of the Company's voting securities. The Company is highly dependent on its sub-license agreement with ALLM and if a dispute were to arise between the companies it is likely that there would be a significant conflict of interest between the parties.

RISK FACTORS

Investing in the Company's Securities is very risky. You should be able to bear a complete loss of your investment. You should carefully consider the following factors, including those listed in this Securities Offering. In addition to other information in this report, the following risk factors should be carefully considered in evaluating our business because such factors may have a significant impact on our business, operating results, liquidity and financial condition. As a result of the risk factors set forth below, actual results could differ materially from those projected in any forward-looking statements. Additional risks and uncertainties not presently known to us, or that we currently consider to be immaterial, may also impact our business, operating results, liquidity and financial condition. If any such risks occur, our business, operating results, liquidity and financial condition could be materially affected in an adverse manner. Under such circumstances, the trading price of our securities could decline, and you may lose all or part of your investment.

Emerging Growth Company Status

The Company is an "emerging growth company" as defined in the Jumpstart our Business Startups Act ("JOBS Act"). For as long as the Company is an emerging growth company, the Company may take advantage of specified exemptions from reporting and other regulatory requirements that are otherwise applicable generally to other public companies. These exemptions include:

--An exemption from providing an auditor's attestation report on management's assessment of the effectiveness of the Company's systems of internal control over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act of 2002;

--An exemption from compliance with any new requirements adopted by the Public Accounting Oversight Board ("PCAOB"), requiring mandatory audit firm rotation or a supplement to the auditor's report in which the auditor would be required to provide additional information about the audit and the financial statements of the issuer;

--An exemption from compliance with any other new auditing standards adopted by the PCAOB after April 5, 2012, unless the United States Securities and Exchange Commission ("SEC") determines otherwise; and

--Reduced disclosure of executive compensation.

In addition, Section 107 of the JOBS Act provides that an emerging growth company can use the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. This permits an emerging growth company to delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. However, the Company has chosen to "opt out" of such extended transition period and, as a result, the Company will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies. The Company's decision to opt out of the extended transition period for complying with new or revised accounting standards is irrevocable.

The Company will cease to be an "emerging growth company" upon the earliest of (i) when the Company has \$1.0 Billion or more in annual revenues, (ii) when the Company has at least \$700 Million in market value of the Company's Common Units held by non-affiliates, (iii) when the Company issues more than \$1.0 Billion of non-convertible debt over a three-year period, or (iv) the last day of the fiscal year following the fifth anniversary of the Company's Initial Public Offering.

Risks Associated with Bio Energy

Bio energy business development activities are speculative in nature

Bio energy and its related businesses are a new industry and are a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to develop marketable products, establish wholesale and retail delivery channels, and acquire wide consumer acceptance. The marketability of bio energy products produced by our company may be affected by numerous factors which are beyond our control and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of agricultural commodity supplies, wholesale and retail markets and such other factors as government regulations, including regulations relating to product testing, waste management, allowable production, importing and exporting of agricultural products and environmental protection issues, the combination of which factors may result in our company not receiving an adequate return of investment capital.

Substantial expenditures are required to establish bio energy production facilities and marketing channels

Substantial expenditures are required to establish economically feasible bio energy production processes and develop processing facilities and infrastructure. Although substantial benefits may be derived from the discovery and development of marketable bio energy related products, no assurance can be given that the production of such products will be economically feasible or result in profitable operation. Additionally, production costs can be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, and work interruptions.

Bio energy operations are subject to applicable law and government regulation. Even if we produce marketable products in a commercially viable quantity, these laws and regulations could restrict or prohibit our business. If we cannot produce our products in sufficient quantities due to government restrictions, our business may fail.

The production of bio energy related products requires permits from various foreign, federal, state, provincial and local governmental authorities and are governed by laws and regulations, including those with respect to production, product development, transport, export, taxation, labor standards, occupational health, waste disposal, toxic substances, land use, environmental protection, manufacturing facility safety and other matters. There can be no assurance that our operations will always conform to regulatory requirements or that we will always obtain or maintain any of the permits required for continued production and development of our products at economically viable levels. If we cannot accomplish these objectives, our business could fail.

While we believe that we are in compliance with all material laws and regulations that currently apply to our activities but there can be no assurance that we can continue to remain in compliance. Current laws and regulations could be amended and we might not be able to comply with them, as amended. Further, there can be no assurance that we will be able to obtain or maintain all licenses and permits necessary for our future operations, or that we will be able to obtain them on reasonable terms. To the extent such approvals are required and are not obtained, we may be delayed or prohibited from proceeding with planned production, development, or expansion activities.

The Bio Energy industry is highly competitive and there is no assurance we will continue to be successful in acquiring raw materials.

We compete with other bio energy companies for raw materials. In identifying and acquiring raw materials, we may compete with many companies possessing greater financial resources and technical facilities. This competition could adversely affect our ability to acquire raw materials in the future. Accordingly, there can be no assurance that we will acquire sufficient raw materials in the future to support a commercial viable operation.

The Bio Energy industry depends heavily on supplies of agricultural commodities and products and faces severe risks related to crop failures.

The bio energy industry is heavily reliant on a the supply of agricultural commodities and products from farmers. Farming is an inherently risky industry and is susceptible to crop failures due to weather, lack of water supplies, the infestation of pests and insects, and numerous other potential risks. As a result, bio energy producers are also susceptible to these same risks.

Agricultural commodity prices are subject to dramatic and unpredictable fluctuations.

The price of agricultural commodities has fluctuated widely in recent years, and is affected by numerous factors beyond our control, including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased production due to changes in allowable farming methods. The effect of these factors on the price of agricultural commodities, and therefore the economic viability of our operations, cannot accurately be predicted.

The Bio Energy industry is a new and emerging market and therefore there is no assurance that customers will purchase its products.

The Company competes against existing products in the market place that are not bio energy products such as agriculture products like gasoline, biofuels and other renewable energy. A goal of the Company is to market its products in commodities markets where it will face competition from existing products. To be successful, we will need to educate mainstream blenders and refiners such as Sunoco, Shell, Exxon, and others about our products in order to stimulate demand. If a demand cannot be created, the sales of our products will be diminished relative to our competition who have established customers and distribution networks.

Downward fluctuations in the pricing of competing products may drive down bio energy products prices.

The Company's future profitability will depend upon the market prices for bio energy products, such as bio diesel, meal, mustard oil, and canola oil and bio diesel conditioner. If the prices for competing products drop, the Company may need to adjust its prices downward and this may result in less sales revenue and decrease in profitability. Bio energy product pricing is influenced by many factors including: retail supply and demand of like products; non-bio

energy competitor product innovations; and development of new technologies by non-bio energy competitors. All these factors are beyond our control and may result in decreased profitability of our products.

Risks Related to Our Company

We have a limited operating history on which to base an evaluation of our business and prospects.

We were incorporated in January 2017 and our parent company has only been in the bio energy related business since December 2013. Neither the Company nor its parent have ever earned a profit from their respective operations. Our operating history does not provide any meaningful basis for an evaluation of our prospects. We have no way to accurately evaluate the likelihood of whether we will be able to build and operate our business successfully. Until we have commenced meaningful operations, we anticipate that we will continue to incur operating costs without realizing any profits for the foreseeable future and therefore expect to continue to incur significant losses into the foreseeable future. We recognize that if we are unable to generate significant revenues, we will not be able to earn profits or continue operations. At this early stage of our operation, we also expect to face the risks, uncertainties, expenses and difficulties frequently encountered by companies at the start up stage of their business development. We cannot be sure that we will be successful in addressing these risks and uncertainties and our failure to do so could have a materially adverse effect on our financial condition. There is no history upon which to base any assumption as to the likelihood that we will prove successful and we can provide investors with no assurance that we will generate any operating revenues or ever achieve profitable operations.

Our Business Plan is Focused on the purchase of the INEOS New Planet BioEnergy plant in Vero Beach, FL

Our purchase of the Ineos Bioethynol Plant in Vero Beach, FL is essential to the achievement of the goals and objectives detailed in our business plan. If this purchase cannot be successfully concluded in a timely fashion consistent with the terms and conditions which we have negotiated with the seller, there are several other available bioethanol and/or existing ethanol facilities the company may target for an acquisition and purchase.

Our activities will be subject to environmental and other industry regulations which could have an adverse effect on our financial condition

Our company's activities are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation generally provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with production operations, which could result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations could have an adverse effect on the financial condition of our company.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.

The fact that we have not earned any profits since our incorporation raises substantial doubt about our ability to continue as a going concern.

We have not generated any revenues or profits from operations since our incorporation and we anticipate that we will continue to incur operating expenses without revenues unless and until we are able to complete the acquisition and retrofitting of the Bio-Ethanol plant with the CTS process. Should the results of our planned business model require us to increase our current operating budget, we may have to raise additional funds to meet our currently budgeted operating requirements for the next 12 months. As we cannot assure a lender that we will be able to successfully generate profits, we may find it difficult to raise debt financing from traditional lending sources. We intend to raise our operating capital from sales of equity securities and loans, but there can be no assurance that we will continue to be able to do so. If we cannot raise the money that we need to continue our operations, we may be

forced to delay, scale back, or eliminate our activities. If any of these were to occur, there is a substantial risk that our business would fail. Management has plans to seek additional capital through private placements and/or public offerings of its capital stock. These conditions raise substantial doubt about our company's ability to continue as a going concern. Although there are no assurances that management's plans will be realized, management believes that our company will be able to continue operations in the future. Our consolidated financial statements do not include any adjustments relating to the recoverability and potential classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event our company cannot continue in existence. We continue to experience net operating losses.

We rely on the use and development of proprietary intellectual property which may become obsolete or be supplanted by better processed used or developed by competitors

The success of our operations rely to a significant degree upon proprietary products and technologies which are sub-licensed from our parent company. At present, we have not filed applications for any patents and have no proprietary technologies of our own. If our trade secrets become known, our business and competitive position could be adversely affected. Additionally, if we do not continually invest in the development of new processes and technologies, our current processes and technologies may become obsolete and this could have a material negative impact on our business.

We currently rely on certain key individuals and the loss of one of these key individuals could have an adverse effect on the Company

Our success depends to a certain degree upon certain key members of our management. These individuals are a significant factor in the our growth and success. The loss of the service of members of the management could have a material adverse effect on our company. In particular, the success of our company is highly dependent upon the efforts our President, Chief Technology Officer, Director of CTS Operations, Vice President Business Development and Controller, the loss of whose services would have a material adverse effect on the success and development of our company. Additionally, we do not anticipate having key man insurance in place in respect of our directors and senior officers in the foreseeable future.

The Company is subject to operating risks which may adversely affect the Company's financial condition.

Our operations are subject to risks normally incidental to production operations which may result in work stoppages and/or damage to property. This may be caused by:

- Mechanical breakdown of any of our facilities;
- Lack of financially feasible access to raw materials required in the production process;
- Labor disputes
- Foreign exchange rates
- Imposition of new government regulations
- Sabotage by operational personnel;
- Cost overruns; and
- Fire, flood, or other Acts of God.

We require substantial funds to operate effectively

Several significant factors related to our operational cash requirements include, but are not limited to:

- Costs of production, including manufacturing labor and operation and maintenance of production facilities;
- Research and development expenses
- Availability and costs of financing; and
- Regulatory compliance regulations and restraints.

The Company's insurance does not cover all of its potential losses, liabilities and damage related to its business.

The Company's general insurance may not cover all of our losses if damage does occur and our operation would be disrupted if our production facilities are destroyed or damaged by fire, flood, hurricane, tornado and other

uninsurable risks. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any further profitability and result in increasing costs and a decline in the value of the securities of the Company.

Competition may hamper the Company's ability to acquire inputs and labor necessary to operate the Company, which may have an adverse impact on the Company's operations.

Significant and increasing competition exists for qualified labor and executives. As a result of this competition, some of which is with large companies with substantial capabilities and greater financial resources than the Company, the Company may be unable to acquire skilled labor on terms it considers acceptable. The Company also competes with other companies for the recruitment and retention of qualified employees and other personnel.

The Company may experience difficulty attracting and retaining qualified management to meet the needs of its anticipated growth, and the failure to manage the Company's growth effectively could have a material adverse effect on its business and financial condition.

The Company's prospects depend in part on the ability of its executive officers and senior management to operate effectively, both independently and as a group. To manage its growth, the Company may have to attract and retain additional highly qualified management, financial and technical personnel and continue to implement and improve operational, financial and management information systems. Investors must be willing to rely to a significant extent on management's discretion and judgment, as well as the expertise and competence of outside contractors which can be very expensive.

Other Risks

Trends, Risks and Uncertainties

We have sought to identify what we believe to be the most significant risks to our business, but we cannot predict whether, or to what extent, any of such risks may be realized nor can we guarantee that we have identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment decision with respect to our common stock.

Majority Shareholder

On a proforma basis following the Offering, Alliance BioEnergy Plus, Inc. will hold a number of common shares of the Company which will entitle it to cast up to 100% of the vote on any matter submitted to the shareholders for approval. This represents a substantial concentration of control over all matters affecting the Company, which could have a material negative impact on our operations.

Inadequacy of Funds

Gross offering proceeds of a maximum of \$10,000,000 may be realized. Management believes that such proceeds will capitalize and sustain the Company sufficiently to allow for the implementation of the Company's Business Plans. If only a fraction of this Offering is sold, or if certain assumptions contained in Management's business plans prove to be incorrect, the Company may have inadequate funds to fully develop its business.

Although the Company believes that the proceeds from this Offering will be sufficient to help sustain operations during this growth period, there is no guarantee that the Company will raise all the funds needed to adequately fund Company Operations.

Risks of Borrowing

Although the Company may incur additional debt, and in order to do so may incur possible additional risks. If the Company incurs additional indebtedness, a portion of the Company's cash flow will have to be dedicated to the

payment of principal and interest on such new indebtedness. Typical loan agreements also might contain restrictive covenants, which may impair the Company's operating flexibility. Such loan agreements would also provide for default under certain circumstances, such as failure to meet certain financial covenants. A default under a loan agreement could result in the loan becoming immediately due and payable and, if unpaid, a judgment in favor of such lender which would be senior to the rights of members of the Company. A judgment creditor would have the right to foreclose on any of the Company's assets resulting in a material adverse effect on the Company's business, operating results or financial condition.

Unanticipated Obstacles to Execution of the Business Plan

The Company's business plans may change significantly. Many of the Company's potential business endeavors are capital intensive and may be subject to statutory or regulatory requirements. Management believes that the Company's chosen activities and strategies are achievable in light of current economic and legal conditions with the skills, background, and knowledge of the Company's principals and advisors. Management reserves the right to make significant modifications to the Company's stated strategies depending on future events.

Management Discretion as to Use of Proceeds

The net proceeds from this Offering will be used for the purposes described under "Use of Proceeds." The Company reserves the right to use the funds obtained from this Offering for other similar purposes not presently contemplated which it deems to be in the best interests of the Company and its Investors in order to address changed circumstances or opportunities. As a result of the foregoing, the success of the Company will be substantially dependent upon the discretion and judgment of Management with respect to application and allocation of the net proceeds of this Offering. Investors for the Shares of Common Stock offered hereby will be entrusting their funds to the Company's Management, upon whose judgment and discretion the investors must depend.

The Offering will be Conducted on a Best Efforts Basis, there can be No Assurance that the Company can Raise the Capital it Needs

The 8% Convertible Preferred Stock Shares are being offered by the Company on a "Best Efforts" basis with no minimum. The Company can provide no assurance that this Offering will be completely sold out. If less than the maximum proceeds are available, the Company's business plans and prospects for the current fiscal year could be adversely affected.

Given that there is no minimum offering amount, and that the Company needs at least \$2,500,000 to continue operations for the next twelve months, investors bear the complete risk of losing their entire investment if the Company is unable to raise enough proceeds from this Offering to continue operations. If the Company is not able to raise the entire \$10,000,000, the Company will have to limit or eliminate important expenditures, such as the purchase of certain raw materials and the hiring of essential labor and marketing activities, all of which will hinder the Company's ability to generate significant revenues and cause a delay in the implementation of the Company's business plan. Moreover, the less money that the Company is able to raise through this Offering, the more risk that Investors may lose their entire investment.

The Company has not made any arrangements to place funds raised in this Offering in an escrow, trust or similar account. Any investor who purchases securities in this Offering will have no assurance that other purchasers will invest in this Offering. Accordingly, if the Company should file for bankruptcy protection or a petition for insolvency bankruptcy is filed by creditors against the Company, Investor funds may become part of the bankruptcy estate and administered according to the bankruptcy laws.

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The Company's business plans may change significantly. Many of the Company's potential business endeavors are capital intensive and may be subject to statutory or regulatory requirements. Management believes that the

Company's chosen activities and strategies are achievable in light of current economic and legal conditions with the skills, background, and knowledge of the Company's principals and advisors. Management reserves the right to make significant modifications to the Company's stated strategies depending on future events.

Return of Profits

The Company has never declared or paid any cash dividends on its Common Stock. The Company currently intends to retain earnings, if any, for two years, to finance the expansion of the Company's Operations and Holdings. As a result, the Company does not anticipate paying any cash dividends to its Common Stock Holders for at least two years.

Certain Factors Related to the Company's Common Stock

Because the Company's Common Stock may be considered a "penny stock," and a shareholder may have difficulty selling shares in the secondary trading market.

The Company's Common Stock Securities may be subject to certain rules and regulations relating to "penny stock" (generally defined as any equity security that has a price less than \$5.00 per share, subject to certain exemptions). Broker-dealers who sell penny stocks are subject to certain "sales practice requirements" for sales in certain nonexempt transactions (i.e., sales to persons other than established customers and institutional "qualified investors"), including requiring delivery of a risk disclosure document relating to the penny stock market and monthly statements disclosing recent price information for the penny stocks held in the account, and certain other restrictions. For as long as the Company's Common Stock is subject to the rules on penny stocks, the market liquidity for such securities could be significantly limited. This lack of liquidity may also make it more difficult for the Company to raise capital in the future through sales of equity in the public or private markets.

The price of the Company's Common Stock may be volatile, and a shareholder's investment in the Company's Common Stock could suffer a decline in value.

There could be significant volatility in the volume and market price of the Company's Common Stock, and this volatility may continue in the future. The Company's Common and Preferred Stock is currently unlisted, but may be listed on the OTC Markets "OTCQB" or "OTCQX", where there is a great chance for market volatility for securities that trade on these markets as opposed to a national exchange or quotation system. This volatility may be caused by a variety of factors, including the lack of readily available quotations, the absence of consistent administrative supervision of "bid" and "ask" quotations and generally lower trading volume. In addition, factors such as quarterly variations in our operating results, changes in financial estimates by securities analysts and other factors including national economic and stock market considerations as well as other events and circumstances beyond our control could have a significant impact on the future market price of our Common and Preferred Stock and the relative volatility of such market price.

Secondary Market

Prior to this offering, there has been no public market for the Company's Common or Preferred Stock. There are no assurances that the Company's Common or Preferred Stock will ever be listed on any regulated securities exchange. There can be no assurance that an active trading market for the Company's Common or Preferred Stock will develop, or, if developed, that an active trading market will be maintained. If an active market is not developed or sustained, the market price and liquidity of the Company's Common or Preferred Stock may be adversely affected.

The Company Cannot Assure Investors that the any Market for the Company's Common Stock will exist in the future or that the Market Price of Shares of the Company's Common Stock Will Not Decline Following Conversion

The Company cannot predict the prices at which the Company's Common Stock will trade, if at all. The offering price for the Shares being sold in this Offering has been determined by the Company based largely on the

Company's perception of the amount of money in which the Company needs to raise at this time to grow the Company. The Company cannot assure you that the Offering price per Share will bear any relationship on the market price of the Company's Common Stock may trade after converting of the 8% Convertible Preferred Stock Shares.

Raising Additional Capital by Issuing Securities May Cause Dilution to the Company's Shareholders

The Company may need to, or desire to, raise substantial additional capital in the future to satisfy the Company's future capital requirements. If the Company raises additional funds by issuing equity or convertible debt securities, the Company will reduce the percentage of ownership of the then-existing shareholders, and the holders of those newly-issued equity or convertible debt securities may have rights, preferences, or privileges senior to those possessed by the Company's then-existing shareholders. Additionally, future sales of a substantial number of shares of the Company's Common Stock, or other equity-related securities in the public market could depress the market price of the Company's Common Stock and impair the Company's ability to raise capital through the sale of additional equity or equity-linked securities. The Company cannot predict the effect that future sales of the Company's Common Stock, or other equity-related securities would have on the market value of the Company's 8% Convertible Preferred Stock.

USE OF PROCEEDS

We estimate that the net proceeds from our sale of the Shares in this offering, assuming the sale of all of the 8% Convertible Preferred Stock offered in this offering, after deducting estimated offering expenses, payable by us will be approximately \$9,200,000.

We intend to use the net proceeds of this offering as follows: [Need to adjust based on offering costs]

- \$ 8,000,000 Acquire INEOS New Plant BioEnergy Facility and Equipment
- \$ 300,000 Engineering and Design
- \$ 600,000 Plant Operations
- \$ 300,000 Operational Capital

We will have broad discretion over the manner in which the net proceeds of the offering will be applied, and we may not use these proceeds in a manner desired by our shareholders. Although we have no present intention of doing so, future events may require us to reallocate the offering proceeds.

We would consider reallocating the funds based on a variety of factors. Pending use of the net proceeds, we intend to invest our net proceeds in short-term, interest bearing, investment-grade obligations. These investments may have an adverse effect on the U.S. federal income tax consequences of an investment in our common shares.

INEOS New Plant BioEnergy
925 74th Ave SW Vero Beach, FL 32968



DESCRIPTION OF SECURITIES

Description of our Common Stock

Holders of Company Common Stock are entitled to vote their shares on all matters submitted to a vote of the Company's shareholders. Dividends to holders of Common Shares shall be as declared from time to time by the Company's Board of Directors.

Description of the 8% Convertible Preferred Stock

Holders of 8% Convertible Preferred Stock shall be entitled to an eight percent (8%) cash Preferred Stock Dividend based on the original investment amount and a ten percent (10%) participation in dividends declared by the Board of Directors to Common Stock shareholders (subject to dilution or adjustment based on future issuance of stock, recapitalizations and the like). Preferred Stock Dividends for the first two (2) years following issuance shall be accrued and payable at the second anniversary of issuance. Further Preferred Stock Dividends shall be paid annually thereafter so long as the 8% Convertible Preferred Stock is outstanding. 8% Convertible Preferred shares are convertible on a one-for-one basis into Company Common Shares.

Optional Conversion: 8% Convertible Preferred shares shall be convertible into Company Common shares at any time at the option of the holder.

Automatic Conversion: The 8% Convertible Preferred shares shall be automatically converted to Company Common Shares on the earlier to occur of (1) if a public trading market exists for the Company Common Shares and the Company's aggregate fully-diluted market capitalization based on the Company's Common Shares is more than \$300 million for a period of more than ten (10) consecutive trading days or (2) five (5) years from the date of issuance of the 8% Convertible Preferred shares.

8% Convertible Preferred Stock shall have a preference with respect to payment of the Preferred Stock Dividends and a preference on liquidation of the Company.

Preferred Stock

Our board may, from time to time, authorize the issuance of one or more classes or series of preferred stock without stockholder approval. Subject to the provisions of our certificate of incorporation and limitations prescribed by law, our board is authorized to adopt resolutions to issue shares, establish the number of shares, change the number of shares constituting any series, and provide or change the voting powers, designations, preferences and relative rights, qualifications, limitations or restrictions on shares of our preferred stock, including dividend rights, terms of redemption, conversion rights and liquidation preferences, in each case without any action or vote by our stockholders. One of the effects of undesignated preferred stock may be to enable our board to discourage an attempt to obtain control of our company by means of a tender offer, proxy contest, merger or otherwise. The issuance of preferred stock may adversely affect the rights of our common stockholders by, among other things:

- Restricting dividends on the common stock;
- diluting the voting power of the common stock;
- impairing the liquidation rights of the common stock; or
- delaying or preventing a change in control without further action by the stockholders.

Description of the Securities Purchase Agreement

Investors will purchase the Shares pursuant to a Securities Purchase Agreement containing customary representations and warranties and indemnities from the Company, and limited representations and warranties from the investor concerning the suitability of this investment for such investor. There may be more than one closing.

INVESTOR SUITABILITY

Investment in the Securities involves a high degree of risk and is suitable only as a long-term investment for persons of substantial financial means who can bear the risk of loss of their entire investment and who have no need for liquidity in their investment. See “Risk Factors.”

We are offering the Securities only to investors who are “accredited investors” within the meaning of Rule 501 promulgated under Regulation D of the Securities Act. An investor must acquire the Shares for his own account and not for the account of others, for investment purposes only, and not with a view to, or for, resale, distribution or fractionalization thereof. “Accredited investors” are those investors that make certain written representations that evidence the fact that the investor comes within one of the categories set forth on the investor certification included with the subscription materials. Satisfaction of such standards by a prospective investor does not mean that the Securities are a suitable investment for such investor. In addition, certain states may impose additional or different suitability standards, which may be more restrictive.

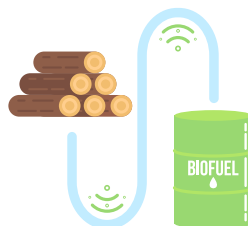
In addition to the foregoing suitability requirements, you will be required to make additional representations concerning your awareness of the nature of the investment, your willingness to bear the risk of loss, your lack of need for liquidity from the investment, the lack of a trading market for the Securities, your confirmation of your review of this private placement memorandum and the Exhibits, your awareness of the transferability restrictions on the Securities, your lack of anticipation of any change in your future personal and financial circumstances and similar matters. You should not purchase the Securities unless you have sufficient liquid assets to assure yourself that the purchase will not create or cause you undue financial difficulties.

The suitability standards referred to above represent minimum suitability requirements for prospective investors, and your satisfaction of such standards does not necessarily mean that the Securities are a suitable investment for you. The Company may make or cause to be made such further inquiry and obtain such additional information as it deems appropriate with regard to the suitability of prospective investors. The Company may reject subscriptions in whole or in part, if, in its discretion, it deems such action to be in its best interests. If this Offering is oversubscribed, the Company will determine which subscriptions will be accepted.

We will refuse your subscription if we believe that you do not meet the applicable suitability requirements. Conversely, our acceptance of your subscription does not mean that we endorse your investment in the Securities as suitable for you.

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED OR QUALIFIED WITH THE APPLICABLE GOVERNMENT AUTHORITY IN ANY COUNTRY OUTSIDE THE UNITED STATES. BY SUBSCRIBING FOR NOTES, YOU WILL BE REPRESENTING THAT YOUR PURCHASE OF THE NOTES IS A LEGAL INVESTMENT FOR YOU TO MAKE, AND THAT SUCH PURCHASE IS LAWFUL IN YOUR COUNTRY OF RESIDENCE WITHOUT SUCH REGISTRATION.

*There is Enough Biomass in World to Replace all of the
Petroleum Based Products used Today*



PLAN OF DISTRIBUTION

We are offering the securities directly to shareholders, which may be done either with or without a placement agent or broker/dealer. There is no minimum Offering amount that must be sold in the Offering in order for the Offering to close. We are offering a maximum of \$10,000,000 (the “Maximum Offering Amount”) of Shares that may be sold. The price per share of the Shares being offered is \$10.00 per share. Each Eligible Shareholder should complete the Confidential Securities Purchase Agreement and return that according to the instructions provided by the Company along with their payment for the Shares.

Individual investors will complete a subscription agreement provided to them by the Company and complete the same in accordance with instructions detailed therein.

The Offering will terminate: (i) One (1) year from the date of this Memorandum unless the Offering termination date is extended by the Company for two additional periods not to exceed thirty (30) days each; (ii) if the Maximum Offering Amount is reached; (iii) at any time by the Company. Notwithstanding the foregoing, in the event that the Offering may be terminated earlier at the sole discretion of the Company.

We intend to offer and sell the Shares so that the Offering complies with the exemptions from the registration requirements of the Securities Act provided by Section 4(a)(2) of the Securities Act and the provisions of Rule 506(c) of Regulation D and similar exemptions under state securities laws.

The purchase price for the Securities offered hereby has been determined by us and does not necessarily bear any relationship to our book value, assets, earnings or other generally accepted valuation criteria. Accordingly, the Offering price of the Shares should not be considered to be indicative of the actual value of the Shares.

Prior to the Closing, you will be instructed to furnish to the Company appropriate documentation indicating the name and address of each person subscribing to this Offering and an executed copy of the transaction documents including the applicable Securities Purchase Agreement and Investor Questionnaire. In the event a subscription is not accepted by the Company (in whole or in part), the rejected subscription amount (without interest and without deduction) will be returned to the subscriber within five (5) business days of rejection, or as soon thereafter as practicable. Subscribers will not have the use of, nor earn interest on, their funds, pending acceptance of their subscription.

ADDITIONAL INFORMATION

During the course of this Offering the Company will make available to all prospective investors and their representatives the opportunity to ask questions of, and receive answers from, the officers and directors of the Company concerning the terms and conditions of the Offering and to obtain any additional information, to the extent the Company possesses such information or can acquire it without unreasonable effort or expense, necessary to verify the accuracy of the information contained in this Memorandum.

This Memorandum contains summaries of various documents and agreements, statutes, rulings, and regulations. Such summaries do not propose to be complete and are qualified in their entirety by reference to the original documents and the statutes, rulings, and regulations described, summarized or otherwise referred to in this Memorandum, as well as by reference to the definitions contained herein which may differ from common usage.