Recipient Name: Memorandum No.

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM
OFFERED TO ACCREDITED INVESTORS ONLY

IdentifySensors Biologics Corp.

Common Stock and Warrants Offering

Offering Price: $4.50 per Share
Minimum Purchase: $499.50
Maximum Offering: 111,111,111 ($50,000,000)
(including shares sold under Regulation A)
No Minimum Offering

This Confidential Private Placement Memorandum ("Memorandum") describes the private offering ("Offering") by IdentifySensors Biologics Corp., a Delaware corporation ("Company") of up to 11,111,111 shares of our common stock ("Shares" or "Common Stock" or "Securities"). The Shares are being offered pursuant to Rule 506(c) of Regulation D promulgated under the Securities Act of 1933, as amended (the "Act") to an unlimited number of "Accredited Investors" only ("Investors"). The Shares are being offered at a per Share price of $4.50 per share ("Offering Price"). The minimum number of Shares that must be purchased per Investor is One Hundred and Eleven (111) Shares ("Minimum Purchase"). The minimum investment per Investor is Four Hundred and Ninety-nine Dollars and Fifty Cents ($499.50) ("Minimum Investment"). The maximum investment by all Investors pursuant to this Offering is Fifty Million Dollars ($50,000,000) ("Maximum Offering"). The Company will also grant and issue to Investors who invest in excess of $100,000 in this Offering three-year warrants to purchase additional Shares at a purchase price of $5.25 (the "Warrants"), see "Securities Being Offered" on page 57 for a detailed description of the Warrants. There is no minimum Offering. All subscription payments received for the Shares will, upon acceptance of the associated subscription, be deposited into the Company's operating bank account and thereafter be immediately available for use by the Company. This Offering will be terminated upon the earlier to occur of: (a) completion of the Maximum Offering; or (b) December 1, 2024, unless earlier terminated or later extended by us.

Concurrently with this Offering, the Company is conducting an offering of Common Stock pursuant to Regulation A of the Act for which information can be found at www.sec.gov (the "Reg A Offering"). No offer or sale under Regulation A is made pursuant to this Memorandum. The maximum aggregate number of Shares offered under the Reg A Offering and this Offering is 11,111,111 Shares. The Shares are being offered hereunder on a "best efforts" basis by the Company's management.

Title of each class of securities to be sold	Amount maximum to be offered	Proposed offering price per share[1]	Proposed maximum aggregate offering price	Commissions and discounts[2]	Estimated Proceeds to Company[3]
Common Stock	11,111,111	$4.50	$50,000,000	$0.00	$44,000,000
Warrants to Purchase Common Stock	3,500,000	$5.25	$18,375,000	$0.00	$18,375,000

The date of this Memorandum is December 1, 2023

This Offering is highly speculative, and these securities involve a high degree of risk and should be considered only by persons who can afford the loss of their entire investment. See "Risk Factors" on page [--].

THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE ACT OR APPLICABLE STATE SECURITIES LAWS, NOR HAS THE SECURITIES AND EXCHANGE COMMISSION ("COMMISSION" OR "SEC") OR ANY STATE REGULATORY AUTHORITY APPROVED THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM OR ENDORSED THE MERITS OF THIS OFFERING AND REPRESENTATION TO THE CONTRARY IS UNLAWFUL. THE SECURITIES ARE OFFERED PURSUANT TO REGISTRATION EXEMPTIONS UNDER THE SECURITIES ACT AND UNDER VARIOUS STATE SECURITIES LAWS AND CERTAIN RULES AND REGULATIONS PROMULGATED THEREUNDER.

THE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE ACT AND APPLICABLE STATE LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. AN INVESTMENT IN THE SECURITIES IS SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK. SEE "RISK FACTORS." EACH INVESTOR MUST BE PREPARED TO BEAR THE ECONOMIC RISK OF THEIR INVESTMENT FOR AN INDEFINITE PERIOD AND BE ABLE TO WITHSTAND THE LOSS OF THEIR ENTIRE INVESTMENT.

For further information about the Offering and this Memorandum, please contact:

IdentifySensors Biologics Corp.
Dr. Gregory Hummer, President
20600 Chagrin Boulevard, Suite 450
Shaker Heights, Ohio 44122
(216) 543-3031
www.identifysensors.com.

INVESTOR INFORMATION

THE SHARES ARE SPECULATIVE SECURITIES. PLEASE READ THIS ENTIRE MEMORANDUM, INCLUDING THE ATTACHED EXHIBITS. THEY CONTAIN INFORMATION YOU SHOULD KNOW BEFORE PURCHASING ANY SECURITIES UNDER THIS OFFERING. IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF OUR COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED, APPROVED OR DISAPPROVED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT PASSED UPON OR CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

INVESTORS MUST MEET CERTAIN QUALIFICATIONS. THE SECURITIES ARE BEING OFFERED ONLY TO "ACCREDITED INVESTORS" AS THAT TERM IS DEFINED IN RULE 501 OF REGULATION D OF THE SECURITIES ACT. WE RESERVE THE RIGHT TO REJECT ANY SUBSCRIPTION IN WHOLE OR IN PART IN OUR SOLE DISCRETION. SEE "SUITABILITY STANDARDS."

THESE SECURITIES ARE BEING OFFERED SUBJECT TO ACCEPTANCE, PRIOR SALE, WITHDRAWAL, CANCELLATION OR MODIFICATION OF THE OFFER AT ANY TIME WITHOUT NOTICE.

THE INFORMATION CONTAINED IN THIS MEMORANDUM IS PROPRIETARY TO US AND IS BEING SUBMITTED TO PROSPECTIVE INVESTORS SOLELY FOR SUCH INVESTORS' USE WITH THE EXPRESS UNDERSTANDING THAT, WITHOUT OUR PRIOR EXPRESS WRITTEN PERMISSION, SUCH PERSONS WILL NOT RELEASE THIS DOCUMENT OR DISCUSS THE INFORMATION CONTAINED HEREIN OR MAKE REPRODUCTIONS OF OR USE THIS MEMORANDUM FOR ANY PURPOSE OTHER THAN EVALUATING A POTENTIAL INVESTMENT IN THE SECURITIES. ANY OFFEREE ACCEPTING DELIVERY OF THIS MEMORANDUM AGREES TO KEEP STRICTLY CONFIDENTIAL THE CONTENTS OF THIS MEMORANDUM AND SUCH OTHER MATERIAL AND TO RETURN THIS MEMORANDUM AND ALL RELATED DOCUMENTS TO US IF THE OFFEREE DOES NOT SUBSCRIBE TO PURCHASE ANY OF THE SECURITIES OFFERED, THE OFFEREE'S SUBSCRIPTION IS NOT ACCEPTED, OR THIS OFFERING IS TERMINATED OR WITHDRAWN.

OFFEREES ARE NOT TO CONSTRUE THE CONTENTS OF THE MEMORANDUM AS LEGAL, BUSINESS, INVESTMENT OR TAX ADVICE. EACH OFFEREE SHOULD CONSULT THEIR OWN LEGAL COUNSEL, ACCOUNTANT AND OTHER ADVISORS AS TO LEGAL, TAX, BUSINESS, OR INVESTMENT ADVICE AND RELATED MATTERS CONCERNING THE INVESTMENT DESCRIBED HEREIN AND ITS SUITABILITY.

THIS MEMORANDUM INCLUDES CERTAIN STATEMENTS, ESTIMATES AND PROJECTIONS OF OUR COMPANY WITH RESPECT TO THE ANTICIPATED FUTURE BUSINESS AND PERFORMANCE OF OUR COMPANY. SUCH STATEMENTS, ESTIMATES AND PROJECTIONS REFLECT VARIOUS ASSUMPTIONS OF MANAGEMENT, WHICH ASSUMPTIONS MAY OR MAY NOT PROVE TO BE CORRECT. CERTAIN INFORMATION PRESENTED IN THIS MEMORANDUM CONSTITUTES "FORWARD-LOOKING STATEMENTS" WITHIN THE MEANING OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995, WHICH CAN BE IDENTIFIED BY THE USE OF FORWARD-LOOKING TERMINOLOGY SUCH AS "MAY," "EXPECT," "BELIEVE," "ANTICIPATE," "ESTIMATE," "PLAN," OR "CONTINUE," OR THE NEGATIVE THEREOF OR OTHER

VARIATIONS THEREON OR COMPARABLE TERMINOLOGY. SUCH FORWARD-LOOKING STATEMENTS REPRESENT THE SUBJECTIVE VIEWS OF OUR MANAGEMENT AND MANAGEMENT'S CURRENT ESTIMATES OF FUTURE PERFORMANCE ARE BASED ON ASSUMPTIONS WHICH MANAGEMENT BELIEVES ARE REASONABLE BUT WHICH MAY OR MAY NOT PROVE TO BE CORRECT. THERE CAN BE NO ASSURANCE THAT MANAGEMENT'S VIEWS ARE ACCURATE OR THAT MANAGEMENT'S ESTIMATES WILL BE REALIZED, AND NOTHING CONTAINED HEREIN IS OR SHOULD BE RELIED ON AS A PROMISE AS TO OUR FUTURE PERFORMANCE OR CONDITION. INDUSTRY EXPERTS MAY DISAGREE WITH THESE ASSUMPTIONS AND WITH MANAGEMENT'S VIEW OF OUR MARKET AND PROSPECTS.

PRIOR TO MAKING AN INVESTMENT DECISION RESPECTING THE SECURITIES OFFERED HEREBY, A PROSPECTIVE INVESTOR SHOULD CAREFULLY REVIEW AND CONSIDER THE CONTENTS OF THE ENTIRE MEMORANDUM AND THE DOCUMENTS TO WHICH WE HAVE REFERRED YOU. PROSPECTIVE INVESTORS ARE URGED TO MAKE ARRANGEMENTS WITH US TO INSPECT ANY DOCUMENT REFERRED TO IN THIS MEMORANDUM AND OTHER DATA RELATING TO THIS OFFERING. OUR MANAGEMENT IS AVAILABLE TO DISCUSS WITH PROSPECTIVE INVESTORS ANY MATTER SET FORTH IN THIS MEMORANDUM OR ANY OTHER MATTER RELATING TO THE SECURITIES OFFERED HEREBY IN ORDER THAT PROSPECTIVE INVESTORS AND THEIR REPRESENTATIVES MAY HAVE AVAILABLE TO THEM ALL INFORMATION, FINANCIAL AND OTHERWISE, RELATING TO THIS INVESTMENT. WE UNDERTAKE: (1) TO MAKE AVAILABLE TO EVERY OFFEREE AND ITS REPRESENTATIVES, DURING THE COURSE OF THIS TRANSACTION AND PRIOR TO THE SALE, ANY REASONABLY AVAILABLE INFORMATION REQUESTED BY THEM REGARDING US OR OUR MANAGEMENT; (2) TO GIVE EACH INVESTOR THE OPPORTUNITY TO ASK QUESTIONS OF AND RECEIVE ANSWERS FROM US CONCERNING ALL TERMS AND CONDITIONS OF THIS OFFERING; AND (3) TO OBTAIN ANY ADDITIONAL INFORMATION NECESSARY TO VERIFY THE ACCURACY OF INFORMATION MADE AVAILABLE HEREIN.

NO PERSON HAS BEEN AUTHORIZED IN CONNECTION WITH THIS OFFERING TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS MEMORANDUM, EXCEPT AS IS MADE AVAILABLE BY US PURSUANT TO THE ABOVE UNDERTAKINGS. OUR ADVERTISEMENTS ARE NOT PART OF THE MEMORANDUM. NO OFFERING LITERATURE OR ADVERTISING IN ANY FORM IS AUTHORIZED FOR USE IN CONNECTION WITH THIS OFFERING EXCEPT FOR THIS MEMORANDUM, THE EXHIBITS ATTACHED HERETO, AND ANY AMENDMENTS HERETO. ONLY THOSE REPRESENTATIONS SET FORTH IN THIS MEMORANDUM MAY BE RELIED UPON IN CONNECTION WITH THIS OFFERING.

EXCEPT AS OTHERWISE INDICATED, THIS MEMORANDUM SPEAKS AS OF THE DATE HEREOF. NEITHER THE DELIVERY OF THIS MEMORANDUM NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN OUR AFFAIRS AFTER THE DATE HEREOF. THE SUMMARIES OF THE EXHIBITS TO THIS MEMORANDUM ARE QUALIFIED IN ALL RESPECTS BY A REFERENCE TO THE EXHIBITS THEMSELVES.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY THE SECURITIES IN ANY STATE OR OTHER

JURISDICTION OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION.

INVESTOR SUITABILITY REQUIREMENTS

THE OFFER AND SALE OF THE SHARES IS BEING MADE IN RELIANCE ON AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE ACT AND STATE SECURITIES LAWS. THE COMPANY RESERVES THE RIGHT, IN ITS SOLE DISCRETION, TO ACCEPT OR REJECT A SUBSCRIPTION FROM ANY PROSPECTIVE INVESTOR. ONLY ACCREDITED INVESTORS (AS DESCRIBED BELOW) MAY PURCHASE SHARES.

INVESTMENT IN THE SHARES INVOLVES A HIGH DEGREE OF RISK AND IS SUITABLE ONLY FOR PERSONS OF SUBSTANTIAL FINANCIAL MEANS WHO HAVE NO NEED FOR LIQUIDITY IN THIS INVESTMENT. THE SHARES WILL BE SOLD ONLY TO PERSONS OR ENTITIES WHO (1) PURCHASE A MINIMUM OF 111 SHARES FOR A PURCHASE PRICE OF $499.50, AND (2) REPRESENT IN WRITING AND OTHERWISE ESTABLISH TO THE REASONABLE SATISFACTION OF THE COMPANY THAT THEY SATISFY THE INVESTOR SUITABILITY REQUIREMENTS ESTABLISHED BY THE COMPANY AND AS MAY BE REQUIRED UNDER FEDERAL OR STATE LAW. THE COMPANY RETAINS THE RIGHT IN ITS SOLE DISCRETION TO WAIVE THE MINIMUM PURCHASE REQUIREMENT.

EACH PROSPECTIVE INVESTOR MUST REPRESENT IN WRITING THAT HE OR SHE SATISFIES ALL OF THE FOLLOWING REQUIREMENTS:

(A) HE OR SHE IS A SOPHISTICATED AND EXPERIENCED INVESTOR.

(B) HE OR SHE HAS RECEIVED, READ AND FULLY UNDERSTANDS THIS MEMORANDUM. THE INVESTOR IS BASING ITS DECISION TO INVEST ONLY ON THIS MEMORANDUM AND ITS OWN DUE DILIGENCE. THE INVESTOR HAS RELIED ONLY ON SUCH INFORMATION AND HAS NOT RELIED ON ANY REPRESENTATION MADE BY ANY OTHER PERSON.

(C) HE OR SHE UNDERSTANDS THAT AN INVESTMENT IN THE SHARES INVOLVES SUBSTANTIAL RISKS, AND HE IS FULLY COGNIZANT OF, AND UNDERSTANDS ALL OF THE RISK FACTORS RELATING TO, AN INVESTMENT IN THE SHARES, INCLUDING, WITHOUT LIMITATION, THOSE RISKS SET FORTH BELOW IN THE SECTION TITLED "RISK FACTORS."

(D) THE INVESTOR'S OVERALL COMMITMENT TO INVESTMENTS THAT ARE NOT READILY MARKETABLE IS NOT DISPROPORTIONATE TO HIS INDIVIDUAL NET WORTH, AND HIS INVESTMENT IN THE SHARES WILL NOT CAUSE SUCH OVERALL COMMITMENT TO BECOME EXCESSIVE.

(E) THE INVESTOR HAS ADEQUATE MEANS OF PROVIDING FOR HIS OR HER FINANCIAL NEEDS, BOTH CURRENT AND ANTICIPATED, AND HAS NO NEED FOR LIQUIDITY WITH RESPECT TO THIS INVESTMENT IN THE SHARES.

(F) THE INVESTOR CAN BEAR, AND IS WILLING TO ACCEPT, THE ECONOMIC RISK OF LOSING THE ENTIRE INVESTMENT IN THE SHARES.

(G) THE INVESTOR IS ACQUIRING THE SHARES FOR ITS OWN ACCOUNT AND FOR INVESTMENT PURPOSES ONLY AND HAS NO PRESENT INTENTION, AGREEMENT OR ARRANGEMENT FOR THE DISTRIBUTION, TRANSFER, ASSIGNMENT, RESALE OR SUBDIVISION OF THE SHARES.

(H) THE INVESTOR IS AN ACCREDITED INVESTOR (AS DEFINED IN RULE 501 OF REGULATION D UNDER THE SECURITIES ACT AND AS DESCRIBED BELOW).

IN ADDITION TO CERTAIN INSTITUTIONAL ENTITIES, A PERSON OR ENTITY THAT SATISFIES ONE OF THE FOLLOWING TESTS WILL QUALIFY AS AN ACCREDITED INVESTOR:

(1) THE INVESTOR IS A NATURAL PERSON WHO HAD INDIVIDUAL INCOME IN EXCESS OF $200,000 IN EACH OF THE TWO MOST RECENT YEARS, OR JOINT INCOME WITH THAT PERSON'S SPOUSE OR SPOUSAL EQUIVALENT (AS DEFINED IN RULE 501(J) UNDER THE SECURITIES ACT) ("SPOUSAL EQUIVALENT") IN EXCESS OF $300,000 IN EACH OF THOSE YEARS, AND HAS A REASONABLE EXPECTATION OF REACHING AN EQUAL OF GREATER INCOME LEVEL IN THE CURRENT YEAR; OR

(2) THE INVESTOR HOLDS ONE OR MORE OF THE FOLLOWING CERTIFICATIONS, DESIGNATIONS, CREDENTIALS AND/OR LICENSES IN GOOD STANDING: THE GENERAL SECURITIES REPRESENTATIVE LICENSE (SERIES 7), THE PRIVATE SECURITIES OFFERINGS REPRESENTATIVE LICENSE (SERIES 82), AND/OR THE INVESTMENT ADVISER REPRESENTATIVE LICENSE (SERIES 65); OR

(3) THE INVESTOR IS A NATURAL PERSON WHOSE INDIVIDUAL NET WORTH, OR JOINT NET WORTH WITH THAT PERSON'S SPOUSE OR SPOUSAL EQUIVALENT, EXCEEDS $1,000,000 AT THE TIME OF PURCHASE OF THE SHARES, EXCLUDING THE VALUE OF HIS OR HER PERSONAL RESIDENCE (BUT COUNTING ANY DEBT INCURRED WITHIN 90 DAYS PRIOR TO THE DATE OF THE INVESTMENT); OR

(4) THE INVESTOR IS AN ENTITY IN WHICH ALL OF THE EQUITY OWNERS ARE ACCREDITED INVESTORS AS DEFINED IN SUBPARAGRAPH (1) ABOVE; OR

(5) THE INVESTOR IS A CORPORATION, MASSACHUSETTS OR SIMILAR BUSINESS TRUST, LIMITED LIABILITY COMPANY OR PARTNERSHIP WITH TOTAL ASSETS IN EXCESS OF $5,000,000, NOT FORMED FOR THE SPECIFIC PURPOSE OF ACQUIRING THE SHARES; OR

(6) THE INVESTOR IS A TRUST WITH TOTAL ASSETS IN EXCESS OF $5,000,000, NOT FORMED FOR THE SPECIFIC PURPOSE OF ACQUIRING THE SHARES, WHOSE PURCHASE IS DIRECTED BY A "SOPHISTICATED PERSON" AS DEFINED IN RULE 506(B)(2)(II) OF REGULATION D UNDER THE SECURITIES ACT; OR

(7) THE INVESTOR IS A "FAMILY OFFICE" WITH AT LEAST $5 MILLION IN ASSETS UNDER MANAGEMENT AND THEIR "FAMILY CLIENTS," AS EACH TERM IS DEFINED UNDER THE INVESTMENT ADVISERS ACT; OR

(8) THE INVESTOR IS AN ENTITY, INCLUDING INDIAN TRIBES, GOVERNMENTAL BODIES, FUNDS, AND ENTITIES ORGANIZED UNDER THE LAWS OF FOREIGN COUNTRIES, THAT OWN "INVESTMENTS," AS DEFINED IN RULE 2A51-1(B) UNDER THE INVESTMENT COMPANY ACT, IN EXCESS OF $5 MILLION AND THAT WAS NOT FORMED FOR THE SPECIFIC PURPOSE OF INVESTING IN THE SHARES.

FOR PURPOSES OF CALCULATING AN INVESTOR'S NET WORTH, "NET WORTH" IS DEFINED AS THE DIFFERENCE BETWEEN THE INVESTOR'S TOTAL ASSETS AND TOTAL LIABILITIES, EXCLUDING THE INVESTOR'S PRIMARY RESIDENCE AS AN ASSET AMONG THE INVESTOR'S TOTAL ASSETS AND EXCLUDING INDEBTEDNESS SECURED BY THE INVESTOR'S PRIMARY RESIDENCE UP TO THE ESTIMATED FAIR MARKET VALUE OF THE INVESTOR'S PRIMARY RESIDENCE FROM THE INVESTOR'S TOTAL LIABILITIES (EXCEPT THAT, IF THE AMOUNT OF SUCH INDEBTEDNESS OUTSTANDING AT THE TIME OF SALE OF THE SHARES TO THE INVESTOR HEREUNDER EXCEEDS THE AMOUNT OUTSTANDING SIXTY (60) DAYS BEFORE SUCH TIME, OTHER THAN AS A RESULT OF THE ACQUISITION OF THE INVESTOR'S PRIMARY RESIDENCE, THEN THE AMOUNT OF SUCH EXCESS SHALL BE INCLUDED AS A LIABILITY AMONG THE INVESTOR'S TOTAL LIABILITIES), BUT INCLUDING AS A LIABILITY AMONG THE INVESTOR'S TOTAL LIABILITIES INDEBTEDNESS THAT IS SECURED BY THE INVESTOR'S PRIMARY RESIDENCE IN EXCESS OF THE ESTIMATED FAIR MARKET VALUE OF THE INVESTOR'S PRIMARY RESIDENCE AT THE TIME OF SALE OF THE SHARES TO THE INVESTOR HEREUNDER. IN THE CASE OF FIDUCIARY ACCOUNTS, THE NET WORTH AND/OR INCOME SUITABILITY REQUIREMENTS MUST BE SATISFIED BY THE BENEFICIARY OF THE ACCOUNT OR BY THE FIDUCIARY IF THE FIDUCIARY DIRECTLY OR INDIRECTLY PROVIDES FUNDS FOR THE PURCHASE OF THE SHARES.

REPRESENTATIONS WITH RESPECT TO THE FOREGOING AND CERTAIN OTHER MATTERS WILL BE MADE BY EACH INVESTOR IN THE SUBSCRIPTION AGREEMENT FOR THE SHARES ATTACHED HERETO AS EXHIBIT A (THE "SUBSCRIPTION AGREEMENT").

VERIFICATION OF ACCREDITED INVESTOR STATUS

EACH INVESTOR, IN ADDITION TO COMPLETING THE SUBSCRIPTION AGREEMENT, MUST ALSO PROVIDE TO THE COMPANY INDEPENDENT VERIFICATION THAT SUCH INVESTOR FULFILLS THE REQUIREMENTS TO BE AN ACCREDITED INVESTOR UNDER RULE 501 OF REGULATION D PROMULGATED BY THE SEC. SUCH INDEPENDENT VERIFICATION MUST BE PROVEN BY ONE OF THE FOLLOWING METHODS:

A. COPIES OF TAX RETURNS OR W-2S FOR THE TWO MOST RECENTLY COMPLETED YEARS DEMONSTRATING THAT YOU FULFILL THE INCOME REQUIREMENTS; OR

B. COPIES OF BANK STATEMENTS OR BROKERAGE STATEMENTS DEMONSTRATING THAT YOU FULFILL THE NET WORTH REQUIREMENTS; OR

C. A LETTER OF VERIFICATION FROM YOUR ATTORNEY OR ACCOUNTANT (IN A FORM ACCEPTABLE TO THE COMPANY) CERTIFYING THAT YOU ARE AN ACCREDITED INVESTOR.

IF YOU DO NOT SATISFY THE REQUIREMENTS DESCRIBED ABOVE, DO NOT READ FURTHER AND IMMEDIATELY RETURN THIS MEMORANDUM TO THE COMPANY. IN THE EVENT THAT YOU DO NOT SATISFY SUCH REQUIREMENTS, THIS MEMORANDUM WILL NOT CONSTITUTE AN OFFER TO SELL SECURITIES TO YOU.

THE SHARES MAY NOT BE SUITABLE FOR A QUALIFIED PLAN, AN IRA OR OTHER TAX-EXEMPT ENTITY. SEE "INVESTMENT BY QUALIFIED PLANS AND INDIVIDUAL RETIREMENT ACCOUNTS."

THE INVESTOR SUITABILITY REQUIREMENTS STATED ABOVE REPRESENT MINIMUM SUITABILITY REQUIREMENTS, AS ESTABLISHED BY THE COMPANY, FOR PROSPECTIVE INVESTORS IN THE SHARES. HOWEVER, SATISFACTION OF THESE REQUIREMENTS BY ANY SUCH PERSON OR ENTITY WILL NOT NECESSARILY MEAN THAT THE SHARES ARE A SUITABLE INVESTMENT FOR SUCH PERSON OR ENTITY OR THAT THE COMPANY WILL ACCEPT SUCH PERSON OR ENTITY AS AN INVESTOR. FURTHERMORE, THE COMPANY, AS APPROPRIATE, MAY MODIFY SUCH REQUIREMENTS IN ITS SOLE DISCRETION, AND SUCH MODIFICATION MAY RAISE THE SUITABILITY REQUIREMENTS FOR PROSPECTIVE INVESTORS.

THE WRITTEN REPRESENTATIONS MADE (AND SUPPORTING DOCUMENTATION SUBMITTED) BY PROSPECTIVE INVESTORS WILL BE REVIEWED TO DETERMINE THE SUITABILITY OF EACH SUCH PERSON OR ENTITY. THE COMPANY WILL HAVE THE RIGHT, IN ITS SOLE DISCRETION, TO REFUSE AN OFFER TO PURCHASE THE SHARES IF THE COMPANY BELIEVES THAT SUCH PERSON OR ENTITY DOES NOT SATISFY THE APPLICABLE INVESTOR SUITABILITY REQUIREMENTS OR THAT THE SHARES OTHERWISE CONSTITUTE AN UNSUITABLE INVESTMENT FOR SUCH PERSON OR ENTITY, FOR ANY OTHER REASON, OR FOR NO REASON.

HOW TO PURCHASE

THE SHARES MAY ONLY BE PURCHASED BY ACCREDITED INVESTORS AS DESCRIBED ABOVE IN "INVESTOR SUITABILITY REQUIREMENTS." PROSPECTIVE INVESTORS WHO WOULD LIKE TO PURCHASE SHARES MUST (I) READ CAREFULLY THIS MEMORANDUM, (II) COMPLETE, SIGN AND DELIVER THE SUBSCRIPTION AGREEMENT FOR THE SHARES (AND MUST SUBMIT SUPPORTING DOCUMENTATION AS MAY BE REQUIRED THEREBY) AND (III) MUST TENDER A CHECK OR WIRE FUNDS IN THE AMOUNT OF THE PURCHASE PRICE PAYABLE FOR THE SHARES TO THE ORDER OF "IDENTIFYSENSORS BIOLOGICS CORP." UPON ACCEPTANCE BY THE COMPANY OF THE PROSPECTIVE INVESTOR'S SUBSCRIPTION, THE COMPANY MAY CIRCULATE VARIOUS ADDITIONAL DOCUMENTS TO THE PROSPECTIVE INVESTOR TO BE SIGNED AND RETURNED.

PROSPECTIVE INVESTORS WHOSE SUBSCRIPTIONS ARE ACCEPTED BY THE COMPANY MUST REMIT THE ENTIRE PURCHASE PRICE FOR THEIR SHARES BY WIRING FUNDS TO THE COMPANY OR BY DELIVERING A CHECK FOR THE PURCHASE PRICE MADE PAYABLE TO THE ORDER OF THE COMPANY NOT LESS THAN FIVE (5) BUSINESS DAYS BEFORE CLOSING THE ACQUISITION OF SUCH PROSPECTIVE INVESTOR'S SHARES.

WIRE TRANSFERS MAY BE SENT TO THE COMPANY AT:

BANK:
ABA:
BENEFICIARY: IDENTIFYSENSORS BIOLOGICS CORP.
ACCOUNT NO.:

UNLESS OTHERWISE DIRECTED BY THE COMPANY, ALL DOCUMENTS AND CHECKS SHOULD BE DELIVERED TO:

Identifysensors Biologics Corp.
20600 Chagrin Boulevard, Suite 450
Shaker Heights, Ohio 44122
Attn: Dr. Gregory Hummer, Chief Executive Officer

UPON RECEIPT OF THE SIGNED SUBSCRIPTION AGREEMENT AND PURCHASE FUNDS AND VERIFICATION OF THE PROSPECTIVE INVESTOR'S INVESTMENT QUALIFICATION, THE COMPANY, IN ITS SOLE DISCRETION, WILL DECIDE WHETHER OR NOT TO ACCEPT THE PROSPECTIVE INVESTOR'S SUBSCRIPTION. UPON THE COMPANY'S ACCEPTANCE OF A SUBSCRIPTION, THE COMPANY WILL SO NOTIFY THE PROSPECTIVE INVESTOR.

IF A PROSPECTIVE INVESTOR'S SUBSCRIPTION AGREEMENT IS NOT ACCEPTED BY THE COMPANY, THEN ALL FUNDS RECEIVED FROM SUCH PROSPECTIVE INVESTOR WILL BE RETURNED BY THE COMPANY TO SUCH PROSPECTIVE INVESTOR IN FULL WITHOUT OFFSET AND WITHOUT INTEREST THEREON PURSUANT TO THE TERMS OF THE SUBSCRIPTION AGREEMENT.

EACH RECIPIENT OF THIS MEMORANDUM IS ENCOURAGED TO TAKE THE OPPORTUNITY TO ASK QUESTIONS CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING. ANY COMMUNICATIONS OR INQUIRIES RELATING TO THIS MEMORANDUM SHOULD BE REFERRED TO US AS FOLLOWS:

IdentifySensors Biologics Corp.
Dr. Gregory Hummer, President
20600 Chagrin Boulevard, Suite 450
Shaker Heights, Ohio 44122
(216) 543-3031
www.identifysensors.com.

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SUMMARY OF THE OFFERING

This summary of certain provisions of this Memorandum is intended only for convenient reference. It is not intended to be complete and is qualified in its entirety by the more detailed information about us and the Securities being sold in this Offering contained elsewhere in the Memorandum and in the Exhibits hereto. Because this is a summary only, each Investor should read this entire Memorandum carefully, including the discussion of the material risks of investing in the Securities in "Risk Factors." Upon acceptance of an Investor's subscription, the Investor shall then become a "Stockholder" of us. Unless otherwise noted, the "Company," "we," "us," and "our" as used in this Memorandum, refers to IdentifySensors Biologics Corp., a Delaware corporation, unless the context indicates otherwise.

The Company:	IdentifySensors Biologics Corp. was incorporated under the laws of the state of Delaware on June 11, 2020.
Securities Offered:	This is Offering relates to the sale of up to 11,111,111 Shares of Common Stock, to an unlimited number of investors who qualify as "Accredited Investors," as such term is defined under Regulation D adopted under the Act. See "Suitability Standards." The Company will also issue to Investors participating in this Offering who invest in excess of $100,00 three-year warrants to purchase additional Shares at a purchase price of $5.25.
Securities Outstanding:	We currently have 47,235,981 Shares of Common Stock issued and outstanding. If the Maximum Offering is completed, we will have [58,347,092] Shares of Common Stock issued and outstanding. See "Description of Securities."
Plan of Distribution:	We are offering the Shares through our management on a "best-efforts" basis. All new investor subscription proceeds will be deposited directly into the Company's operating account. We may conduct multiple closings ("Interim Closings") up to the Maximum Offering, at which time a final closing will be held (the "Final Closing"). The Offering will be open through the earlier of completion of the Maximum Offering or December [--], 2024, unless earlier terminated or later extended at our sole discretion. See "Plan of Distribution."
Investor Suitability:	This Offering will be made pursuant to exemptions from registration provided by Rule 506(c) of Regulation D and Section 4(a)(2) of the Act, and exemptions available under applicable state securities laws and regulations. Persons desiring to invest in the Shares will be required to make certain representations and warranties regarding their financial condition and accredited investor status in the Subscription Agreement. We reserve the right to reject any subscription in whole or in part in our sole discretion. See "Investor Suitability Standards."
Subscriptions:	Investors who wish to subscribe for the Shares may do so by executing the Subscription Agreement and delivering to us the completed materials, any supporting documentation required by the Company to verify the Investor's accredited investor status, and payment for the Shares. A subscription may not be considered for acceptance unless it is completely filled out and properly executed and is accompanied by payment in full for the Shares which are being purchased. Subscriptions accompanied by payment in the form of a personal check, if accepted, will be so accepted conditioned upon and subject to clearance of the check and the Shares will not be delivered until the check clears. Investors will have no right to demand return of subscription proceeds which have been tendered to us and are awaiting our acceptance or rejection. Funds accompanying any subscription we reject will be promptly returned to the Investor without interest thereon or deduction therefrom.

	THE SUBSCRIPTION AGREEMENT INCLUDES CERTAIN REPRESENTATIONS AND WARRANTIES OF THE INVESTOR ON WHICH WE WILL RELY IN DETERMINING WHETHER TO ACCEPT THE SUBSCRIPTION. THE MATERIAL INACCURACY OF ANY SUCH REPRESENTATION OR WARRANTY, AS IT APPLIES TO ANY INVESTOR, COULD RESULT IN LEGAL LIABILITY TO THAT INVESTOR. PROSPECTIVE INVESTORS ARE URGED TO READ THE SUBSCRIPTION AGREEMENT CAREFULLY AND TO DISCUSS THE SUBSCRIPTION AGREEMENT, THIS MEMORANDUM AND THEIR PROPOSED INVESTMENT IN THE SHARES WITH THEIR LEGAL AND FINANCIAL ADVISORS.
Use of Proceeds:	Proceeds from this Offering will be used as set forth in this Memorandum under "Estimated Uses of Proceeds." We reserve the right to reallocate portions of the net proceeds reserved for one category to another, or to add additional categories, and we will have broad discretion in doing so.
Limitation on Transfer:	There is no public market for the Shares offered herein. These Shares are restricted securities.
Risk Factors:	The Shares offered hereby are a speculative investment, involving a high degree of risk, including the loss of the entire investment. See "Risk Factors."
Financial Statements:	Audited financial statements for the year ended June 20, 2023 are included in the Offering Statement of the Company on Form 1-A/A filed with the SEC on November 22, 2023, and available at www.sec.gov.

ABOUT THIS MEMORANDUM

The Memorandum includes exhibits that provide more detailed descriptions of the matters discussed in this Memorandum. You should rely only on the information contained or referred to in this Memorandum and its exhibits. The Company has not authorized any person to provide you with any information different from that contained in this Memorandum. The information contained in this Memorandum is complete and accurate only as of the date of this Memorandum, regardless of the time of delivery of this Memorandum or sale of our Common Stock. This Memorandum contains summaries of certain other documents, but reference is hereby made to the full text of the actual documents for complete information concerning the rights and obligations of the parties thereto. All documents relating to this Offering, and related documents and agreements, if readily available to us, will be made available to a prospective investor or its representatives upon request.

TAX CONSIDERATIONS

No information contained herein, nor in any prior, contemporaneous, or subsequent communication should be construed by a prospective investor as legal or tax advice. We are not providing any tax advice as to the acquisition, holding or disposition of the Securities offered herein. In making an investment decision, investors are strongly encouraged to consult their own tax advisor to determine the U.S. Federal, state and any applicable foreign tax consequences relating to their investment in our Securities. This written communication is not intended to be "written advice," as defined in Circular 230 published by the U.S. Treasury Department.

RISK FACTORS

The purchase of the Company's Shares involves substantial risks. You should carefully consider the following risk factors in addition to any other risks associated with this investment. The Shares offered by the Company constitute a highly speculative investment and you should be in an economic position to lose your entire investment. The risks listed do not necessarily comprise all those associated with an investment in the Shares and are not set out in any particular order of priority. Additional risks and uncertainties may also have an adverse effect on the Company's business and your investment in the Shares. An investment in the Company may not be suitable for all recipients of this Memorandum. You are advised to consult an independent professional adviser or attorney who specializes in investments of this kind before making any decision to invest. You should consider carefully whether an investment in the Company is suitable in the light of your personal circumstances and the financial resources available to you.

The discussions and information in this Memorandum may contain both historical and forward-looking statements. To the extent that the Memorandum contains forward-looking statements regarding the financial condition, operating results, business prospects, or any other aspect of the Company's business, please be advised that the Company's actual financial condition, operating results, and business performance may differ materially from that projected or estimated by the Company in forward-looking statements. The Company has attempted to identify, in context, certain factors it currently believes may cause future experience and actual results to differ from the Company's current expectations.

Before investing, you should carefully read and consider the following risk factors:

Risks related to the Company's business and industry.

The Company's success depends on the viability of the Company's business model, which is unproven and may be unfeasible.

Our revenue and income potential are unproven, and our business model based on pathogens tests performed at home or at the point of care is relatively new. Our business model is based on a variety of assumptions relating to the Company's ability to develop and commercialize a testing platform that can be provided at home or at the point of care and returns accurate diagnostic results within minutes. These assumptions may not reflect the business and market conditions that we actually face. As a result, our operating results could differ materially from those projected under the Company's business model, and our business model may prove to be unprofitable.

The Company's technology is under development and is subject to all the risks related thereto.

Our ability to timely develop, manufacture and market our products is essential to our success. Current development and manufacturing schedules may be delayed by such factors as technological or labor difficulties and changes in both the needs and demands of customers and government policy or regulation. The costs of development could exceed our estimates which would require additional capital. Any delay in the development, manufacture or delivery of our products could result in the Company attempting to market its products at a time when cost and performance characteristics are not competitive with adverse consequences to the Company. Accordingly, there can be no assurance that we will be able to successfully develop, manufacture and market our products.

The Company may not successfully achieve its innovation goals, or develop and introduce new products, which could adversely impact our financial condition and results of operations.

Our future performance and growth depend on innovation and our ability to successfully develop or license capabilities to introduce new products, brands, line extensions and product innovations or enter into or expand into adjacent product categories, sales channels or markets. Our ability to quickly innovate in order to adapt our products to meet changing consumer demands is essential, especially in light of e-commerce significantly reducing the barriers for small competitors to quickly introduce new brands and products directly to consumers. This risk is further heightened by the continued evolution of consumer needs, habits and preferences as a result of shifts in US demographics, reflecting various factors including cultural and socioeconomic changes.

We cannot be certain that we will successfully achieve our innovation goals. The development and introduction of new products require substantial and effective research and development and demand creation expenditures, which we may be unable to recoup if such new products do not gain widespread market acceptance. In addition, effective and integrated

systems are required for us to gather and use consumer data and information to successfully market our products. New product development and marketing efforts, including efforts to enter markets or product categories in which we have limited or no prior experience, have inherent risks. These risks include product development or launch delays, which could result in our products not being first to market and the failure of new products, brands and line extensions to achieve anticipated levels of market acceptance. If product introductions or new or expanded adjacencies are not successful, costs associated with these efforts may not be fully recouped and our net earnings could be adversely affected. In addition, if sales generated by new products cause a decline in sales of our existing products, our business, financial condition and results of operations could be materially adversely affected.

The Company's lack of operating history creates substantial uncertainty about future results.

We have no operating history or operations on which to base expectations regarding the Company's future results and performance. Further, the Company, as a recently formed enterprise, is subject to financial, funding, managerial and other types of risks associated with recently formed entities. In order to succeed, we must do most, if not all, of the following:

- raise equity or debt financing to have sufficient funds to complete development, FDA approval and commercialization;
- identify and establish relationships with customers;
- attract, integrate, retain and motivate qualified management and sales personnel;
- successfully execute our business strategies;
- respond appropriately and timely to competitive developments; and
- develop, enhance, promote and carefully manage our corporate identity.

The Company's business will suffer if we are unable to accomplish these and other important business objectives.

Failure to implement the Company's business strategy could adversely affect the Company's operations.

The Company's financial position, liquidity and results of operations depend on its management's ability to execute its business strategy. Key factors involved in the execution of the business strategy include:

- completing technology development and successfully manufacturing our products;
- successfully anticipating customer needs and requirements;
- continued development and improvement of our technology; and
- continued access to significant funding and liquidity sources.

The Company's failure or inability to execute any element of the Company's business strategy could materially adversely affect the Company's financial position, liquidity and results of operations.

We may have very limited capitalization and depend upon the success of this Offering to finance our business plan.

We have limited financial resources and depend upon the success of this Offering to complete development, scale manufacturing, obtain FDA approval and commence the commercialization of our products and our other long-term objectives. The Company may never achieve profitability and its ability to raise additional funds will be subject to, among other things, factors beyond the control of the Company and its directors, including cyclical factors affecting the economy generally. We can give no assurance that future funds can be raised on favorable terms, if at all.

Loss of, or inability to attract, key personnel could adversely impact our business.

Our success depends, in part, on our ability to retain key personnel, including our executive officers and research personnel, including Dr. Gregory Hummer, and other key employees and consultants. The unexpected loss of one or more of our key employees could disrupt our business. Our success also depends, in part, on our continuing ability to

identify, hire, develop, and retain other highly qualified personnel, specifically in our research and development department, quality management and regulatory department, and marketing and sales department. In addition, our employees may be targeted and recruited by other companies. As we grow and expand into new categories of products or markets, we will also require personnel with relevant training and experience in such categories or markets. We may not be able to attract or retain qualified personnel in the future, and our failure to do so or the compensation costs of doing so could adversely affect us.

Our industry is subject to rapid change.

Important factors that may cause the Company's revenues, operating results and cash flows to fluctuate include:

- the Company's ability to develop and modify its sensors, it's intellectual property and technology platform;
- general economic conditions, which may adversely affect performance;
- changes in terms of contracts, whether initiated by us or because of competition;
- the amount and timing of operating costs and capital expenditures related to the operations and expansion of the Company's business;
- expenses related to significant, unusual or discrete events;
- extraordinary expenses such as litigation or other dispute-related settlement payments;
- income tax effects, including the impact of changes in U.S. federal and state tax laws;
- technical difficulties or interruptions to the Company's research and development or marketing efforts;
- evolving regulations of our anticipated products and services; and
- regulatory compliance costs.

Many of these factors are outside of the Company's control, and the occurrence of one or more of them might cause the value of any investment in our Common Stock to be substantially impaired or completely eroded.

The Company may not be able to effectively protect its licensed intellectual property, which could impair the Company's ability to compete effectively.

We license our intellectual property from IdentifySensors Fresh Food Enterprises, LLC (ISFFE), which has an obligation to protect and defend the intellectual property against infringers or claims of infringement. ISFFE licenses the intellectual property form IdentifySensors, LLC which also has an obligation to defend against infringers. However, both ISFFE and IdentifySensors, LLC have limited resources. No assurances can be given that the intellectual property that we use (i) will not infringe upon the intellectual property rights of others or (ii) that the patent and pending patent applications are valid or that they will be enforceable.

Our ability to compete effectively depends in part on developing and maintaining the proprietary aspects of our products. The Company cannot be sure that the granted or pending patents or trademarks will be approved or will provide the competitive advantages for the Company's products and services that it anticipates. We also cannot assure that any patents or trademarks, if obtained, will not be successfully challenged, invalidated or circumvented in the future. In addition, no assurance can be given that competitors, many of which have substantial resources, have not already applied for, or obtained, or will not seek to apply for and obtain, patents or trademarks that will prevent, limit or interfere with our ability to make, use and sell our products and services either in the United States or in international markets. Patent applications are maintained in secrecy for a period after filing. The Company may not be aware of all of the patents and patent applications potentially adverse to its interests.

The Company also relies on trade secrets and proprietary know-how, which the Company seeks to protect, in part, through confidentiality and proprietary information agreements. We require our employees and key consultants to execute confidentiality agreements upon the commencement of employment or a consulting relationship with the Company. No assurance can be given that employees or consultants will not breach these agreements, that the Company

will have adequate remedies for any breach or that the Company's trade secrets will not otherwise become known to or be independently developed by competitors.

The Company may in the future become subject to patent and/or trademark litigation, which would be costly to defend and could invalidate the Company's patents and/or trademarks.

No assurance can be given that the Company will not become subject to, whether within or outside of the United States, patent and/or trademark infringement claims or litigation or interference proceedings declared by the USPTO to determine the priority of inventions. Defending and prosecuting intellectual property suits, USPTO interference proceedings and related legal and administrative proceedings are costly and time-consuming. IdentifySensors is obligated to pay all such costs, but there can be no assurance that IdentifySensors will have the capital or funding available to bear such costs.

Litigation may be necessary to enforce the Company's patents, if any, or trademarks, to protect its trade secrets or know-how or to determine the enforceability, scope and validity of the proprietary rights of others. Any litigation or interference proceedings will be costly and will result in significant diversion of effort by technical and management personnel. An adverse determination in any of the litigation or interference proceedings to which the Company may become a party could subject the Company to significant liabilities to third parties, which ISFFE and IdentifySensors is obligated to pay. However, if the Company's license is disputed by third parties, the Company may be required to cease using such technology, which would have a material adverse effect on the Company's business, financial condition, results of operations, and future growth prospects.

We face intense competition in the marketplace which could lead to reduced net sales, net earnings, and cash flow.

We face intense competition from other diagnostic and testing product companies in the U.S. Most of our products are expected to compete with other consolidated and widely advertised, promoted, and merchandised brands within each product category. We also face competition from retailers, including club stores, grocery stores, drugstores, dollar stores, mass merchandisers, e-commerce retailers, and subscription services, which are increasingly offering "private label" or store brands that are typically sold at lower prices and may compete with our products as substitutive products. Increased purchases of "private label" products in an economic downturn could reduce net sales of our products, which would negatively impact our business.

Our retail products are expected to compete on the basis of product performance, brand recognition, and price. Advertising, promotion, merchandising and packaging also have significant impacts on consumer purchasing decisions. A newly introduced consumer product (whether improved or newly developed) usually encounters intense competition requiring substantial expenditures for advertising, sales promotion and trade merchandising. If a product gains consumer acceptance, it typically requires continued advertising, promotional support and product innovations to maintain its relative market position. If our advertising, marketing and promotional programs, including its use of digital media to reach consumers, are not effective or adequate, our net sales may be negatively impacted.

Most of our competitors are larger than us and have far greater financial resources. These competitors may be able to spend more aggressively on advertising and promotional activities, introduce competing products more quickly and respond more effectively to changing business and economic conditions than we can. In addition, our competitors may attempt to gain market share by offering similar products at prices at or below those offered by us. Competitive activity may require us to increase our spending on advertising and promotions and/or reduce prices, which could lead to reduced sales and net earnings.

Our products may not meet health and safety standards or could become contaminated.

We and our contractors will adopt various quality, environmental, health and safety standards. Even if our planned products meet these standards, they could otherwise become contaminated. A failure to meet these standards or contamination could occur in our operations or those of our manufacturing facilities, distributors, or suppliers. This could result in expensive production interruptions, recalls and liability claims. Moreover, negative publicity could be generated from false, unfounded or nominal liability claims or limited recalls. Any of these failures or occurrences could negatively affect our business and financial performance.

The sale of our products involves product liability and related risks that could expose us to significant insurance and loss expenses.

We face an inherent risk of exposure to product liability claims if the use of our products results in, or is believed to have resulted in, illness or injury. Although we will take measures to ensure that our planned products are safe for use, interactions of these products with other products, prescription medicines and over-the-counter drugs have not been fully explored or understood and may have unintended consequences.

Although once we are able to sell our products we plan to maintain product liability insurance, it may not be sufficient to cover all product liability claims and such claims that may arise, could have a material adverse effect on our business. The successful assertion or settlement of an uninsured claim, a significant number of insured claims or a claim exceeding the limits of our insurance coverage would harm us by adding further costs to our business and by diverting the attention of our senior management from the operation of our business. Even if we successfully defend a liability claim, the uninsured litigation costs and adverse publicity may be harmful to our business.

Any product liability claim may increase our costs and adversely affect our revenues and operating income. Moreover, liability claims arising from a serious adverse event may increase our costs through higher insurance premiums and deductibles and may make it more difficult to secure adequate insurance coverage in the future. In addition, any planned product liability insurance may fail to cover future product liability claims, which, if adversely determined, could subject us to substantial monetary damages.

Volatility and increases in the costs of raw materials, energy, transportation, labor and other necessary supplies or services may negatively impact our net earnings and cash flow.

Volatility and increases in the costs of raw materials and chemicals, and increases in the cost of energy, transportation, labor and other necessary supplies may harm our results of operation. Increased transportation expenses may cause us to incur unanticipated expenses and impair our ability to distribute our products or receive our raw materials in a timely manner, which could disrupt our operations, strain our customer relations and adversely affect our operating profits. If commodity and or other costs increase in the future, such increases could exceed our estimates and if we are unable to increase the prices of our products or achieve cost savings to offset such cost increases, our results of operation will be harmed. In addition, even if we increase the prices of our products in response to increases in the cost of commodities or other cost increases, we may not be able to sustain our price increases. Sustained price increases may lead to declines in sales volume as competitors may not adjust their prices or customers may decide not to pay the higher prices, which could lead to sales declines and loss of market share. This could adversely affect our business, financial condition and results of operations.

Sales growth objectives may be difficult to achieve, we may not be able to successfully implement price increases, and market and category declines and changes to our product may adversely impact our financial condition and results of operations.

We will participate in mature markets that are subject to high levels of competition. Our ability to achieve sales growth depends on our ability to drive growth through innovation, expand into new products, categories and channels, invest in our brand and capture market share from competitors. In addition, as we enter the market, our competitors may or may not take competitive actions, which may prove difficult for us to achieve market penetration for our products. If we are unable to obtain market share for our product lines, develop product innovations, undertake sales, marketing and advertising initiatives that grow our product categories and/or develop, acquire or successfully launch new products or brands, we may not achieve our sales growth objectives. Even when we are successful in increasing market share within particular product categories, a decline in the markets for such product categories can have a negative impact on our financial condition and results of operation.

Dependence on key customers could adversely affect our business, financial condition and results of operations.

We anticipate that a limited number of customers will account for a large percentage of our net sales. As a result, changes in the strategies of our largest customers or a shift to competing products may harm our net sales or margins, and reduce our ability to offer new, innovative products to our consumers. Furthermore, any loss of a key customer or a significant reduction in net sales to a key customer could have a material adverse effect on our business, financial condition and results of operations.

In addition, our business is based primarily upon individual purchase orders, and we typically do not enter into long-term contracts with our customers. Accordingly, customers could reduce their purchasing levels or completely cease buying our products at any time and for any reason and we would be without any contractual recourse. If we do not effectively respond to the demands of our customers, they could decrease their purchases, causing our net sales and net earnings to decline.

Harm to our reputation or the reputation of one or more of our products could have an adverse effect on the business, financial condition and results of operations of the Company.

Gaining and maintaining a strong reputation with consumers, customers and trade partners is critical to the success of our business. We intend to devote significant time and resources to programs that are designed to grow, protect and preserve our reputation and the reputation of our products. Despite these efforts, negative publicity about our products, including product safety, quality, efficacy, environmental impacts (including packaging, energy and water use and waste management) and other sustainability or similar issues, whether real or perceived, could occur. In addition, our products could face withdrawal, recall, other quality issues or decreased demand. In addition, widespread use of social media and networking sites by consumers has greatly increased the accessibility and speed of dissemination of information. Negative publicity, posts or comments by consumers or competitors about us, our brand, our products, our marketing activities or our employees, whether accurate or inaccurate, or disclosure of non-public sensitive information about us, could be widely disseminated through the use of social media or network sites or through other media or in other formats. Such events, if they were to occur, could harm our image and adversely affect our business, financial condition and results of operations, as well as require resources to rebuild our reputation.

Government regulations could impose material costs.

Generally, the manufacture, processing, formulation, packaging, labeling, storage, distribution, advertising and sale of our products and the conduct of our business operations must comply with extensive federal and state laws and regulations. For example, in the U.S., our products are regulated by the Food and Drug Administration ("FDA"), the Environmental Protection Agency ("EPA") and our product claims and advertising are regulated by the Federal Trade Commission ("FTC"), among other regulatory agencies. Most states have agencies that regulate in parallel to these federal agencies. We could be subject to future inquiries or investigations by governmental and other regulatory bodies. Any determination that our operations or activities are not in compliance with applicable law could expose us to future impairment charges or significant fines, penalties or other sanctions that may result in a reduction in net income or otherwise adversely impact our business and our reputation.

It is expected that federal and state governments will continue to introduce new and expanded legislation affecting our operations, which may require us to increase our resources, capabilities and expertise in such areas. For example, we are subject to regulations regarding the transportation, storage or use of certain chemicals to protect the environment, including as a result of evolving climate change standards, and regulations in other areas. Such regulation could negatively impact our ability to obtain raw materials or could increase our acquisition and compliance costs. Furthermore, additional legislation in the areas of healthcare reform, taxation, sustainability of packaging, including plastics, could also increase our costs. In addition, any future government shutdowns may result in delays in the acceptance, review and approval of products or claims by the EPA or other governmental agencies, or other required governmental approvals.

If we are found to be noncompliant with applicable laws and regulations in these or other areas, we could be subject to civil remedies, including fines, injunctions, product withdrawals or recalls or asset seizures, as well as potential criminal sanctions, any of which could have a material adverse effect on our business. Loss of or failure to obtain necessary permits and registrations could delay or prevent us from meeting product demand, introducing new products, building new facilities or acquiring new businesses and could adversely affect our financial condition and results of operations.

Reliance on a limited base of suppliers may result in disruptions to our business.

We may rely on a limited number of suppliers for certain commodities and raw material inputs, including sole-source and single-source suppliers for certain raw materials, packaging, product components, finished products and other necessary supplies. New suppliers have to be qualified under our stringent standards and may also have to be qualified under governmental and industry standards, and any relevant standards of our customers, which may require additional investment and time. We could experience disruptions in production and other supply chain issues, which could result in out-of-stock conditions, and our results of operations and relationships with customers could be adversely affected if we are unable to qualify any needed new suppliers or maintain supplier arrangements and relationships, if we are

unable to contract with suppliers at the quantity, quality and price levels needed for our business, if any of our key suppliers becomes insolvent or experiences financial distress, or if any environmental, economic or other outside factors impact our operations.

Environmental matters create potential liabilities that could adversely affect our financial condition and results of operations.

We must comply with various environmental laws and regulations in the jurisdictions in which we operate, including those relating to air emissions, water discharges, handling and disposal of solid and hazardous wastes, remediation of contamination associated with the use and disposal of hazardous substances and climate change. We anticipate incurring significant expenditures and other costs in complying with such environmental laws and regulations, and such expenditures reduce the cash flow available to us for other purposes. We may also become the subject to environmental liabilities in the future that could result in a material adverse effect on our financial condition and results of operations.

Increased focus by governmental and non-governmental organizations, customers, consumers and investors on sustainability issues, including those related to climate change, may have an adverse effect on our business, financial condition and results of operations and damage our reputation.

As climate change, land use, water use, deforestation, recyclability or recoverability of packaging, including single-use and other plastic packaging, and other sustainability concerns become more prevalent, governmental and non-governmental organizations, customers, consumers and investors are increasingly focusing on these issues. In particular, changing consumer preferences may result in increased customer and consumer concerns and demands regarding packaging materials, including plastic packaging, and their environmental impact on sustainability, a growing demand for natural or organic products and ingredients, or increased consumer concerns or perceptions (whether accurate or inaccurate) regarding the effects of ingredients or substances present in certain consumer products. This increased focus on environmental issues and sustainability may result in new or increased regulations and customer demands that could cause us to incur additional costs or to make changes to our operations to comply with any such regulations and demands.

Concern over climate change may result in new or increased legal and regulatory requirements to reduce or mitigate the effects of climate change on the environment. Increased costs of energy or compliance with emissions standards due to increased legal or regulatory requirements may cause disruptions in or increased costs associated with manufacturing our products. In addition, any failure to achieve our goals with respect to reducing our impact on the environment or perception (whether or not valid) of our failure to act responsibly with respect to the environment or to effectively respond to new, or changes in, legal or regulatory requirements concerning climate change or other sustainability concerns could adversely affect our business and reputation.

Our facilities and suppliers are subject to disruption by events beyond our control.

Operations at our facilities, our suppliers' facilities (including sole-source and single-source suppliers and manufacturers), service providers and customers are subject to disruption for a variety of reasons, including work stoppages, cyber-attacks and other disruptions in information technology systems, demonstrations, disease outbreaks or pandemics, acts of war, terrorism, fire, earthquakes, flooding or other natural disasters, disruptions in logistics, loss or impairment of key manufacturing sites, supplier capacity constraints, raw material and product quality or safety issues, industrial accidents or other occupational health and safety issues. If a major disruption at our facilities or at the facilities of our suppliers were to occur, it could result in injury to people, damages to the natural environment, temporary loss of access to critical data, unauthorized disclosure of sensitive or confidential information, delays in shipments of products to customers, disruptions in our supply chain or suspension of operations. Any such disruption could have a material adverse effect on our business, financial condition and results of operations.

If we are found to have infringed the intellectual property rights of others or cannot obtain necessary intellectual property rights from others, our competitiveness could be negatively impacted.

If we are found to have violated the trademark, trade secret, copyright, patent or other intellectual property rights of others, directly or indirectly, through the use of third-party marks, ideas or technologies, such a finding could result in the need to cease use of such trademark, trade secret, copyrighted work or patented invention in our business or products as well as the obligation to pay for past infringement. If holders are willing to permit us to continue to use such intellectual property rights, they could require a payment of a substantial amount for continued use of those rights.

Either ceasing use or paying such amounts could cause us to become less competitive and could have a material adverse effect on our business, financial condition and results of operations.

Even if we are not found to infringe on a third party's intellectual property rights, claims of infringement could adversely affect our business. We could incur material legal costs and related expenses to defend against such claims and we could incur significant costs associated with discontinuing to use, provide or manufacture certain products, services or trademarks even if we are ultimately found not to have infringed such rights.

Risks Related to the Company's Governance and this Offering

There is no minimum offering amount, and the Maximum Offering Amount may not be raised.

The Offering does not have a minimum offering amount. All subscription payments received for the Shares will, upon acceptance of the associated subscription, be deposited into the Company's bank account and thereafter be immediately available for use by the Company. The Company is seeking gross proceeds from the Offering of up to a maximum of $50,000,000, this includes any proceeds raised in connection with the Reg A Offering. There can be no assurance that the maximum proceeds from the Offering will be raised. If the Maximum Offering Amount is not raised, then the Company may be required to obtain capital from other sources, including from debt or preferred stock offerings, diluting the ownership of investors in this Offering potentially giving other investors superior rights and preferences.

Investors in this Offering will not have any voting control over the Company's business and affairs.

ISFFE owns more than 80% of the outstanding shares of Common Stock of the Company, all of which are voted by Dr. Gregory Hummer. Even if the Maximum Amount of the Offering is sold, investors would have approximately 20% of the voting shares outstanding. Thus, Dr. Hummer is expected to control a majority of the voting power for the foreseeable future and therefore controls the direction of the business and affairs of the Company.

The Company is subject to a number of conflicts of interests.

The Company has entered into contracts and agreements with Dr. Hummer or his affiliated entities which have not been negotiated on an arms'-length basis. These contracts include the License Agreement from ISFFE and the Sublease Agreement for the Company's office space. The Company cannot guarantee that these contracts and arrangements are fair and reasonable to the Company.

Additionally, Dr. Hummer and certain of the Company's officers and key consultants are not full-time employees and have other jobs and commitments. Dr. Hummer is also the Manager of both IdentifySensors, LLC and Identify Sensors Fresh Food Enterprises, LLC. Ann Hawkins, the Chief Financial Officer, is a part time consultant. Such officers are not required to devote their full time and energy to the Company and have other employers to whom they owe a duty of care and loyalty.

There is no market for our stock and for the foreseeable future, it is unlikely one will develop.

Prior to the Reg A Offering, there has been no public market for the Shares. An active market may not develop following completion of the Reg A Offering or of this Offering, or if developed, may not be maintained.

The price at which our Shares will trade after the Reg A Offering could be extremely volatile and may fluctuate substantially due to the following factors, some of which are beyond our control:

- variations in our operating results;
- variations between our actual operating results and the expectations of securities analysts, investors and the financial community;
- announcements of developments affecting our business, systems or expansion plans by us or others;
- market volatility in general; and
- the operating results of our competitors.

As a result of these and other factors, Investors in our Shares may not be able to resell their Shares at or above the initial Offering Price. Investors should view an investment in our stock as a long-term investment.

Our Offering Price is arbitrary and bears no relationship to our assets, earnings, or book value.

There is no current public trading market for our Shares and the price at which the Shares are being offered bears no relationship to conventional criteria such as book value or earnings per share. There can be no assurance that the Offering Price bears any relation to the current fair market value of the Shares.

New shareholders will experience immediate dilution.

The net tangible book value of the Shares offered hereby will be substantially diluted below the Offering Price paid by Investors. Therefore, new stockholders will experience immediate dilution.

An investment in the Shares is speculative and there can be no assurance of any return on any such investment.

An investment in our Common Stock is speculative and there is no assurance that Investors will obtain any return on their investment. Investors will be subject to substantial risks involved in an investment in us, including the risk of losing their entire investment.

The Company's fourth post-qualification amendment was not qualified by the Securities and Exchange Commission and therefore the Commission may take the position that shares sold during the period beginning on May 13, 2022, and ending on the date of the Reg A Offering may have been unregistered.

Under Section 5 of the Securities Act, all issuers must register non-exempt securities with the SEC. Section 5 of the Securities Act regulates the timeline and distribution process for issuers who offer securities for sale. Section 12(a)(1) of the Securities Act imposes strict liability for the offering and sale of securities in violation of the requirements imposed by Section 5 of the Securities Act, allowing purchasers to sue issuers for offering and selling non-exempt securities without first registering them. As long as the purchaser can demonstrate a direct link between the issuer and the purchaser and the suit is within the statute of limitations, the purchaser may obtain the rescission of its purchase, meaning the recovery of any amount paid for the security, with interest, less any income received on returning the security to the issuer; or damages, if the purchaser sold its securities for less than it purchased them.

The Company began offering its shares of Common Stock by means of a previous offering statement on Form 1-A filed with the SEC in October of 2020. Rule 252(f)(2)(i) of Regulation A, requires issuers to file a post qualification amendment to reflect any facts or events arising after the qualification date of the offering statement (or the most recent post-qualification amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the offering statement. On May 13, 2022, the Company filed a post qualification amendment to its October 2020 offering statement amending the price per share, which represented a fundamental change to the information set forth in the original offering statement filed in October of 2020. In the aforementioned post qualification amendment, the SEC's Division of Corporate Finance contacted the Company in March 2023 to alert the Company that the SEC technically never submitted a Notice of Qualification for the May 13, 2022 Post-Qualification Amendment. At this time, the Company ceased selling any securities pursuant to Regulation A. On June 16, 2023, the Company filed its sixth post-qualification amendment, however, since the May 13, 2022 Post-Qualification Amendment stated that the Company's offering terminated "one year after qualification" the Commission determined that the offering would have expired on May 13, 2023. As a response, the Company filed a new Offering Circular without regard to previous Regulation A offering Statements on July 26, 2023, and then a Pre-Qualification Amendment to provide updated financial statements on November 22, 2023. However, even though the Company is current on its annual and semi-annual reports, the Company may have sold unregistered securities through Regulation A from May 13, 2022 through March 2023. Investors who purchased shares of the Company's Common Stock between May 13, 2022, and July 26, 2023 may have the right to rescind their purchase with interest, or may have the right to damages if they no longer own the shares they purchased and were harmed.

The Shares are offered on a "best-efforts" basis, and we may not raise the maximum amount being offered.

Since we are offering the Shares on a "best-efforts" basis, there is no assurance that we will sell enough Shares to meet our capital needs. If you purchase Shares in this Offering, you will do so without any assurance that we will raise enough money to satisfy the full use of proceeds to us that we have outlined in this Memorandum or to meet our working capital needs.

If the Maximum Offering is not raised, it may increase the amount of long-term debt or the amount of additional equity it needs to raise.

There is no assurance that the maximum amount of Common Stock in this Offering will be sold. If the Maximum Offering amount is not sold, we may need to incur additional debt or raise additional equity in order to finance our operations. Increasing the amount of debt will increase our debt service obligations and make less cash available for distribution to our stockholders. Increasing the amount of additional equity that we will have to seek in the future will further dilute those investors participating in this Offering.

We have not paid dividends in the past and do not expect to pay dividends in the foreseeable future.

We have never paid cash dividends on our shares and do not anticipate paying cash dividends in the foreseeable future. The payment of dividends on our shares will depend on earnings, financial condition and other business and economic factors that management may consider relevant. If we do not pay dividends, our Shares may be less valuable because a return on your investment will only occur if its stock price appreciates.

An investment in our Shares could result in a loss of your entire investment.

An investment in our Shares offered in this Offering involves a high degree of risk and you should not purchase the Shares if you cannot afford the loss of your entire investment. You may not be able to liquidate your investment for any reason in the near future.

Sales of our Shares by insiders under Rule 144 or otherwise could reduce the price of our Shares, if a trading market should develop.

Certain officers, directors and/or other insiders may hold our Shares and may be able to sell their stock in a trading market if one should develop. The availability for sale of substantial amounts of stock by officers, directors and/or other insiders could reduce prevailing market prices for our Securities in any trading market that may develop.

Should our Securities become quoted on a public market, sales of a substantial number of Shares of our type of stock may cause the price of our type of stock to decline.

Should a market develop, and our stockholders sell substantial amounts of our shares in the public market, shares sold may cause the price to decrease below the current Offering Price. These sales may also make it more difficult for us to sell equity or equity-related securities at a time and price that we deem reasonable or appropriate.

Because we do not have an audit or compensation committee, stockholders will have to rely on our directors to perform these functions.

We do not have an audit or compensation committee comprised of independent directors or any audit or compensation committee. Our board of directors performs these functions. No members of the board of directors are independent directors. Thus, there is a potential conflict that board members who are also part of management will participate in discussions concerning management compensation and audit issues that may affect management decisions.

We have made assumptions in our projections and in forward-looking statements that may not be accurate.

The discussions and information in this Memorandum may contain both historical and "forward-looking statements" which can be identified by the use of forward-looking terminology including the terms "believes," "anticipates," "continues," "expects," "intends," "may," "will," "would," "should," or, in each case, their negative or other variations or comparable terminology. You should not place undue reliance on forward-looking statements. These forward-looking statements include matters that are not historical facts. Forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward-looking statements contained in this Memorandum, based on past trends or activities, should not be taken as a representation that such trends or activities will continue in the future. To the extent that the Memorandum contains forward-looking statements regarding the financial condition, operating results, business prospects, or any other aspect of our business, please be advised that our actual financial condition, operating results, and business performance may differ materially from those we projected or estimated. We have attempted to identify, in context, certain of the factors we currently believe may cause actual future experience and results to differ from our current expectations. The differences may be caused by a variety of factors, including but not limited to adverse economic conditions, lack of market acceptance, reduction of consumer demand, unexpected costs

and operating deficits, lower sales and revenues than forecast, default on leases or other indebtedness, loss of suppliers, loss of supply, loss of distribution and service contracts, price increases for capital, supplies and materials, inadequate capital, inability to raise capital or financing, failure to obtain customers, loss of customers and failure to obtain new customers, the risk of litigation and administrative proceedings involving us or our employees, loss of government licenses and permits or failure to obtain them, higher than anticipated labor costs, the possible acquisition of new businesses or products that result in operating losses or that do not perform as anticipated, resulting in unanticipated losses, the possible fluctuation and volatility of our operating results and financial condition, adverse publicity and news coverage, inability to carry out marketing and sales plans, loss of key executives, changes in interest rates, inflationary factors, and other specific risks that may be referred to in this Memorandum or in other reports issued by us or by third-party publishers.

We have significant discretion over the net proceeds of this Offering.

We have significant discretion over the net proceeds of this Offering. As is the case with any business, it should be expected that certain expenses unforeseeable to management at this juncture will arise in the future. There can be no assurance that management's use of proceeds generated through this Offering will prove optimal or translate into revenue or profitability. Investors are urged to consult with their attorneys, accountants and personal investment advisors prior to making any decision to invest in our Shares.

You should be aware of the long-term nature of this investment.

There is not now, and likely will not be in the near future, a public market, for the Shares. Because the Shares have not been registered under the securities act or under the securities laws of any state or non-united states jurisdiction, the Shares may have certain transfer restrictions. It is not currently contemplated that registration under the securities act or other securities laws will be affected. Limitations on the transfer of the Shares may also adversely affect the price that you might be able to obtain for the Shares in a private sale. You should be aware of the long-term nature of your investment. You will be required to represent that you are purchasing the Securities for your own account, for investment purposes and not with a view to resale or distribution thereof.

IN ADDITION TO THE RISKS LISTED ABOVE, BUSINESSES ARE OFTEN SUBJECT TO RISKS NOT FORESEEN OR FULLY APPRECIATED BY THE MANAGEMENT. IT IS NOT POSSIBLE TO FORESEE ALL RISKS THAT MAY AFFECT THE COMPANY. MOREOVER, WE CANNOT PREDICT WHETHER WE WILL SUCCESSFULLY EFFECTUATE OUR CURRENT BUSINESS PLAN. EACH PROSPECTIVE PURCHASER IS ENCOURAGED TO CAREFULLY ANALYZE THE RISKS AND MERITS OF AN INVESTMENT IN THE SECURITIES AND SHOULD TAKE INTO CONSIDERATION WHEN MAKING SUCH ANALYSIS, AMONG OTHER FACTORS, THE RISK FACTORS DISCUSSED ABOVE.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This Memorandum contains forward-looking statements within the meaning of the federal securities laws, which involve risks and uncertainties. These forward-looking statements are not historical facts but rather are based on current expectations, estimates and projections about our industry, our beliefs and assumptions. We use words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates" and variations of these words and similar expressions to identify forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. These risks and uncertainties include those described in "Risk Factors" and elsewhere in this Memorandum. You should not place undue reliance on these forward-looking statements, which reflect our management's view only as of the date of this Memorandum. We undertake no obligation to update these statements or to release publicly the result of any revision to the forward-looking statements that we may make to reflect events or circumstances after the date of this Memorandum or to reflect the occurrence of unanticipated events.

DILUTION

The term "dilution" refers to the reduction (as a percentage of the aggregate Shares outstanding) that occurs for any given share of stock when additional shares are issued. If the Maximum Offering is fully subscribed and sold, the Shares offered herein will constitute approximately 23.5% of the total shares of Common Stock of the Company outstanding on a fully diluted basis. The following chart shows the dilution that would occur if the Company sells 10%, 25%, 50% and the full amount of the Offering. However, the Company expects to issue additional shares to certain employees, officers, and directors in exchange for services which will result in greater dilution to the stockholders. We also anticipate that subsequent to this Offering we may require additional capital and such capital may take the form of shares of Common Stock, preferred stock or securities or debt convertible into stock. Such future fund raising will further dilute your percentage ownership of the Common Stock sold herein. This table does not include the 587,975 unexercised warrants or options outstanding as of the year ended June 30, 2023.

	10% of Offering	**25% of Offering**	**50% of Offering**	**Maximum Offering**
Assumed offering price per share	**$ 4.50**	**$ 4.50**	**$ 4.50**	**$ 4.50**
Net tangible book value per share as of June 30, 2022	**$ 0.02**	**$ 0.02**	**$ 0.02**	**$ 0.02**
Increase in net tangible book value per share attributable to new investors	**$ 0.09**	**$ 0.22**	**$ 0.42**	**$ 0.76**
Adjusted net tangible book value per share as of June 30, 2022, after giving effect to the offering	**$ 0.11**	**$ 0.24**	**$ 0.44**	**$ 0.78**
Dilution per share to new investors in the offering	**$ 3.89**	**$ 3.76**	**$ 3.56**	**$ 3.22**

	10%	**25%**	**50%**	**100%**
Number of Shares Sold	1,111,111	2,777,778	5,555,555	11,111,111
Offering Price	$ 4.50	$ 4.50	$ 4.50	$ 4.50
Gross Proceeds	$ 5,000,000	$ 12,500,000	$ 25,000,000	$ 50,000,000
Offering Expenses	$ (600,000)	$ (1,500,000)	$ (3,000,000)	$ (6,000,000)
Net Proceeds	$ 4,400,000	$ 11,000,000	$ 22,000,000	$ 44,000,000
Shares outstanding	47,550,216	49,216,883	51,994,661	57,550,216
Investors ownership percentage	2.34%	5.64%	10.68%	19.31%
New Net Tangible Value	$ 4,400,000	$ 11,000,000	$ 22,000,000	$ 44,000,000

USE OF PROCEEDS

The Use of Proceeds is an estimate based on our current business plan. We may find it necessary or advisable to reallocate portions of the net proceeds reserved for one category to another, or to add additional categories, and we will have broad discretion in doing so.

The maximum gross proceeds from the sale of the Shares in this Offering and in the concurrent Reg A Offering are $50,000,000.00. The net proceeds from both offerings, assuming the aggregate Maximum Offering is fully subscribed, are expected to be approximately $44,000,000 after the payment of the fixed offering costs, but before variable costs of marketing, fees and other compliance fees that may be incurred, in either one or both offerings. The estimate of the budget for offering costs is an estimate only and the actual offering costs may differ from those expected by management.

Management of the Company has wide latitude and discretion in the use of proceeds from this Offering. Ultimately, management of the Company intends to use a substantial portion of the net proceeds to obtain FDA approval, for research and development activities, marketing and sales activities, salaries and wages, the establishment of distribution channels and working capital. However, potential investors should note that this chart contains only the best estimates of the Company's management based upon information available to them at the present time, and that the actual use of proceeds is likely to vary from this chart based upon circumstances as they exist in the future, various needs of the Company at different times in the future, and the discretion of the Company's management at all times.

The officers and directors of the Company will be paid salaries or consulting fees and receive benefits that are commensurate with similar companies, and a portion of the proceeds may be used to pay these ongoing business expenses.

We reserve the right to change the use of proceeds set out herein based on the needs of the ongoing business of the Company and the discretion of our management. We may reallocate the estimated use of proceeds among the various categories set forth below or for other uses if management deems such a reallocation to be appropriate.

This Use of Proceeds accounts for the sales of 10%, 25%, 50% and 100% of the Maximum Offering.

	10%	**25%**	**50%**	**100%**
Gross Proceeds	$5,000,000	$12,500,000	$25,000,000	$50,000,000
Sales Commissions (applicable to the Reg A Offering)	350,000	875,000	1,750,000	3,500,000
Estimated Offering Expenses	$250,000	$625,000	$1,250,000	$2,500,000
Total Expenses	600,000	1,500,000	3,000,000	6,000,000
Net Proceeds	4,400,000	11,000,000	22,000,000	44,000,000
Product Development	$2,200,000	$5,500,000	$11,000,000	$22,000,000
Operational Costs	$880,000	$2,200,000	$4,400,000	$8,800,000
Marketing and Sales	$440,000	$1,100,000	$2,200,000	$4,400,000
New Hires	$660,000	$1,650,000	$3,300,000	$6,600,000

Working Capital	$220,000	$550,000	$1,100,000	$2,200,000
Total Use of Proceeds	**$5,000,000**	**$12,500,000**	**$25,000,000**	**$50,000,000**

Offering Expenses

We expect total expenses from this Offering to amount to approximately [--] ([--]%) of the gross proceeds of the Offering. Such offering expenses include legal counsel, audit fees to the independent auditor, and blue-sky fees and costs. We will also incur variable fees for compliance costs, transfer agent fees and costs, marketing and sales costs, all of which depend upon the amount raised and the number of Investors in this Offering.

Business Purpose and Working Capital

The remainder of the proceeds for this Offering will be employed to pursue our business purpose, including investing in the development of our products, obtaining FDA approval, engaging a quality management and regulatory teams, a sales team, marketing and advertising expenses and the development of distributions channels for our products. Part of the proceeds from this Offering will be used to cover the Company's working capital needs.

Anticipated Commercialization Progress

The success in commercializing all of our intended products will depend, in part, upon the amount of proceeds we receive from the sale of Shares in this Offering. If this Offering is funded at 50%, then as you can see in the table below, we believe that we will be able to fully develop and launch our commercial projects without raising additional funds for the next six months. If this Offering is fully funded at 100%, then we believe that we will have enough cash to implement our plan of operations for longer than twelve (12) months. We expect to be able to make the following progress on commercializing and selling our technology according to the various levels of funding. We believe that we can adjust our operating expenses depending upon the proceeds of the Offering by increasing or decreasing the number of employees, by expanding or contracting the number of products being commercialized and by limiting or increasing our research, development, regulatory and marketing and sales efforts.

Percent of Maximum Capital	**Gross Proceeds**	**Estimated Net Proceeds**	**Anticipated Product Commercialization**
10%	$5,000,000	$4,400,000	Full commercialization and commencement of sales of Point of Care
25%	$12,500,000	$11,000,000	Full commercialization and sales of Point of Care
50%	$25,000,000	$22,000,000	Full commercialization and sales of Point of Care
100%	$50,000,000	$44,000,000	Full commercialization and sales of Home and Point of Care

In each case, we may need additional capital to scale production depending upon product demand and to expand our marketing and sales efforts, but at this time we cannot anticipate the exact costs of such manufacturing, marketing and sales.

DESCRIPTION OF BUSINESS

Overview

Check4® is a rapid electrochemical molecular gene detection platform intended to detect different types of pathogens. Check4® uses a disposable one-time use cartridge and a reusable reader to easily perform the test for a given pathogen. The platform can also be used with a multiplexed cartridge to detect several pathogens all at once. The user takes a saliva sample, the cartridge is inserted into the reader, the user inserts their saliva sample into the cartridge and within minutes the reader sends its data to the Cloud for recording and interpretation. Results are displayed in approximately 5 minutes on the user's smartphone. A component of our test is graphene ink. The consistency and performance of this type of ink is the mayor challenge we face when developing an accurate sensor. We continue to experiment with different formulations of the ink to achieve the desired results. Thus far in the lab we have obtained results that are inconsistent but promising.

Check4® was initially designed as an alternative to the laboratory-based reverse transcription polymerase chain reaction (RT-PCR) tests for COVID-19. Since the World Health Organization declared the end of COVID-19 as a world health emergency in May of 2023, we intend to develop similar test cartridges for other bacteria and viruses, using the same nano-sensor platform. Examples of additional tests include Influenzas A & B, RSV, Ebola, Hepatitis C, HIV, Legionella, MRSA, Lyme, and Zika.

In July 2022, we entered into an agreement for the initial technical assessment of the Check4 reader and cartridge design with Jabil Inc., a contract manufacturer based in St. Petersburg, Florida. The goal of the agreement was: (i) to vet the current design, evaluate functionality and propose modifications for production application, and (ii) through a heuristic analysis, to understand the features of the device that are considered imperative to a successful user experience. We expected the agreement with Jabil to help us review our first-generation product enclosures to better fit for large scale manufacturing of the cartridge and reader. Product development is now fixed for manufacture, and we are now working with another contract manufacturer called East West Manufacturing, LLC based in Wisconsin; and we filed our first FDA pre-submission for Ebola and Marburg viruses during 2023. The U.S. FDA has allowed us to file under Emergency Use Authorization (EUA) for Ebola because of the seriousness of this viral illness and the perceived advantages of our technology. See *Testing and Evaluating Platform Devices Seeking FDA Approval* below. We also have a total of 5 pre-submission to the FDA.

As of the date of this Memorandum, we have successfully and repeatedly identified the specific gene for target RNA in heat-inactivated virus saliva test samples and in heat-inactivated clinical saliva samples at comparable to lab-based RT-PCR tests, for COVID-19; and have now done the same for Flu A & B, RSV and Ebola. The time of detection is within five minutes. Development has shown repeatable results under various conditions using clinical samples as required by regulators, manufacturers, and consumers. Internal testing has also shown Check4® to be able to multiplex detection of up to 4 different pathogens in one cartridge. The product is now in scaled manufacturing with East West Manufacturing, LLC in Wisconsin. We entered into an agreement finalizing the terms of the manufacturing and supply agreement on August 8, 2023.

On January 18, 2023, we entered into a license agreement with the University of Florida Board of Trustees, as owner of UF Innovate/Accelerate, to license the use of the space or spaces in the building located at 12085 Research Drive, Alachua, Florida, 32615/747 SW 2nd Ave., Gainesville, Florida (the "Licensed Space"). The Licensed Space shall be used solely as an office, light manufacturing, or laboratory research space. We will have full access to and use of the Licensed Space and the right to use and access all common areas within the Licensed Space on an "as available" basis. The term of the license agreement is 12 months, with the possibility of being terminated by either party by giving the other party 30 days written notice. We will pay $7,000 per month for the right to use the Licensed Space.

In February 2023, we entered into a license agreement with the University of Florida. The purpose of the agreement is to license the non-exclusive use of the University of Florida Nanoscale Research Facility and the University of Florida Major Analytical Instrumentation Center (the "Facilities"). The term of the agreement is one year from its effective date. The agreement can be terminated by the University of Florida upon seven days written notice to us, for any or no reason. All rights title and interest in and to any intellectual property developed or conceived solely by us in the Facilities or through the use of the Facilities will belong to us. All rights title and interest in and to any intellectual property developed or conceived jointly by us and any employees of the University of Florida in the Facilities or through the use of the

Facilities will belong jointly to us and to and the University of Florida. As of this date, there is no shared intellectual property between the University of Florida and us.

In March of 2023 we acquired five key Quality Management Systems ("QMS") and Regulatory personnel. This team is led by Ghazi Kashmolah, our Executive Vice President of Regulatory Affairs, who has 30 years of experience in quality and regulatory work. Until recently, he was the executive vice president of regulatory affairs and chief quality officer at Lucira Health, where he was responsible for FDA approval and achieved the first multiplex COVID/FLU diagnostic test for direct-to-consumer. Under the direction of Mr. Kashmolah, our QMS and Regulatory team prepared the five pre submissions which we filed with the U.S. FDA in 2023.

In April of 2023 we engaged the services of MedTech Review LLC to provide business development, public sector relations, investor relations and other consulting services to us. All services will be provided by John Beasley and Joe Ostendorf (the "consultants"). The agreement renews on a month-to-month basis, and the consultants will be compensated on an hourly basis. Under the terms of the consulting agreement, the consultants will assist our Executive Vice President of Regulatory Affairs with: (i) advice in regulatory requirements in different countries and regions; (ii) the development of regulatory strategies, identification of risks and risk mitigation; (iii) the preparation of regulatory submissions; and (iv) services in connection with respiratory viruses, Hep C and HIV, Ebola, Diarrheal and equatorial viruses, such as Dengue, Zika, west Nile, etc.

The development of our products has not been completed and has not been subjected to any third-party testing. We cannot yet market or sell any of our products in certain markets that require FDA like approval. Even if we obtain such approval we cannot guaranty that our products will obtain any market acceptance.

Market Opportunity

As of December 31, 2022, over 3.7 billion RT-PCR tests were conducted and reported world-wide for Flu, Covid and other pathogens like RSV. Testing was widely viewed as a critical component to combating COVID-19, and we believe it will continue to remain a critical component to combating other communicable diseases, such as the Flu and RSV. Our goal is to provide a test that is: (i) as accurate as RT-PCR tests; (ii) faster and more accurate than PCR and antigen tests; (iii) can be used at home or at the "point-of-care;" and (iv) less expensive than other molecular tests currently on the market.

Despite being the world's largest test provider, during the COVID-19 pandemic, the U.S. struggled to satisfy demand for a cost-effective, rapid, and highly accurate molecular test that could be conducted at home or at the "point-of-care". The inadequacies of testing in the U.S. seemed to be due in-part to an over-reliance on resource-intensive, yet highly accurate laboratory-based RT-PCR tests and cost-effective, yet inaccurate antigen tests. While RT-PCR is considered the most accurate diagnostic method for most viruses, including COVID-19, available today, the lab-based test is far too resource intensive to be deployed at scale either for Covid or for other communicable diseases.

A stopgap that addressed some of the testing inadequacies was the rapid antigen testing. Antigen tests are known to be rapid and inexpensive, however they are also known to be less accurate than molecular tests. Antigen tests also demonstrated difficulty in identifying infected individuals with low viral loads, limiting its ability to serve as an effective testing tool. While antigen tests are cheap, they are not reliable. Check4 tests are intended to be competitive in price, more accurate with a low level of detection (LOD), and capable of detecting infection in asymptotic patients.

We intend to fill the gap in testing capability for other communicable diseases by developing an affordable molecular test that can be conducted frequently and returns results within minutes, not only for Covid19, but for other pathogens such as the Flu A and the Flu B, influenza, etc. We intend for our test to detect the specific genes of these pathogens at concentrations comparable to lab-based RT-PCR tests, while overcoming many of the limitations of existing molecular tests.

Our proposed approach avoids the limiting element of other molecular tests such as enzymatic reactions (reverse transcriptase), amplification, sample preservation or sample transportation, exposure to extremes of temperature, which can introduce error and raises the risk of inaccurate results achieving elevated levels of testing for communicable diseases. During the COVID-19 pandemic and usual Flu outbreaks, RT-PCR tests have demonstrated to be far too resource intensive, due to the high cost per test and the lengthy amount of time it takes for the test to return results. Laboratory-

based testing seems to have too many moving parts to be an effective tool for managing the spread of infections in large populations. On the other hand, rapid antigen tests are inaccurate and will continue to be so as viruses mutate.

Table 1 presents critical elements of RT-PCR molecular tests and how our electrochemical molecular test compares to them. We intend our test to be faster, more scalable, more cost-effective, digital and to present fewer production and operational challenges by not relying on enzymes or reagents that have supply availability and quality issues. We also have a simple sample collection and testing method that does not require sample preservation, or amplification and returns results in minutes.

Table 1: Comparison of Critical Test Elements Between Laboratory-Based RT-PCR Tests and IdentifySensors Biologics' Rapid Electrochemical Point-of-Care Test

Critical Test Element	Laboratory-Based RT-PCR Molecular Tests	IdentifySensors Biologics Electrochemical Test
Sample Collection	Nasal or Throat Swab	Saliva
Sample Preservation/Transportation	Yes	No
Selectivity/Sensitivity	EUA [1] and some Pre-EUA	Pre-EUA
Use of Enzymes & Reagents	Yes	No
Use of Amplification	Yes	No
Speed	Days (Often)	Minutes (Always)
Scalability	Low (Laboratory-Based)	High (Point-of-Care)
Cost-Effectiveness	Low (actual $150/test)	High (estimated $25-50/test with one-time purchase of reusable reader for $50-112 wholesale)
Test Output	Manual/Written (Often)	Automatic/Digital (Always)
Test Reporting	Manual/Transcribed (Often)	Automatic/Cloud (Always)
Extremes of Temperature Sensitive	Yes	No

Intended Target Markets

We intend to target primarily three markets: 1) essential businesses, testing clinics and other healthcare facilities (referred throughout as Businesses), 2) individuals and families (referred throughout as Individuals & Families), and 3) public sector agencies responsible for providing highly available and affordable Flu, RSV and COVID-19 testing (referred throughout as Public).

1. **Businesses** operating in critical and essential industries such as education, healthcare, retail, transportation and trade, travel and hospitality and agriculture among other industries need a fast, accurate and inexpensive high-volume option for implementing robust testing programs. The simplicity of our platform could allow the test to be administered at a nurse's station using a saliva test sample, with the results being transmitted to a secure private cloud where the results are stored and managed. The system could also automatically perform the standard reporting to state health laboratories and the CDC, enabling real-time tracking, tracing, and more efficient management of health resources. The system could also integrate with Electronic Health Record

(EHR) systems, Customer Relationship Management (CRM) systems and various other security and enterprise data systems. Point of Care (POC) is our primary target for initial marketing.

2. **Individuals & Families** need a fast, accurate and inexpensive personal diagnostic platform for regular testing to mitigate the risk of contracting communicable diseases from daily activities. The platform device intends to be able to be operated by untrained individuals at home or in non-clinical settings using saliva samples, with results being transmitted wirelessly within minutes to a software app on a personal smart device. Standard routine reporting for infectious disease can be performed automatically via the cloud.

3. **Public** needs access to rapid, accurate and inexpensive testing technology that definitively diagnoses infectious diseases like Flu and COVID-19 infections. The diagnostic platform intends to serve public sector entities responsible for administering high volumes of public infectious disease testing. The platform intends to be operated by trained professionals in non-clinical settings such as airports, ports of entry, train stations, parking lots or other public testing locations, with results transmitted by Wide Area Network (WAN) to the private cloud for rapid processing, tracking, tracing and pandemic resource management. Standard routine reporting for infectious disease can be performed automatically via the cloud.

Overview of the Diagnostics & Medical Laboratories Industry

The total addressable market for laboratory-based molecular tests depends on how many tests are conducted each day. We believe that testing demand is in-part a function of price per test, accuracy of the test and timeliness of delivering test results.

The two largest providers of molecular tests, Quest Diagnostic and Laboratory Corporation of America Holdings dominate the Diagnostics and Medical Laboratory Industry controlling about 32 percent of the market.

Prior to the pandemic, the Diagnostics & Medical Laboratories industry generated $52.3 billion in annual revenue and $3.7 billion in annual profit. More than 60 percent of the revenue comes from pathology services, which is the branch of medicine that deals with examination of biological samples for forensic or diagnostic purposes.

Centralized lab-based pathology services, however, faced significant challenges during the COVID-19 pandemic. For example, when testing for COVID-19 along with other pathogens, rapid delivery of results became the primary factor in determining whether a test was valuable. The growing need for test results that are not only accurate but timely, can place the entire business model of centralized lab-based pathology services at risk for disruption by point-of-care devices. This disruptive trend was well underway prior to the pandemic, and the health crisis rapidly accelerated the market transition.

Sample Collection

Sample collection is required for all diagnostic testing, and how the sample is collected impacts not only the accuracy of the test, but also overall cost-effectiveness and even the risk of virus transmission.

For example, most molecular-assay tests could require about 20 different reagents, consumables, and other pieces of equipment. The tests could also require a trained medical professional to invasively swab patient's throat or nasal cavity. However, sample collection supplies including swabs, sample transport mediums and personal protective equipment (PPE) proved to be in short supply during the COVID-19 pandemic and could be in short supply in future health crisis.

This centralized method of sample collection presents risks not only for preserving the test sample, which is critical for test accuracy, but also the sample collection method exposes medical professionals to virus transmission risk, particularly when adequate PPE is not available.

As a result, health authorities have moved aggressively to approve alternative transport mediums (such as saline) and different types of sample collection methods such as saliva and lower-respiratory-tract samples. Studies indicate that the test results from such alternative sample collection methods could be as accurate as those taken from swabs.

Approval of new sample-collection methods have not only opened the door to "at-home" sample collection, but also "at-home" testing.

Transitioning to Point-of-Care Diagnostic Devices

While the World Health Organization has declared the end of the COVID-19 pandemic as a global health emergency, other health crisis could be looming, and new testing techniques and technologies are desperately needed to help facilitate rapid, at-home diagnostic devices that could effectively perform early diagnoses of various pathogens and diseases before they cause a problem for the afflicted individual, their daily contacts and their surrounding community.

We believe that the market transition to point-of-care from lab-based testing is being driven in-part by innovative technologies that provide better and earlier disease diagnosis, accompanied by new treatments and therapeutics. Earlier diagnosis and targeted treatments could help to drastically improve health outcomes.

Other factors are also impacting the market shift, including population aging, preventive medicine, insurance coverage of testing services and increasing healthcare expenditure.

Preventive Medicine

Medical professionals are increasingly practicing preventative medicine, where testing bodily fluids is a primary tool. Many medical problems are reflected in patient's bodily fluid before any noticeable symptoms. The rising cost of healthcare in the U.S. has encouraged the use of preventive care, including laboratory testing, to decrease patient's need for costly procedures further down the road.

Cost of Services, Reimbursements and Health Expenditure

For laboratory-based testing, the patient is estimated to pay about 10 percent of costs. While the cost sharing is designed to reduce overuse of laboratory-based testing health services by making patients more aware of service costs, the reimbursement levels by private and public insurers also signals the high value of such services. A new CPT billing code[1] has been established for a multiplexed molecular gene test that could allow point of care providers to easily perform the Check4 tests in their offices with a substantial margin, we believe this new CPT code might help position the Check4 test platform as a market favorite.

Under the centralized laboratory-based testing model, the patient does not initiate the use of laboratory testing, rather, physicians refer patients to laboratories. Since physicians or other healthcare providers request laboratory tests to aid with the diagnoses or monitoring of a patient's medical condition, demand is more sensitive to the number of physician visits than to the cost of industry services. This sensitivity to demand would not be a constrain under a decentralized testing model that uses point-of-care diagnostics.

Product Development & Implementation

The molecular self-test that we intend to offer is a simple saliva test that will seek out the very specific genes of different pathogens in the saliva test sample. Unlike other molecular tests including the RT-PCR test, our test intends to not require liquid reagents, enzymes and most importantly the duplication and amplification of the target genes of the pathogens.

Testing for pathogens typically involves three types of settings: at a clinic, or doctor's office, at a public testing station and more recently at a home using a self-test. The setting is determined primarily by the type of test and the ability of untrained individuals to conduct the test.

During the COVID-19 pandemic, RT-PCR tests were conducted in CLIA-certified laboratories, with test samples being collected at clinics, public testing stations and at home using collection kits that were mailed to labs for testing. Other

[1] Current Procedural Terminology (CPT) codes are numbers assigned to each task and service that an individual can obtain from a healthcare provider.

types of tests such as antigen and antibody tests are different than RT-PCR in that they could be conducted at the point-of-care, which can include clinics, testing stations and the home.

We believe that a highly accurate rapid molecular test conducted at private businesses, clinics and homes could have provided a better management of pandemic and routine illness resources and an overall better response to a health crisis.

Our objective is to deliver a highly accurate molecular-based test capable of rapid results and automatic reporting of results in various settings including at businesses and clinics, at homes and at public testing stations.

Target Segments & Customers

The segments we intend to initially target are determined in-part by regulatory standards, the opportunity cost of virus outbreaks and by negative health outcomes associated with widespread infectious diseases like COVID-19. These segments could include clinics, medical facilities, businesses operating in essential industries, and individuals and families interested in frequent testing as a means of managing the risk of all communicable diseases, including COVID-19 exposure. Ultimately, we believe our testing platform is applicable to everyone everywhere, in the U.S. and world-wide.

Health Outcomes Among Leading Factors in Identifying Target Segments & Customers

Older people, particularly those with underlying health conditions are most susceptible to negative health outcomes from Flu, RSV and COVID-19, and should be tested often. As of November 30, 2021, more than 90 percent of deaths involving COVID-19 in the U.S. were attributed to people aged 50 or older. The oldest cohort, age 85 and older accounted for the largest share of 27 percent, followed by age group 75-84 accounting for 26 percent of COVID-19 deaths, age group 65-74 accounting for 23 percent, and age 50-64 accounting for 18 percent of deaths through November 10, 2021. The Flu also claims roughly 60,000 lives each year, and Covid continues to cause death around the world and in the U.S.

In the U.S., 34 percent of the population is age 50 or older and an estimated 60 percent of American adults have at least one chronic medical condition. While not all chronic conditions have proven to be associated with negative health outcomes from COVID-19, obesity is one of the most common underlying health conditions associated with severe COVID-19, and 40 percent of U.S. adults have obesity. The other underlying health conditions shown to be most associated with negative health outcomes from COVID-19 in the U.S., include chronic kidney disease, chronic obstructive pulmonary disease, weakened immune system, heart condition, sickle cell disease, type 2 diabetes and anxiety or fear-related disorders.

We estimate that over 90 million of the 246 million adults living in the U.S. or 37 percent of Americans are at a higher risk of serious illness if infected with Flu, RSV and COVID-19. We also believe that 1.7 billion people, comprising of 22 percent of the global population is considered "at-risk" of severe Flu A, RSV and COVID-19 by having at least one underlying health condition.

While there are many factors that seem to make the U.S. population more susceptible to severe infectious diseases one factor could be that the U.S. population is simply less healthy than the populations of comparable developed nations. The U.S. has the highest chronic disease burden and obesity rate of any country, which is two times higher than the OECD average. The U.S., compared to peer nations, has among the highest number of hospitalizations from preventable causes and the highest rate of avoidable deaths.

Progressive & Assisted Living Facilities Most At-Risk

Given that older people with underlying or chronic health conditions seem to be most susceptible to severe Flu, RSV and COVID-19, we intend to target states where high-risk individuals live, particularly those that hold as significant number of progressive and assisted living facilities.

Our management team estimates that more than half of people living in 60 percent of U.S. states could be considered to have higher risk of serious illness from Flu, RSV and COVID-19.

Progressive and assisted living facilities are seen to be among the highest priority target markets. In 2019-2022, there were approximately 1.4 million residents receiving care across 15,483 nursing facilities in the U.S., with about 86 percent

of those facilities having deficiencies related to controlling and preventing infection. Deficiencies related to the spread of infectious disease are common in nursing facilities and often go unaddressed.

The U.S. states with the highest share of nursing homes with deficiencies related to the spread of infection include California, Michigan, Idaho, Delaware, Illinois, Mississippi, Missouri, and Alabama. The share of facilities in these states with infection prevention and control deficiencies exceeds 50 percent. Given the importance of following infection control procedures in mitigating the spread of viruses, facilities that have historically reported infection control deficiencies could be at elevated risk of a serious infectious disease outbreak.

Essential Industries Have a High Opportunity Cost of Disruption from Infectious Disease

We intend to prioritize the following segments and customers: education and healthcare services, wholesale and retail trade, leisure and hospitality, transportation and utilities, and agriculture and related food processing, among other essential industries. All together, these industries operating in the U.S. employed 81.7 million people in 2019-2022 or more than half of total employment. Prioritization of these segments is subject to change.

Education and healthcare are the largest industry in the U.S. by number of employed persons with 35.9 million or 23 percent of total employment in 2019-2022, followed by wholesale and retail trade with 19.7 million employed or 13 percent of the 2019 total. The leisure and hospitality industry employed 14.6 million or 9 percent of total employment in 2019 and transportation and utilities employed 9.0 million or 6 percent and agriculture and related food processing employed 2.4 million or 2 percent of the total. Prioritization of these intended segments is subject to change.

Intellectual Property

We have licensed intellectual property that intends to help create a competitive advantage in detecting pathogens in humans, animals, and agriculture. The intellectual property portfolio that we license consists of at least eight issued utility patents and seven pending patents. We have the right to world-wide use for the healthcare sector of these eight granted patents and seven pending patents, as well as future patents through perpetual licenses with our parent companies, IdentifySensors, LLC and IdentifySensors Fresh Food Enterprises, LLC ("ISFFE"). IdentifySensors LLC owns a majority interest in ISFFE. ISFFE owns a majority interest in us.

Table 2: Active and Patent Pending Portfolio

Business Vertical	Product Line	Granted Patent Numbers
Clinical Diagnostics	Check4® (includes all clinical pathogens)	20230011293, 11614439, 11340210, 11172339, 11179061, 10395503, 9922525, 11527141 (7 additional patents pending being prosecuted globally)
Food Safety & Sustainability	Check4Fresh™ (includes foodborne pathogens)	7667593, 7176793, 7911336, 8629770, 8674827, 9922525, 10395503, 10555505, 11140880 (5 additional patents pending)
Infrastructure & Environmental Monitoring	Check4Leaks™ (includes wastewater & emission monitoring)	9922525, 10395503, 10490053, 11024146, 20180321214 (5 additional patents pending being prosecuted globally)

Description of License Agreement

ISFFE has granted us an exclusive license to use the carbon nanotube intellectual property, including patents, patents pending, technology, enhancements, tradenames, trademarks, trade secrets and processes. We can make, use, and sell any products derived from the licensed intellectual property in the clinical diagnostic industry only. ISFFE does not own all such intellectual property but has rights to grant the license pursuant to a separate license agreement from Identify Sensors, LLC, which in turn licenses the intellectual property from Dr. Gregory Hummer (see "Risk Factors—Conflicts of Interest").

Licensed IP. The intellectual property licensed to us includes seven (7) patents and seven (7) patents pending, as described below. We also have the right to use the tradename "IdentifySensors." We believe that such intellectual property is sufficient to develop and commercialize the products and services we intend to offer.

No Fees or Royalties. We do not pay ISFFE any royalties or other fees for the use of the licensed intellectual property. ISFFE could receive dividends, if any, from us in proportion to its ownership percentage in the Company.

Term. The License Agreement is perpetual but is subject to early termination by ISFFE only if we attempt to assign the rights to the License Agreement to a third party without ISFFE's consent.

Scope of License. The license is worldwide and permits us to make, use and sell our products anywhere in the world. We can only use the licensed intellectual property in the clinical diagnostic industry. IdentifySensors, LLC and ISFFE has or may in the future grant the right to use the intellectual property in other industries or for other applications and we will have no rights or interest in such other industries or applications.

Ownership of Enhancements, Improvements and Modifications. The License Agreement provides that all enhancements, improvements, modifications, or other changes to the intellectual property will be the exclusive property of ISFFE, even if developed by us, but ISFFE will license such enhancements or developments back to us pursuant to the License Agreement.

Indemnification. We have agreed to indemnify and defend ISFFE against any suits, claims or damages arising from its actions, from any product liability related to our products and from our breach of the License Agreement. ISFFE has agreed to indemnify and defend us against claims of infringement by third parties.

Patent Description

The patents licensed to us from IdentifySensors, LLC have broad claims to devices, systems, and methods for detecting chemicals and pathogens. These patents are licensed to IdentifySensors, LLC or owned by IdentifySensors, LLC and IdentifySensors, LLC has granted to us the exclusive right to make, use and practice within the clinical diagnostics business vertical as described in this Memorandum. Ownership and right to enforce of all patents shown and future patents derived within the business vertical reside with IdentifySensors, LLC.

Production & Marketing

Testing and Evaluating Platform Devices Seeking FDA Approval

The FDA has specified templates for commercial manufacturers seeking Emergency Use Authorization (EUA) and DeNovo pathways[2]. We intend to closely follow provided templates, particularly those templates that relate to molecular diagnostic tests in crafting a test and development plan. We now have 5 pre-submissions into the FDA covering Ebola, Marburg, Covid19, Flu A&B and RSV A&B.

The test and development plan could consist of steps aimed at generating the appropriate data and information required by the FDA for pre-EUA and EUA submission for Ebola and Marburg viruses. FDA recommends that the following validation studies be conducted for all infectious diseases molecular diagnostic assay: (i) Limit of Detection, (ii)

[2] The De Novo request provides a marketing pathway to classify novel medical devices for which general controls alone, or general and special controls, provide reasonable assurance of safety and effectiveness for the intended use, but for which there is no legally marketed predicate device.

Inclusivity, (iii) Cross-reactivity, and (iv) Clinical Evaluation. ISB's first multiplexed respiratory cartridge will be presented to the FDA in 2023 via the FDA Break-Through pathway. ISB intends to file at least 7 FDA application in 2023 for various infectious agents. We have already completed 5 pre-submissions to the FDA.

Product Manufacturing Standards

We intend to pursue current good manufacturing practice (CGMP), a system for ensuring that products are consistently produced and controlled according to quality standards. The process could be designed to minimize the risks involved in any pharmaceutical production that cannot be eliminated through testing the final product. We intend to be ISO 13485 certified by end of 2023.

CGMP requirements for medical devices in part 820 (21 CFR part 820) were first authorized by section 520(f) of the Federal Food, Drug, and Cosmetic Act (the "Code"). The Code was amended in 1990, when FDA undertook the revision of the CGMP regulation to add the design controls authorized by the Safe Medical Devices Act. The amended Code provides consistency, to the extent possible, with the requirements for quality systems contained in applicable international standards, primarily, the International Organization for Standards (ISO) 9001:1994 "Quality Systems--Model for Quality Assurance in Design, Development, Production, Installation, and Servicing," and the ISO committee draft revision of ISO/CD 13485 "Quality Systems--Medical Devices--Supplementary Requirements to ISO 9001."

We also intend to follow guidance on product manufacturing for molecular diagnostic devices provided by FDA. Under FDA guidance, we intend to meet product manufacturing requirements, including providing information on the following: manufacturing capabilities, production capacity, production timeframe, components included with test, software validation, testing capabilities and sample stability.

In addition to our intention of complying with CGMP practices and FDA standards, we intend to work with manufacturing partners that are ISO-certified (ISO 9001, ISO 13485 and EN ISO 13485) and compliant to FDA 21 CFR820.

Scaling Diagnostic Platform Production

The diagnostic platform is intended to be based on semiconductors currently in volume production by Tier-1 semiconductor manufacturers or chip printers. This could provide many options for sourcing components and negotiating assembly contracts. We selected East West Manufacturing, LLC, a Georgia limited liability company, and global manufacturer and supplier, to scale production of our products.

Existing ISO-9001 qualified component distribution channels intend to support initial product ramp-up to minimize the risk of counterfeit components.

The durable components of the platforms intend to be designed using mainstream electronics manufacturing processes allowing us to have a variety of vendors concurrently manufacturing to minimize the risk of single-point failure.

All products intend to be designed for automated test and assembly to decrease costs and increase uniformity.

Distribution & Marketing Channels

Distributors are essential partners in getting medical device products to market. They often add efficiency to a supply chain that connects two highly fragmented markets – the more than 6,500 medical device companies and the more than 180,000 healthcare facilities that serve as points of dispensation.

Product Pricing & Positioning

One of the primary intended goals in the development of our proposed platforms is to significantly lower the testing costs and drastically reduce test result turnaround time from days to minutes. The estimated price per test for our diagnostic platform is expected to be $25-50 plus a one-time purchase of durable components, which price range are set forth below. The durable component is a reusable reader that integrates with a smartphone for $50-112.

Table 3: Estimated Pricing for Each Diagnostic Platform

Estimated Price	BUSINESS	HOME	PUBLIC
Durable Components	$112.00	$50-112.00	$50-$112.00
Disposable Components	$50.00	$25-50.00	$50.00

Note: 1) Durable components consist of a reader. The reader intends to transmit test measurement data to the Cloud where it can be interpreted further to generate a test result. Disposable components consist of a saliva sample collection swab and a test cartridge. The test cartridge contains the biosensor that can connect with the with the reader. **2)** Estimated pricing is subject to change.

Go to Market Strategy & Addressable Market

The purpose of developing a "Go-to-Market" (GTM) strategy is to connect the dots in a coherent plan, orchestrate activities and align strategic resources towards a common goal of growing sales. Equally important, a GTM strategy provides a framework for measuring progress in achieving near-term goals or long-term strategic business growth objectives. It also helps early identification and diagnosis any issues that hamper success.

While a GTM is helpful for planning, such plans always change throughout the course of a business, and we expect our business is no different – the following GTM strategy is subject to change.

The intended audience is segmented among three groups: 1) Businesses operating in essential industries that need to establish robust testing programs; 2) Individuals and families that need to be tested frequently, and 3) Public sector agencies responsible for providing available and affordable testing to the general population. The intended goal of our product is to eliminate the threats that pathogens present to humanity.

Intended Target Audience

Our initial intended target markets include businesses in various industries, individuals and public agencies.

Businesses operating in essential industries, particularly education and healthcare, trade and transportation, leisure and hospitality, retail and agriculture production and processing among other industries need a fast, accurate and inexpensive high-volume diagnostic platform for implementing robust testing programs. While the definition of essential workforce can vary by state, the Department of Homeland Security (DHS) defines essential and critical infrastructure industries to include: law enforcement, public safety and other first responders; education; food and agriculture; energy; water and wastewater; transportation and logistics; public works and infrastructure support services; communications and information technology; other government-based operations and essential functions; critical manufacturing; hazardous materials; financial services; chemical; defense industrial base; commercial facilities; real estate and shelter facilities and hygiene products and services. We intend to prioritize education and healthcare, trade and transportation, leisure and hospitality and agriculture production and processing, and expand to other essential industries as opportunities allow. Prioritization of intended target markets is subject to change.

The four intended target business markets that we intend to prioritize account for more than half of U.S. employment or 70.8 million workers across 53 U.S. states and territories. The top ten U.S. states with the most workers in our four intended markets include: California, Texas, Florida, New York, Pennsylvania, Illinois, Ohio, Georgia, North Carolina, and Michigan.

Table 4: Top Ten States by Number of Employees in Four Essential Industry Intended Target Markets

State	Education/ Healthcare	Trade/ Transportation	Leisure/ Hospitality	Agriculture Production/ Processing	Total
California	2,781,960	3,125,777	2,037,941	465,789	8,411,467

Texas	1,707,227	2,560,847	1,395,933	9,738	5,673,745
Florida	1,345,619	1,846,258	1,256,803	345,216	4,793,896
New York	2,021,931	1,576,216	950,151	38,435	4,586,733
Pennsylvania	1,245,269	1,145,166	568,394	76,342	3,035,171
Illinois	931,789	1,209,998	618,648	1,224	2,761,659
Ohio	915,342	1,051,076	561,707	56,435	2,584,560
Georgia	589,162	957,514	496,456	20,334	2,063,466
North Carolina	613,320	863,655	511,397	23,487	2,011,859
New Jersey	676,785	898,563	382,017	29,160	1,986,525
Michigan	666,704	805,029	425,697	11,184	1,908,614
Total	**13,495,108**	**16,040,099**	**9,205,144**	**1,077,344**	**39,817,695**

Not surprisingly, the three states with the largest essential industry workforce, also happen to have the highest number of infectious disease cases. As of June 30, 2021, California led total case count with 5,033,935, followed by Texas with 4,296,053 and Florida with 3,684,332.

Examining addressable markets by each of the four intended target industries provides a similar picture with one exception being agriculture production. The most populous states are not always the ones most involved in agriculture production. Iowa, New Mexico, and Kentucky rank among the top five states that employ the most agriculture workers.

Other industries, however, reflect states that simply employ the most people. Trade and transportation are the largest intended target markets by number of employees nationally with a total of 28.3 million workers across 53 U.S. states and territories. Education and healthcare are the second largest with a total of 23.5 million workers, followed by leisure and hospitality with 16.4 million and agriculture production with 2.6 million workers.

Individuals and families need a fast, accurate and inexpensive personal diagnostic platform for regular testing to mitigate the risk of contracting COVID-19 and other infectious diseases from routine daily activities. There were 128.6 million resident households in the U.S. in 2019, with an average of 2.5 people per household, totaling about 321.5 million people. The resident household population of 321.5 million accounts for 98 percent of the 328.2 million people accounted for in the U.S. during 2019.

The largest U.S. states by resident households such as California, Texas, Florida, New York, and Pennsylvania also happen to be the largest employers and where Flu, RSV and COVID-19 case counts are highest.

Public agencies need access to rapid, accurate and inexpensive testing technology that can be deployed efficiently through the general population in case of a health emergency. These tests also need to definitively diagnose the targeted infectious disease, such as the Flu and/or COVID-19. Our diagnostic platform intends to serve the public sector entities that are responsible for administering high volumes of public infectious disease testing.

Intended Addressable Market

Table 5 presents estimates of the intended addressable market based on a range of diagnostic tests performed in a year broken-down by target market. The range consists of lower bound estimates of the number of tests per year for each target market and upper bound estimates of the number of tests per year for each target market. The lower bound estimates total 730 million tests a year, which equates to 60.8 million a month and 2 million a day. The upper bound estimates total 1.5 billion tests a year, which equates to 121.7 million a month and 4 million a day. While these estimates are subject to change and can end up being significantly different than actual values.

We believe that these are reasonable estimates given that during the period between October 31, 2021 and June 11, 2022, 10.7 million self-tests were reported by users, and 361.9 laboratory based and point of care tests were reported[3].

Table 5: Estimated Addressable Market Based on a Range of Annual Testing Capacity in the U.S.

Target Market		**Lower Bound Number of Tests/Yr. (Millions)**	**Upper Bound Number of Tests/Yr. (Millions)**
(A)	Business: Private, High-Volume Testing for Essential Workers Administered by Trained Personnel	442.4M	592.7M
(B)	Individuals: Private, Regular Self-Testing for Individuals & Families Administered by Individual	180.0M	602.9M
(C)	Public: High-Volume Testing for Anyone Administered by Trained Personnel	107.7M	264.4M
TOTAL		**730.1M**	**1.5B**

Notes: The lower bound estimate of the number of tests for (A) *Businesses* assumes testing of approximately 25% of Tier 1 essential workers in each state. Tier 1 essential workers include the following industries: education, healthcare, trade and transportation, leisure and hospitality and agriculture production. Tier 1 essential workers are tested about two times per month or approximately 24 times per year. The upper bound estimate of the number of tests for Businesses assumes that less than 50% of Tier 1 essential workers in each state are tested less than two times per month or less than 24 times per year. The lower bound estimate of the number of tests for (B) *Individuals* assumes that about 1% of a state's population could be tested every week. The upper bound estimate of the number of tests uses the assumption that approximately 8.5% of a state's population is tested every week. The lower bound estimate of the number of tests for (C) *Public* is based on proposed levels of testing (daily tests/100k people) by each state for mitigating the spread of COVID-19. The upper bound estimate of the number of tests for Public is based on proposed levels of testing (daily tests/100k people) by each state for suppressing the spread of Flu, RSV and COVID-19. For both the lower bound and upper bound estimate we assume to deliver a quarter of the testing capacity.

Our Rapid Molecular Diagnostic Value Proposition

We intend to help deliver widespread testing of different pathogens that is not only affordable, but effective by providing immediate test results. Our molecular self-test could be performed at home and is intended to be so simple that anyone can do it. The test intends to have the following advantages over other molecular tests:

- Detects the nucleic acid that is inside the virus without using sample preservation, sample transportation, reverse transcription, amplification or enzymes and reagents that are in short supply.
- Uses unprepared saliva as the test sample instead of nasopharyngeal swab.
- Cost per test is intended to be about four times less expensive than the cost of laboratory-based molecular tests.
- Test results intended to be provided in minutes not days.

[3] Center for Disease Control. 2022. *COVID-19 Self-Test Data: Challenges and Opportunities — United States, October 31, 2021–June 11, 2022*. May 1, 2023. https://www.cdc.gov/mmwr/volumes/71/wr/mm7132a1.htm

- Platform intends to allow for frequent testing including daily.
- Test results intend to be provided in a digital output that can be transmitted to smartphone using Bluetooth.
- Test results intend to be automatically reported to state lab and CDC via AIMES platform.
- Easily manufactured in the U.S. and could be scaled to meet demand.
- Platform could be used for many other viruses like Influenza A and B and bacterial pathogens.

Government Regulation

The Food and Drug Administration (FDA) is responsible for protecting the public health by ensuring safety, efficacy and security of human and veterinary drugs, biological products and medical devices. The agency also ensures the safety of the U.S. food supply, cosmetics and products that emit radiation.

COVID-19 was declared as a Public Health Emergency (PHE) under Section 319 of the Public Health Services Act. As of the date of this Memorandum, such declaration has expired. However, the end of the PHE does not impact the FDA'S ability to authorize devices, including tests, for emergency use. Existing emergency use authorizations (EUAs) for devices remain in effect, and the FDA may continue to issue new EUAs going forward while the EUA declarations under section 564 of the Federal Food, Drug, and Cosmetic Act are in effect and when the criteria for issuance of an EUA are met.

Description of Property

We entered into a 24-month lease in Shaker Heights, Ohio, effective April 1, 2022 with monthly rental payments of $1,600.00. We entered into a twelve-month lease effective June 1, 2022 for office space in Austin, Texas with monthly rental payments of $2,050. The Austin lease was terminated as the staff now work from home. Our lab was moved to Gainesville, Florida to the University of Florida Innovation Center where the space is about 2400 sq/feet of professional lab space. Rent for this space is $7,000 a month, paid on a month to month basis. We believe that such office and lab space is likely to be sufficient for the foreseeable future.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion relates to the historical operations and financial statements of IdentifySensors Biologics Corp for the fiscal year ended June 30, 2023, and the fiscal year ended June 30, 2022.

Forward-Looking Statements

The following Management's Discussion and Analysis should be read in conjunction with our financial statements and the related notes thereto included elsewhere in this Memorandum. The Management's Discussion and Analysis contains forward-looking statements that involve risks and uncertainties, such as statements of our plans, objectives, expectations, and intentions. Any statements that are not statements of historical fact are forward-looking statements. When used, the words "believe," "plan," "intend," "anticipate," "target," "estimate," "expect," and the like, and/or future-tense or conditional constructions ("will," "may," "could," "should," etc.), or similar expressions, identify certain of these forward-looking statements. These forward-looking statements are subject to risks and uncertainties that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements in this Memorandum. Our actual results and the timing of events could differ materially from those anticipated in these forward-looking statements. Factors that could cause or contribute to such differences in results and outcomes include, without limitation, those specifically addressed under the heading "Risks Factors" in this Memorandum and in various filings with the SEC, made in connection with the Reg A Offering. We do not undertake any obligation to update forward-looking statements to reflect events or circumstances occurring after the date of this Memorandum.

Company Overview

IdentifySensors Biologics Corp., is a Delaware corporation, founded on June 11, 2020. Since inception, we have been in the business of developing tests for viral and bacterial pathogens like COVID-19, but applicable to other diseases as well. We are now manufacturing our products and expect to complete initial prototypes during fiscal year 2023. However, before any commercial sales occur in the U.S., we must complete extensive testing and obtain approval from the U.S. Food and Drug Administration. Such efforts will require significant additional capital.

Because our products and services were initially specifically designed to address the testing needs for COVID-19, recent developments in the pandemic have caused us to broaden the testing capabilities of our products by targeting other pathogens, such as Ebola and Marburg viruses. We have made 5 pre-submissions to the FDA and intend to have FDA clearance for testing Ebola/Marburg virus by the end of 2023. We intend to commence generating revenues in the first quarter of 2024.

As of June 30, 2023, we had not yet commenced commercial sales or generated any revenue. Our activities since inception have consisted of formation activities, product development, establishing agreements, such as manufacturing and supply, and raising capital, principally through the sales of common stock and loans from affiliates. Our expenses have been primarily research and development costs, administrative expenses, and professional fees. We will incur significant additional research and development, and significant manufacturing expenses. We are dependent upon additional capital resources for the commencement of our planned principal operations and subject to significant risks and uncertainties; including failing to secure additional funding to carry our planned operations or failing to profitably operate the business.

Financial Condition and Results of Operations

We have incurred recurring losses to date. Our financial statements have been prepared assuming that we will continue as a going concern and, accordingly, do not include adjustments relating to the recoverability and realization of assets and classification of liabilities that might be necessary should we be unable to continue in operation.

We expect we will require additional capital to meet our long-term operating requirements. We expect to raise additional capital through, among other things, the sale of equity or debt securities. We have invested in manufacturing machinery that will facilitate our contract manufacturer, East West Manufacturing, LLC, in producing our product.

Results of Operations

Fiscal Year Ended June 30, 2023

We incurred a net loss for the fiscal year ended June 30, 2023, of $4,384,431.

No revenue was earned or recognized during the fiscal year ended June 30, 2023. During our fiscal year ended June 30, 2023, we raised $4,379,637 from the sale of common stock.

Total operating expenses in the year ended June 30, 2023, were $4,374,677 as compared to $3,063,289 for year ended June 30, 2022. The increase is because as of June 30, 2022, we had not started prototype manufacturing, which is now underway. Operating expenses include $2,225,512 in research and development expenses, $218,930 in manufacturing expenses, $578,959 in marketing expenses, $1,082,121 in office and administrative expenses, and $269,155 in professional fees.

Research and Development. Research and development costs were $2,225,512 for the year ended June 30, 2023, as compared to $1,374,083 for the year ended June 30, 2022. The research and development expenses consist of $170,889 to Purdue University, subcontractor expenses of $452,718, payroll costs of $872,446, computer costs of $28,065, rental costs of $25,539, consulting costs of $2,230,133, miscellaneous costs of $57,555 and lab supply costs of $388,166 for the year end June 30, 2023, as compared to $1,374,083 in research and development expenses for the year ended June 30, 2022. The research and development expenses consisted of $123,105 to Purdue University, subcontractor expenses of $406,333, payroll costs of $140,539, manufacturing costs of $29,469, computer costs of $100,668, rental costs of $15,300, miscellaneous costs of $24,491 and lab supply costs of $534,178 for the year end June 30, 2022. The increase in research and development expenses is due to increased testing and lab costs related to testing and analysis to meet the validation requirements which are necessary in order to obtain approvals needed to sell products to customers.

Office and Administrative Expenses. Office and administrative expenses for the year ended June 30, 2023, were $1,082,121 and consist of consulting, management services, sales consulting, stock awards, and our Company operations. Office and administrative expenses for the year ended June 30, 2022, were $1,047,234 and consist of management services, stock awards and Company operations. The increase is attributable to us issuing additional stock compensation as well as increased general expenses as FDA processes and regulatory processes are ongoing.

Professional Expenses. Legal and professional expenses for the year ended June 30, 2023, were $269,155 and consist of accounting and audit fees, legal expenses associated with business activities as well as patents and SEC requirements, consulting expenses of members of management, and expenses related to our Reg A Offering and operations of the Company. Legal and professional expenses for the year ended June 30, 2022, were $253,937 and consist of accounting and audit fees, legal expenses associated with contracts, expenses related to our Reg A Offering and operations of the Company. The increase in professional fees is due to the cost of the services rendered increasing.

Manufacturing Expenses. We incurred manufacturing expenses during the year ended June 30, 2023, of $218,930. These expenses consisted of the costs incurred in order to manufacture prototypes. No manufacturing expenses were incurred for the year ended June 30, 2022. We expect expenses to be substantial for upcoming manufacturing.

Marketing *Expenses*. Marketing expenses for the year ended June 30, 2023 were $578,959. These costs consisted of advertising, marketing, and consulting related to marketing. There were a small amount of marketing expenses incurred during the year ended June 30, 2022, however, during the year ended June 30, 2022, they were classified as a component of office and administrative expenses.

Other Income (Expense). Other income (expense) was $(9,754) for the year ended June 30, 2023, which consisted of $44 of interest income, and $9,798 for interest expense on a related party loan. Other income (expense) was $2,230 for the year ended June 30, 2022, which consisted of $11,662 rental income from a sub-lease in Cedar Park, Texas, and $9,432 for interest expense on a related party loan.

Fiscal year Ended June 30, 2022

We incurred a net loss for the fiscal year ended June 30, 2022, of $3,061,059.

No revenue was earned or recognized during the fiscal year ended June 30, 2022. During our fiscal year ended June 30, 2022, we raised $4,088,105 from the sale of common stock.

Liquidity and Capital Resources

Our cash balance at June 30, 2023 was $1,470,562 compared to $1,995,851 at June 30, 2022. We do not believe these cash reserves are sufficient to cover our expenses for our operations for fiscal year ending June 30, 2024. We will require additional funding for our ongoing operations.

At our current level of operations, we expend approximately $400,000 per month, meaning that we would require $4,800,000 in available cash to fund operations through June 30, 2024. However, our business plans anticipated that we would commence prototype testing and apply for approval of the FDA during this fiscal year. Such activities would require substantial additional capital, estimated to be approximately $5,000,000. We do not have any commitments for such amount of capital either through debt or equity financing. If we do not raise the capital required to implement our business plan, we may need to curtail necessary research and development activities, delay completion and testing of prototypes and defer the application for FDA approval. Such delays would have a materially adverse effect on our operations and our prospects for success.

We may be required to offer rescission to certain investors in our Reg A Offering. We were obligated to file our annual report for the year ended June 30, 2021, within 120 days after the end of the year. We did not file such reports on a timely basis. As a result, the exemption from registration under Regulation A may not have been available for the sale of certain shares of common stock. We offered rescission to investors who purchased shares during the period such filings were late and to return the amount invested per SEC guidelines. We estimate that an aggregate of approximately $234,000 was invested during the period from June 30, 2021 to March 3, 2022 during which such reports were late. None of the investors elected rescission and no amount has been accrued on the June 30, 2023 financial statements.

We plan to continue to fund our operations and capital funding needs through equity financing and the exercise of warrants issued in private placements. There is no assurance that we will be able to raise money through this offering or through the exercises of warrants. There are no assurances that we will be able to obtain further funds required for our continued operations. Even if additional financing is available, it may not be available on terms we find favorable. Failure to secure the needed additional financing will have an adverse effect on our ability to remain in business.

Plan of Operation and Funding

We expect to continue research and development at our facility in Gainesville, Florida. We will also continue to establish relationships with prospective manufacturers, distributors, and large prospective customers. Existing working capital, further advances, together with anticipated capital raises and anticipated cash flow are not expected to be adequate to fund our operations over the next twelve months. Our CEO and other consultants and employees have agreed to defer payment of certain salaries or fees until we have adequate capital resources to implement our business plan. We have no lines of credit or other bank financing arrangements. We have financed operations to date through proceeds from the sale of our common stock, warrant exercises and convertible loans. The onset of manufacturing and required FDA clinical testing, will see a need for increased capital raise.

Management anticipates additional increases in operating expenses relating to: (i) developmental expenses; and (ii) manufacturing expenses. Manufacturing cost will be a larger percentage of spending as we build about 37,000 finished cartridges. We intend to finance these expenses through the sale of additional shares and through the exercise of outstanding warrants.

Additional issuances of equity or convertible debt securities will result in dilution to our current shareholders. Further, such securities might have rights, preferences, or privileges senior to our common stock. Additional financing may not be available upon acceptable terms, or at all. If adequate funds are not available or are not available on acceptable terms, we may not be able to take advantage of prospective new business endeavors or opportunities, which could significantly and materially restrict our business operations.

Material Commitments

As of the date of this Memorandum, we do not have any material commitments except the leases described in Note 5 to the Financial Statements.

Transactions with Related Parties

During the fiscal year ended June 30, 2023, we entered several transactions with related parties. For a description of such transactions, see Note 6 to the Financial Statements. Such transactions were undertaken to secure capital for our operations or to retain the employment or professional services of the related party. The transaction prices were not determined based on arm's-length negotiations, although we believe that the prices were on terms no less favorable to us than those available from unrelated third parties. No fairness or other valuation opinions were obtained from third party valuation firms.

Purchase of Significant Equipment

We do not have any commitments to purchase equipment, but have purchased significant equipment since June 30, 2023 to facilitate the work of our contract manufacturer.

Off-Balance Sheet Arrangements

As of the date of this Offering Circular, we do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Going Concern

As reflected in the accompanying financial statements, we had an accumulated deficit of $9,414,533 at June 30, 2023 and net loss from operations of $4,374,677.

We do not yet have a history of financial stability. Historically, the principal source of liquidity has been the issuance of equity securities and related party advances. In addition, we are in the development stage and have not generated any revenues since inception. These factors raise substantial doubt about our ability to continue as a going concern.

The ability of the Company to continue operations is dependent on the success of management's plans and raising of capital through the issuance of equity securities, until such time that funds provided by operations are sufficient to fund working capital requirements.

We will require additional funding to finance the growth of our current and expected future operations as well as to achieve our strategic objectives. The Company believes its current available cash is insufficient to meet its cash needs for the near future. There can be no assurance that financing will be available in amounts or terms acceptable to us, if at all.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should we be unable to continue as a going concern.

Critical Accounting Policies and Estimates

For a discussion of our accounting policies and related items, please see the Notes to the Financial Statements.

MANAGEMENT AND EXECUTIVE COMPENSATION

The directors and executive officers of the Company as of the date of this Memorandum are as follows:

Name	Position	Age
Executive Officers		
Dr. Gregory Hummer	Chief Executive Officer	70
Bruce Raben	President and Secretary	69
Ann M. Hawkins	Chief Financial Officer and Treasurer	69
Jeff Spagnola	Chief Marketing Officer and Sales Director	62
Ghazi Kashmolah	Executive Vice President Regulatory Affairs, Chief Quality Officer and Chief Operating Officer	60
Directors		
Dr. Gregory Hummer	Director	70
Bruce Raben	Director	69

Business Experience of Directors and Executive Officers

Dr. Gregory Hummer, Chief Executive Officer and Director. Dr. Hummer was the Co-Founder of IdentifySensors, LLC in 2015. Dr. Hummer has developed patented nanotechnology, including cost-effective printed circuit sensors that communicate wirelessly with remote data terminals and nearby smartphones. This technology has broad application including security and environmental monitoring of explosives, harmful gases and chemicals that have the potential to disrupt certain industries. Dr. Hummer was the Founder and CEO, of Simplicity Health Plans (www.simplicityhealthplans.com) in 2008. Dr. Hummer also founded the self-funded group health StayFit (www.thestayfitplan.com) which is a Software-as-a-Service (SaaS) provider of Consumer Driven Health Plans (CDHP), Health Savings Accounts (HSA), Corporate Wellness Programs and Medical Bill Claims Processing. The StayFit technology is backed by patented Point-of-Service Adjudication and Payment System. Dr. Hummer is the co-owner of Blue Pearl Yachts (www.bluepearlyachts.com). Dr. Hummer designed and developed "*Blue Pearl*", a 114-foot Clipper Ketch Sailing Yacht. Dr. Hummer was a Level I Trauma Surgeon & Treasurer, St. Luke's Hospital, Treasurer of Medical Staff and Trauma Surgeon for 16 years.

Dr. Hummer attended The Ohio State University, Columbus, OH — Medical Doctor, 1978 (3 years) Residency: General Surgery, Cleveland Clinic Hospital University of Notre Dame, South Bend, IN — Pre-professional Biochemistry and Computer Engineering, 1975. He is the author of over 20 published articles on High Deductible Health Plans and Health Savings Accounts, Point-of-Service Payment Technology, Self-Funded Health Plans and Corporate Wellness.

Bruce Raben, President and Director. Mr. Raben has been an investment, merchant banker and private investor for over 30 years and was a founding partner of Hudson Capital Advisors BD, LLC. Starting in 1979 at Drexel Burnham Lambert, he worked on many leveraged buyouts and recapitalizations including Mattel Toys, SFN Co.'s, Magma Copper, Warnaco, Mellon Bank and Grant Street Bank, and John Fairfax. Mr. Raben then went on to co-found the Corporate Finance Department at Jefferies & Co. in 1990. At Jefferies, he led the creation of the Energy group and the Gaming group and helped engineer the recapitalization of TransTexas Gas.

Mr. Raben opened the west coast office for CIBC's high yield finance and merchant banking activities in 1996. Shortly thereafter, he was the principal architect of CIBC's financing and co-founding of what became Global Crossing where he sat on the board. At its peak, CIBC's $30 million investment was worth in excess of $5.0 billion. Mr. Raben has sat on numerous public and private boards of investee and client companies. These include, Foodmaker, Rival Manufacturing, Magnetek, Warnaco, Terex, Global Crossing, Equity Marketing and Fresh Direct. Mr. Raben received his B.A. from Vassar College in 1975 and his MBA from Columbia University in 1979.

Ann M. Hawkins, Chief Financial Officer and Treasurer. Ms. Hawkins is a member of Edward C. Hawkins & Co., Ltd., a CPA firm and a member of Hawkins & Company, LLC., a law firm, both of which are based in Cleveland, Ohio. She received her law degree from Marquette University and received her B.B.A with Honors from the University of Notre Dame. Ms. Hawkins is a member of the American Bar Association, Ohio Bar Association, Florida Bar Association, Wisconsin Bar Association and Ohio Society of Certified Public Accountants. She is also admitted to United States Supreme Court, Supreme Court of the States of Ohio, Wisconsin and Florida.

Jeff Spagnola, Chief Marketing Officer. Mr. Spagnola spent 34 years in the communications industry working in a variety of sales and technical marketing roles. Early sales roles at NCR, Case Communications and Develcon Electronics prepared him for leadership roles at Cisco Systems, a global communications equipment provider. During 26 years at Cisco Systems, Mr. Spagnola's leadership assisted Cisco in growing from a domestic business with revenue of $79.0 million (1991) to a global business with nearly $50.0 billion of revenue and over 75,000 employees. At Cisco Systems, Mr. Spagnola had many leadership roles including global sales management, global marketing, Service Provider business development, acquisition targeting and integration, government relations and partner management. Mr. Spagnola was a frequent speaker at both industry conferences and standards forums and was a spokesperson for Cisco's service provider business to Investors, Industry Analysts and Press. He has also held board positions at the Center for Telecommunication Management (https://www.marshall.usc.edu/ctm-team) at the University of Southern California's Marshall School of Business and also represented Cisco on the board of SuperComm, the largest United States tradeshow for the Service Providers. Mr. Spagnola is a graduate of the University of Dayton with a Bachelor of Science degree in Data Processing (1983). Born and raised in Cleveland Ohio, he and his wife Whitney now live in Kenwood, CA and have two grown children.

Ghazi Kashmolah, Executive Vice President, Regulatory Affairs and Chief Quality Officer. Since August 2021, Mr. Kashmolah served as Chief Quality Officer and Executive Vice President Regulatory Affairs of Lucira Health. Prior to that, he was Chief Quality Assurance, Regulatory Affairs, and EH&S Officer at Orchid Orthopedic Solutions LLC, a medical device company, from September 2019 to August 2021. Prior to that, he led quality and regulatory affairs as Senior Vice President of QA/RA for DJO Global, Inc., a medical device company, from May 2013 to April 2019, Vice President of QA/RA at OSI Systems, Inc., a designer and manufacturer of specialized electronic systems and components, from March 2010 to May 2013, and Vice President of Global QA/RA at Life Technologies, a biotech company acquired by life sciences company Thermo Fisher Scientific Inc. in 2014, from November 2007 to November 2009. At Cardinal Health, Inc., a health care services company, Mr. Kashmolah was Vice President, Global Operations including manufacturing, supply chain, and quality, from January 2001 to July 2005. Mr. Kashmolah received a B.S. in electrical engineering from Wayne State University, an M.S. in electrical engineering from West Coast University, and an Executive M.B.A. from University of Iowa Tippie School of Management.

Advisory Board

The Company has established an advisory board to provide guidance and advise to the directors and officers of the Company regarding technical and business matters. The advisory board has no voting powers, and is comprised of Dr. Richard Kuhn, Stephen Barret and Dick Buell.

Dr. Richard Kuhn. Dr. Kuhn is Director of the Purdue Institute of Inflammation, Immunology, and Infectious Disease. His research at Purdue has focused on the replication and assembly of the alphaviruses and the flaviviruses. Dr. Kuhn has been involved in many fundamental studies examining the structure and assembly of enveloped viruses, including the first structure of dengue virus. His focus continues to be in virus replication, virion assembly, pathogenesis, and host cell interactions using biochemical, genetic, and structural techniques. In 2007 he was elected a Fellow of the American Academy of Microbiology and the American Association for the Advancement of Science. He was an American Society for Microbiology lecturer. He is the chair of the U.S. Panel on Viral Diseases of the US-Japan Cooperative Medical Sciences Program at NIAID.

Stephen Barrett. Steve is president of Barrett Advisory, a strategic and operational consulting firm involved with Whole Health Management, Thomas H. Lee Partners, SAP America, Green Visions, Healthspot and Endotronix. Prior to launching his own advisory firm, Mr. Barrett was executive vice president and chief financial officer of Whirlpool Corporation and chief financial officer of Global Fabric & Home Care at the Procter & Gamble Company, where he spent most of his career before retiring in 2002. Mr. Barrett has an MBA in finance from Boston College and BS, Pre-Professional/Chemistry from the University of Notre Dame.

Dick Buell. Mr. Buell is an independent consultant to private equity firms on acquisition and merger deals. His most recent engagements include working with GTCR, Madison Dearborn, BC Partners, KKR and Goldman Sachs. Prior to launching his own advisory firm, Mr. Buell was Chairman and CEO of Catalina Marketing Corp., a global marketing firm that was sold to private equity firm, Hellman & Friedman for $1.7 billion. Mr. Buell also served as CEO and Chairman of Willis Stein & Partners, a private equity firm focused on the consumer-packaged goods space. Mr. Buell was President and COO of Foodbrands America, which was sold to Tyson Foods in 2001. Earlier in his career Mr. Buell was President and CEO of Griffith Laboratories and Vice President of Marketing for Kraft Foods Company. Dick has served on many boards including American Society of Mechanical Engineers, SC Johnson, Prestige Brands, University of Chicago's Graduate School of Marketing and Purdue University's Marketing Advisory Council.

Family Relationships

There are no family relationships among and between our directors, officers, persons nominated or chosen by us to become directors or officers, or beneficial owners of more than ten percent of any class of our equity securities.

Summary of Compensation of Directors and Officers

The table below summarizes all compensation paid to our directors and officers for all services rendered in all capacities for the fiscal year ended on June 30, 2023.

Name	Position	Total Compensation
Dr. Gregory Hummer[1]	Chief Executive Officer	$156,667
Bruce Raben	President	$60,000
Ann M. Hawkins[2]	Chief Financial Officer	$–
Jeff Spagnola	Chief Marketing Officer and Sales Director	$–
Ghazi Kashmolah[3]	Executive Vice President, Regulatory Affairs and Chief Quality Officer	$158,451

(1) Compensation increases as the annualized revenue of the company increases. If annualized revenue is averaging $20,000,000, then the quarterly payment to Dr. Hummer increases to $200,000, if revenue is averaging $40,000,000, then the quarterly payment increases to $300,000 and if the revenue is averaging $50,000,000, then the quarterly payment increases to $400,000. Further increases are determined by the Board of Directors.

(2) No compensation was paid directly to Ms. Hawkins. The Company paid $58,149 for accounting fees to Edward C. Hawkins & Co., Ltd., which is managed by Ms. Hawkins.

(3) Mr. Kashmolah's start date was February 9, 2023.

The table below summarizes the proposed compensation to be made in the future to all executive officers pursuant to ongoing plans and arrangements made by the Company.

Name	Position	Total Compensation
Dr. Gregory Hummer[1]	Chief Executive Officer	$133,333
Bruce Raben	President	$60,000
Ann M. Hawkins[2]	Chief Financial Officer	$29,548
Jeff Spagnola	Chief Marketing Officer and Sales Director	$–

Ghazi Kashmolah[3]	Chief Quality Officer and Chief Operating Officer	$400,000

(1) Compensation increases as the annualized revenue of the company increases. If annualized revenue is averaging $20,000,000, then the quarterly payment to Dr. Hummer increases to $200,000, if revenue is averaging $40,000,000, then the quarterly payment increases to $300,000 and if the revenue is averaging $50,000,000, then the quarterly payment increases to $400,000. Further increases are determined by the Board of Directors.

(2) No compensation was paid directly to Ms. Hawkins. The Company paid $58,149 for accounting fees to Edward C. Hawkins & Co., Ltd., which is managed by Ms. Hawkins.

(3) Starting on February 9, 2023, Mr. Kashmolah shall be paid $16,667 on the 15th of every calendar month and on the first day of the next succeeding month for 12 months. He shall be entitled to receive a bonus of $150,000, payable in two consecutive quarters after successfully achieving FDA approval of the Company's first test.

Employment and Consulting Agreements

We entered into contractor agreements with each of Dr. Greg Hummer, Bruce Raben, Ann M. Hawkins and Jeff Spagnola and agreed to pay each a quarterly fee. The contract for Dr. Hummer's services is with IdentifySensors, LLC. The total amounts which have been accrued under the contractor agreements have not all been paid.

We entered into an employment agreement with Ghazi Kashmolah on February 9, 2023, to provide services to the Company as its Executive Vice President of Regulatory Affairs and Chief Quality Officer. Mr. Kashmolah shall provide services to the Company and to its affiliates, IdentifySensors Fresh Food Enterprises LLC and IdentifySensors LLC. The employment agreement stipulates at will employment and the provision of full time, exclusive services to the Company. It includes standard confidentiality, non-solicitation, and non-piracy provisions, as well as the assignment of all intellectual property developed by Mr. Kashmolah in connection with the services provided for our benefit. Mr. Kashmolah shall be entitled to receive a salary of $16,667 to be paid on the 15th day of one month and the first day of the immediately succeeding calendar month for the first 12 months of his employment term. He will be entitled to receive a $150,000 bonus upon obtaining FDA approval for the Company's first test, and a bonus equivalent to 30% of his base salary upon the achievement of certain revenue goals set by the Company's board of directors. The employment agreement also includes payment of health benefits and contributions to Mr. Kashmolah's 401(K) plan. As part of his compensation package, Mr. Kashmolah received 400,000 stock options at a price of $4.50 per Share. The options vest in installments of 25,000 shares each at the end of each calendar quarter during Mr. Kashmolah's employment term, provided that he remains employed by the Company on the vesting dates.

Indemnification Agreements

Except for the general indemnification of the directors and officers of the Company provided by the Bylaws and the Certificate of Incorporation in accordance with Delaware General Corporation Law, we are not currently a party to any indemnification agreement with any of our directors or officers. We may enter into agreements to indemnify any or all of the members of our Board of Directors or officers at some time in the future. We believe that these agreements could be necessary to attract and retain qualified persons as executive personnel. We are aware that one of our consultants, Christopher Bongiorno, has been named in an SEC proceeding in connection with events occurring from 2015 to 2018 unrelated to the Company's operations and unrelated to this Offering. Effective July 15, 2023 we terminated the consulting relationship with Christopher Bongiorno and his affiliates.

Equity Incentive or Stock Option Plan

The Board of Directors and a majority of the stockholders of the Company have adopted and approved the 2020 Stock Incentive Plan (the "Plan"), pursuant to which the Company may grant or award stock or options to purchase stock up to a maximum of 9,222,227 shares. The awards may be given to employees, consultants, directors or other persons who render services to the Company. Awards are granted at the current fair market value of the Common Stock at the date of award. Awards may be subject to vesting provisions and repurchase rights in favor of the Company. The Plan is

administered by the Board of Directors, unless a Compensation Committee is formed at which time the committee will administer the Plan.

SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN SECURITYHOLDERS

The following tables set forth the ownership of our voting securities based on an aggregate of 47,235,981 Shares issued and outstanding as of October 31, 2023. The information includes beneficial ownership by (i) each director and officer, (ii) all of our directors and executive officers as a group, and (iii) each person or entity who, to our knowledge, owns more than 10% of our Shares. Unless otherwise indicated, the address of each beneficial owner is care of the Company at 20600 Chagrin Boulevard, Suite 450, Shaker Heights, Ohio 44122.

The information presented below regarding beneficial ownership of our voting securities has been presented in accordance with the rules of the Securities and Exchange Commission and is not necessarily indicative of ownership for any other purpose. Under these rules, a person is deemed to be a "beneficial owner" of a security if that person has or shares the power to vote or direct the voting of the security or the power to dispose or direct the disposition of the security. A person is deemed to own beneficially any security as to which such person has the right to acquire sole or shared voting or investment power within 60 days through the conversion or exercise of any convertible security, warrant, option or other right. More than one person may be deemed to be a beneficial owner of the same securities.

Number and address of beneficial owner	**Number of Shares**	**Nature of Beneficial Ownership**	**Percentage of class**
Dr. Gregory Hummer[1]	42,277,778	Indirect	93.93%
Bruce Raben	145,834	Direct	*
Ghazi Kashmolah	400,000	Direct	*
All directors and Officers as a group	42,823,612		94.95%

*Less than one percent.

[1] Includes 42,277,778 shares of Common Stock owned by IdentifySensors Fresh Food Enterprises, LLC, of which Dr. Hummer is the sole Manager. Dr. Hummer therefore has the power to vote these shares but otherwise disclaims beneficial ownership.

INTERESTS OF MANAGEMENT AND OTHERS IN CERTAIN TRANSACTIONS

Except as set forth in connection with Mr. Kashmolah's employment agreement, the Company has not entered into any transaction during the last two completed fiscal years; and currently there are no proposed transactions, in which either the Company or any of its subsidiaries was or is to be a party, and where the amount involved exceeds $120,000, in which: (i) any of the Company's directors or executive officers; (ii) any person who beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to our outstanding Shares; or (iii) any member of the immediate family (including spouse, parents, children, siblings and in-laws) of any of the above persons, had or has a direct or indirect material interest.

Voting Control by CEO

IdentifySensors Fresh Food Enterprises, LLC owns more than 84% of the issued and outstanding voting shares of the Company. Dr. Hummer is the sole Manager of ISFFE and has the right to vote such shares. As a result, Dr. Hummer has sole voting control over the business and affairs of the Company.

No Ownership of the Intellectual Property

The Company has acquired rights to use the intellectual property invented by Dr. Hummer pursuant to a License Agreement with IdentifySensors Fresh Food Enterprises, LLC, which Dr. Hummer controls. See "Description of Business—License Agreement." In the event of any conflict with Dr. Hummer, the Company could lose access to and rights to use the intellectual property upon which the Company's products will be developed.

No Arms'-Length Agreements.

The agreements between the Company and Dr. Hummer or his affiliated entities have not been negotiated at arms'-length. While the Company believes that the terms and conditions of such agreements are fair to the Company, there can be no assurances that the Company could not obtain more favorable terms from a third party.

Management Not Required to Devote Full Time and Energy

None of Dr. Hummer, Ann Hawkins and Jeff Spagnola is obligated to devote their respective full time and energy to our business and each has other business activities that may require a substantial amount of his time and attention. We will not, therefore, be entitled to the full time and energy of such personnel.

SECURITIES BEING OFFERED

The Company is offering a maximum of $50,000,000 (approximately 11,111,111 Shares) of its Common Stock at a price of $4.50 per Share. The Company will also issue to Investors warrants to purchase additional shares (the "Warrants") as described below. Except as otherwise required by law, the Company's Bylaws or its Certificate of Incorporation, each share of Common Stock shall have one (1) vote per share. The Shares of Common Stock, when issued, will be fully paid and non-assessable.

We are authorized to issue a total of 400,000,000 shares. The Company's shares are designated as 350,000,000 shares of Common Stock and 50,000,000 shares of Preferred Stock. As of October 31, 2023, there were 47,235,981 shares of Common Stock outstanding and no shares of Preferred Stock outstanding. The shares of Preferred Stock may be issued from time to time in one or more series by our Board of Directors, who is entitled to fix or alter the rights, preferences, privileges and restrictions granted to or imposed on each series of Preferred Stock, and the number of shares constituting any such series and the designation thereof.

We do not expect to create any additional series of stock during the next 12 months, but we are not limited from creating additional series of Preferred Stock which may have preferred dividend, voting and/or liquidation rights or other benefits not available to holders of our Common Stock if we choose to do so.

We do not expect to declare dividends for holders of Common Stock in the foreseeable future. Dividends will be declared, if at all (and subject to the rights of holders of additional classes of securities, if any), in the discretion of the Company's Board of Directors. Dividends, if ever declared, may be paid in cash, in property, or in shares of the capital stock of the Company, subject to the provisions of law, the Company's Bylaws and the Certificate of Incorporation. Before payment of any dividend, there may be set aside out of any funds of the Company available for dividends such sums as the Board of Directors, in its absolute discretion, deems proper as a reserve for working capital, to meet contingencies, for equalizing dividends, for repairing or maintaining any property of the Company, or for such other purposes as the Board of Directors may deem in the best interests of the Company.

The minimum subscription that will be accepted from an Investor is Four Hundred and Ninety-Nine Dollars and Fifty Cents ($499.50) (the "Minimum Subscription"). A subscription for Four Hundred and Ninety-Nine Dollars and Fifty Cents ($499.50) or more in the Common Stock may be made only by tendering to the Company an executed subscription agreement (electronically or in writing) delivered with the subscription price, in a form acceptable to the Company, via check, wire or ACH (or other payment methods the Company may later add), and any additional information as may be required by the Company to verify the "accredited investor" status of an Investor. The execution and tender of the documents required, as detailed in the materials, constitutes a binding offer to purchase the number of Shares stipulated therein and an agreement to hold the offer open until the expiration date or until the offer is accepted or rejected by the Company, whichever occurs first.

We reserve the unqualified discretionary right to reject any subscription for the Shares, in whole or in part. If we reject any offer to subscribe for the Shares, we will return the subscription payment, without interest or deduction. Our acceptance of any subscription will be effective when an authorized representative of the Company issues a written or electronic notification that the subscription was accepted to the Investor.

Common Stock

Common Stock

The rights, preferences, powers, privileges, and the restrictions, qualifications, and limitations of the classes of Common Stock are identical. A share of Common Stock entitles the holder to one (1) vote, either in person or by proxy, for the election of directors and on all matters submitted to a vote of the stockholders of the Company. We are authorized to issue up to 350,000,000 shares of Common Stock. As of the date of this Memorandum, we have 47,235,981 shares of Common Stock outstanding.

On September 30, 2020, we effectuated a reverse split of our outstanding shares of Common Stock, pursuant to which each 3.6 shares of Common Stock outstanding were converted into one (1) share of Common Stock. The numbers of shares reflected in this Memorandum are after giving effect to such reverse stock split.

Warrants

The Company will issue and grant to Investors a number of three-year warrants to purchase additional shares of Common Stock at an exercise price of $5.25 per share. The form of Warrant Agreement is attached as Exhibit [--] to this Memorandum. The number of Warrants will depend upon the amount invested by each Investor as set forth in the table below:

Amount Invested	Number of Warrants	Exercise Price (per share)	Aggregate Exercise Price
$100,000 to 199,999	4,750	$5.25	$24,937.50
$200,000 to 299,999	11,425	$5.25	$59,981.25
$300,000 to 399,999	20,000	$5.25	$105,000.00
$400,000 or more	30,475	$5.25	$159,993.75

The Warrants have a term of three-years from the date of original issuance and may be exercised at any time prior to expiration. The holder must pay the exercise price of the Warrants at the time of exercise by delivery of good funds to the Company. If not exercised within three years from the date of issuance, then the Warrants will expire and cannot be exercised.

The Warrants contain customary anti-dilution rights in the event the Company declares and pays any dividends, splits or combines the Common Stock or similar events. Shares of Common Stock issued upon exercise of the Warrants will not be certificated and the books and records of the Company maintained by Colonial Stock Transfer will be revised to reflect the share ownership by the Warrant holder.

The Warrants may be exercised in whole or part at any time by the holder and may be assigned to transferred.

Preferred Shares

Our board of directors is authorized, subject to limitations prescribed by law and provisions of our Certificate of Incorporation, to provide for the issuance from time to time in one or more series of up to 50,000,000 Preferred Shares and to establish the number of Preferred Shares to be included in each series, and to fix the designations, relative rights, preferences, qualifications and limitations of the Preferred Shares of each such series. To date we have not issued any Preferred Shares.

Uncertificated Securities

All of the Common Stock are, or would be upon issuance, uncertificated. We will maintain at our principal executive offices a list of each shareholder of the Company, including number of Shares held by such shareholder and other relevant contact information of each shareholder. The Company has engaged Colonial Stock Transfer as a transfer agent.

No Trading Market

Our Common Stock are not traded on a national exchange. There is no market for our Common Stock.

Limitation of Liability and Indemnification of Officers and Directors

Our Bylaws limit the liability of directors and officers of the Company. The Bylaws state that the Company shall indemnify its directors and executive officers to the maximum extent and in the manner permitted by the DGCL, provided however, that the Company may modify the extent of such indemnification by individual contracts with its directors and executive officers. The Company shall have power to indemnify its other officers, employees and other agents as set forth in the DGCL. The Board of Directors shall have the power to delegate the determination of whether

indemnification shall be given to any such person except executive officers to such officers or other persons as the Board of Directors shall determine. The Company shall advance to any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative in connection with any proceeding only upon delivery to the Company of an undertaking to repay all amounts so advanced if it shall ultimately be determined that such indemnitee is not entitled to be indemnified for such expense under the Bylaws or otherwise.

There is no pending litigation or proceeding involving any of our directors or officers as to which indemnification is required or permitted, and we are not aware of any threatened litigation or proceeding that may result in a claim for indemnification.

For additional information on indemnification and limitations on liability of our directors and officers, please review the Company's Bylaws, which are attached to this Memorandum.

TERMS OF THE OFFERING

We are offering an aggregate maximum of 11,111,111 Shares of our Common Stock at a price of $4.50 per Share, through this Offering and through our concurrent Reg A Offering, with minimum purchase of 111 Shares for a total investment of $499.50. An Investor who invests in excess of $100,000 will be issued Warrants to purchase additional Shares of Common Stock at a price per shares of $5.25. The exercise period for the Warrants will be three (3) years for their date of issuance. Investors are required to make their investment in cash concurrently with the signing of the Subscription Agreement. No fractional Shares will be issued. We will return subscription funds, without interest thereon or deduction therefrom, to any Investor whose subscription is not accepted.

All funds received from Investors, whether or not ultimately accepted by us, will be deposited into our account pursuant to an "Initial Closing" any time after subscription funds are accepted. We may conduct multiple "Interim Closings" up to the Maximum Offering, at which time a "Final Closing" will be held. There is no minimum offering, which means that all proceeds from the sale of the Shares will become immediately available to the Company for its use. The Offering will be open until the Maximum Offering is reached, but no later than December 1, 2024, unless earlier terminated or later extended by us.

We may reject or accept, in our sole and exclusive discretion, in whole or in part, in one or multiple installments, any prospective Investor's Subscription Agreement. Subscriptions will be rejected for failure to conform to the requirements of the Offering, insufficient documentation, over-subscription of the Offering, or for such other reasons as we may determine in our sole discretion. See "Plan of Distribution." Investors who have tendered their subscription proceeds may not withdraw their subscriptions, even if we have not yet accepted the subscription.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL, OR THE SOLICITATION OF AN OFFER TO BUY, SHARES AS TO ANY PERSON OR ENTITY UNLESS AND UNTIL THE COMPANY HAS DETERMINED (IN ITS SOLE DISCRETION) THAT SUCH PARTY POSSESSES THE REQUIRED QUALIFICATIONS. EACH INVESTOR WILL BE REQUIRED TO MAKE CERTAIN REPRESENTATIONS TO US, INCLUDING REPRESENTATIONS AS TO INVESTMENT INTENT, DEGREE OF SOPHISTICATION, ACCESS TO INFORMATION CONCERNING US AND ABILITY TO BEAR THE ECONOMIC RISK OF THE INVESTMENT.

PLAN OF DISTRIBUTION

The Shares are being offered on a "best-efforts" basis by our Management. Such persons will use their best efforts to offer and sell the Shares but will not commit to purchase the Shares or to sell any minimum number of Shares. Our Management will not receive any compensation for the sale of Shares. We shall have the right to acquire Shares for our own account, or to allow Shares to be acquired by our employees, officers or affiliates, all for investment purposes only and not with a view toward distribution. We expect to incur approximately $[--] in expenses in connection with this Offering. We will pay all of the expenses of this Offering, including fees to our legal counsel, whether or not any Shares are sold in the Offering. Any Investor desiring to engage separate legal counsel in connection with this Offering will be responsible for the fees and costs of such separate representation.

Termination Date

All proceeds from sales of the Shares in the Offering will be paid to us pursuant to a series of Closings. There is no minimum offer, and funds will be immediately available to us after each Closing. If we reject an Investor's subscription for the Shares, the Investor's subscription funds will be returned to the Investor without interest thereon or deduction therefrom. The Offering will continue until the earlier of sale of the Maximum Offering or December 1, 2024, unless earlier terminated or later extended by us in our sole discretion.

SUMMARY OF SALES MATERIAL

The Offering of the Shares described in this Memorandum is made only by this Memorandum. The statements made in this Memorandum are made as of the date it bears, unless another time is specified. Neither the delivery of the Memorandum, nor any sales made under it, shall create any implication that there has been no change in this Offering since the date it bears. If any material change in this Offering occurs before its completion, we will supplement this Memorandum.

ADDITIONAL INFORMATION

Each prospective Investor may ask questions and receive answers concerning the terms and conditions of this Offering and obtain any additional information which we possess, or can acquire without unreasonable effort or expense, to verify the accuracy of the information provided in this Memorandum. Information regarding the Company's charter documents, and material contracts mentioned in this Memorandum are available to the public as part of the Company's Reg A Offering at www.sec.gov. Our address is 20600 Chagrin Blvd., Suite 450, Shaker Heights, Ohio 44122. Our telephone number is: 949-752-1100.

FINANCIAL STATEMENTS

THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED JUNE 20, 2023, ARE INCLUDED IN THE OFFERING STATEMENT OF THE COMPANY ON FORM 1-A/A FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 22, 2023. THE OFFERING STATEMENT IS AVAILABLE ONLINE AT www.sec.gov.

EXHIBIT A FORM OF SUBSCRIPTION AGREEMENT

Subscription Agreement

THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR THE SECURITIES LAWS OF ANY STATE OR ANY OTHER JURISDICTION. THERE ARE FURTHER RESTRICTIONS ON THE TRANSFERABILITY OF THE SECURITIES DESCRIBED HEREIN.

THE PURCHASE OF THE SECURITIES INVOLVES A HIGH DEGREE OF RISK AND SHOULD BE CONSIDERED ONLY BY PERSONS WHO CAN BEAR THE RISK OF THE LOSS OF THEIR ENTIRE INVESTMENT.

IDENTIFYSENSORS BIOLOGICS CORP.

20600 Chagrin Boulevard, Suite 450
Shaker Heights, Ohio

Ladies and Gentlemen:

The undersigned understands that Identifysensors Biologics Corp., a Delaware corporation (the "Company"), is offering an aggregate of 11,111,111 shares of its Common Stock, (the "Shares") in a private placement. This offering is made pursuant to the memorandum, to which this subscription agreement is attached (the "Offering Documents"), all as more particularly described and set forth in the Offering Documents. The undersigned further understands that the offering is being made without registration of the Shares under the Securities Act of 1933, as amended (the "Securities Act"), or any securities law of any state of the United States or of any other jurisdiction, and is being made only to "accredited investors" (as defined in Rule 501 of Regulation D under the Securities Act).

1. Subscription. Subject to the terms and conditions hereof and the provisions of the Offering Documents, the undersigned hereby irrevocably subscribes for ____ Shares of the Company's Common Stock at a price per Share of $4.50, for an aggregate purchase price of $_____, which shall be payable as described in Section 3 hereof. The undersigned acknowledges that the Shares will be subject to restrictions on transfer as set forth in this subscription agreement (the "Subscription Agreement").

2. Acceptance of Subscription and Issuance of Shares. It is understood and agreed that the Company shall have the sole right, at its complete discretion, to accept or reject this subscription, in whole or in part, for any reason and that the same shall be deemed to be accepted by the Company only when it is signed by a duly authorized officer of the Company and delivered to the undersigned at the Closing referred to in Section 2 hereof. Notwithstanding anything in this Subscription Agreement to the contrary, the Company shall have no obligation to issue any of the Shares to any person who is a resident of a jurisdiction in which the issuance of Shares to such person would constitute a violation of the securities, "blue sky" or other similar laws of such jurisdiction (collectively referred to as the "State Securities Laws").

3. The Closing. The closing of the transactions contemplated by this Subscription Agreement (the "Closing") shall take on the date in which the Company notifies the undersigned in writing that it has accepted the subscription for the Shares (the "Closing Date"). The consummation of the transactions contemplated by this Subscription Agreement shall be deemed to occur at 12:01 a.m. PST on the Closing Date.

4. Payment for Securities. Payment for the Shares shall be received by the Company from the undersigned by wire transfer of immediately available funds or other means approved by the Company prior to the Closing, in the amount as set forth in Section 1. The Company shall deliver certificates representing the Shares to the undersigned at the Closing bearing an appropriate legend referring to the fact that the Shares were sold in reliance upon an exemption from registration under the Securities Act.

5. Representations and Warranties of the Company. As of the Closing, the Company represents and warrants that:

5.1. The Company has been duly incorporated and is validly existing under the laws of Delaware, with full power and authority to conduct its business as it is currently being conducted and to own its assets; and has secured any authorizations, approvals, permits and orders required by law for the conduct by the Company of its business as it is currently being conducted.

5.2. The Shares have been duly authorized and, when issued, delivered and paid for in the manner set forth in this Subscription Agreement, will be validly issued, fully paid and nonassessable, and will conform in all material respects to the description thereof set forth in the Offering Documents.

6. Representations and Warranties of the Undersigned. The undersigned hereby represents and warrants to and covenants with the Company that:

6.1. General.

6.1.1. The undersigned has all requisite authority (and in the case of an individual, the capacity) to purchase the Shares, enter into this Subscription Agreement and to perform all the obligations required to be performed by the undersigned hereunder, and such purchase will not contravene any law, rule, or regulation binding on the undersigned or any investment guideline or restriction applicable to the undersigned.

6.1.2. The undersigned is a resident of the state set forth on the signature page hereto and is not acquiring the Shares as a nominee or agent or otherwise for any other person.

6.1.3. The undersigned will comply with all applicable laws and regulations in effect in any jurisdiction in which the undersigned purchases or sells Shares and obtain any consent, approval or permission required for such purchases or sales under the laws and regulations of any jurisdiction to which the undersigned is subject or in which the undersigned makes such purchases or sales, and the Company shall have no responsibility therefor.

6.2. Information Concerning the Company.

6.2.1. The undersigned has received a copy of the Offering Documents. The undersigned has not been furnished any offering literature other than the Offering Documents, and the undersigned has relied only on the information contained therein.

6.2.2. The undersigned understands and accepts that the purchase of the Shares involves various risks, including the risks outlined in the Offering Documents and in this Subscription Agreement. The undersigned represents that it is able to bear any loss associated with an investment in the Shares.

6.2.3. The undersigned confirms that it is not relying on any communication (written or oral) of the Company or any of its affiliates, as investment or tax advice or as a recommendation to purchase the Shares. It is understood that information and explanations related to the terms and conditions

of the Shares provided in the Offering Documents or otherwise by the Company or any of its affiliates shall not be considered investment or tax advice or a recommendation to purchase the Shares, and that neither the Company nor any of its affiliates is acting or has acted as an advisor to the undersigned in deciding to invest in the Shares. The undersigned acknowledges that neither the Company nor any of its affiliates has made any representation regarding the proper characterization of the Shares for purposes of determining the undersigned's authority to invest in the Shares.

6.2.4. The undersigned is familiar with the business and financial condition and operations of the Company, all as generally described in the Offering Documents. The undersigned has had access to such information concerning the Company and the Shares as it deems necessary to enable it to make an informed investment decision concerning the purchase of the Shares.

6.2.5. The undersigned understands that, unless the undersigned notifies the Company in writing to the contrary at or before the Closing, each of the undersigned's representations and warranties contained in this Subscription Agreement will be deemed to have been reaffirmed and confirmed as of the Closing, taking into account all information received by the undersigned.

6.2.6. The undersigned understands that no federal or state agency has passed upon the merits or risks of an investment in the Shares or made any finding or determination concerning the fairness or advisability of this investment.

6.3. Non-Reliance.

6.3.1. The undersigned represents that it is not relying on (and will not at any time rely on) any communication (written or oral) of the Company, as investment advice or as a recommendation to purchase the Shares, it being understood that information and explanations related to the terms and conditions of the Shares and the other transaction documents that are described in the Offering Documents shall not be considered investment advice or a recommendation to purchase the Shares.

6.3.2. The undersigned confirms that the Company has not (A) given any guarantee or representation as to the potential success, return, effect or benefit (either legal, regulatory, tax, financial, accounting or otherwise) of an investment in the Shares or (B) made any representation to the undersigned regarding the legality of an investment in the Shares under applicable legal investment or similar laws or regulations. In deciding to purchase the Shares, the undersigned is not relying on the advice or recommendations of the Company and the undersigned has made its own independent decision that the investment in the Shares is suitable and appropriate for the undersigned.

6.4. Status of Undersigned.

6.4.1. The undersigned has such knowledge, skill and experience in business, financial and investment matters that the undersigned is capable of evaluating the merits and risks of an investment in the Shares. With the assistance of the undersigned's own professional advisors, to the extent that the undersigned has deemed appropriate, the undersigned has made its own legal, tax, accounting, and financial evaluation of the merits and risks of an investment in the Shares and the consequences of this Subscription Agreement. The undersigned has considered the suitability of the Shares as an investment in light of its own circumstances and financial condition and the undersigned is able to bear the risks associated with an investment in the Shares, and it is authorized to invest in the Shares.

6.4.2. The undersigned is an "accredited investor" as defined in Rule 501(a) under the Securities Act. The undersigned agrees to furnish any additional information requested by the Company or any of its affiliates to verify his "accredited investor" status to the reasonable satisfaction of the Company and to assure compliance with applicable U.S. federal and state securities laws in connection with the purchase and sale of the Shares. The undersigned acknowledges that the undersigned has completed the Investor Questionnaire contained in Appendix A and that the information contained therein is complete and accurate as of the date thereof and is hereby affirmed as of the date hereof. Any information that has been furnished or that will be furnished by the undersigned to evidence its status as an accredited investor is accurate and complete, and does not contain any misrepresentation or material omission.

6.5. Restrictions on Transfer or Sale of Shares.

6.5.1. The undersigned is acquiring the Shares solely for the undersigned's own beneficial account, for investment purposes, and not with a view to, or for resale in connection with, any distribution of the Shares. The undersigned understands that the Shares have not been registered under the Securities Act or any State Securities Laws by reason of specific exemptions under the provisions thereof which depend in part upon the investment intent of the undersigned and of the other representations made by the undersigned in this Subscription Agreement. The undersigned understands that the Company is relying upon the representations and agreements contained in this Subscription Agreement (and any supplemental information) for the purpose of determining whether this transaction meets the requirements for such exemptions.

6.5.2. The undersigned understands that the Shares are "restricted securities" under applicable federal securities laws and that the Securities Act and the rules of the U.S. Securities and Exchange Commission (the "Commission") provide in substance that the undersigned may dispose of the Shares only pursuant to an effective registration statement under the Securities Act or an exemption from the registration requirements of the Securities Act, and the undersigned understands that the Company has no obligation or intention to register any of the Shares or the offering or sale thereof, or to take action so as to permit offers or sales pursuant to the Securities Act or an exemption from registration thereunder (including pursuant to Rule 144 thereunder). Accordingly, the undersigned understands that under the Commission's rules, the undersigned may dispose of the Shares only in "private placements" which are exempt from registration under the Securities Act, in which event the transferee will acquire "restricted securities," subject to the same limitations that apply to the Shares in the hands of the undersigned. Consequently, the undersigned understands that the undersigned must bear the economic risks of the investment in the Shares for an indefinite period of time.

6.5.3. The undersigned agrees: (A) that the undersigned will not sell, assign, pledge, give, transfer, or otherwise dispose of the Shares or any interest therein, or make any offer or attempt to do any of the foregoing, unless the transaction is registered under the Securities Act and complies with the requirements of all applicable State Securities Laws, or the transaction is exempt from the registration provisions of the Securities Act and all applicable requirements of State Securities Laws; (B) that the certificates representing the Shares will bear a legend making reference to the foregoing restrictions; and (C) that the Company and its affiliates shall not be required to give effect to any purported transfer of such Shares, except upon compliance with the foregoing restrictions.

7. Conditions to Obligations of the Undersigned and the Company. The obligations of the undersigned to purchase and pay for the Shares and of the Company to sell those Shares, are subject to the satisfaction at

or prior to the Closing of the following condition precedent: (i) the representations and warranties of the Company contained in Section 4 hereof, and of the undersigned contained in Section 5.2 hereof shall be true and correct as of the Closing in all respects with the same effect as though such representations and warranties had been made on and as of the Closing.

8. Obligations Irrevocable. The obligations of the undersigned shall be irrevocable.

9. Legend. The certificates representing the Shares sold pursuant to this Subscription Agreement will be imprinted with a legend in substantially the following form:

"THE SECURITIES EVIDENCED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION. THE SECURITIES MAY NOT BE OFFERED, SOLD, PLEDGED, OR OTHERWISE TRANSFERRED EXCEPT (1) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT OR (2) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ALL APPLICABLE STATE SECURITIES LAWS AND THE SECURITIES LAWS OF OTHER JURISDICTIONS, AND IN THE CASE OF A TRANSACTION EXEMPT FROM REGISTRATION, UNLESS THE COMPANY HAS RECEIVED AN OPINION OF COUNSEL REASONABLY SATISFACTORY TO IT THAT SUCH TRANSACTION DOES NOT REQUIRE REGISTRATION UNDER THE SECURITIES ACT OR SUCH OTHER APPLICABLE LAWS."

10. Waiver, Amendment. Neither this Subscription Agreement nor any provisions hereof shall be modified, changed, discharged or terminated except by an instrument in writing, signed by the party against whom any waiver, change, discharge or termination is sought.

11. Assignability. Neither this Subscription Agreement nor any right, remedy, obligation or liability arising hereunder or by reason hereof shall be assignable by either the Company or the undersigned without the prior written consent of the other party, and any attempted assignment without such prior written consent shall be void.

12. Waiver of Jury Trial. THE UNDERSIGNED IRREVOCABLY WAIVES ANY AND ALL RIGHT TO TRIAL BY JURY WITH RESPECT TO ANY LEGAL PROCEEDING ARISING OUT OF THE TRANSACTIONS CONTEMPLATED BY THIS SUBSCRIPTION AGREEMENT.

13. Submission to Jurisdiction. With respect to any suit, action, or proceeding relating to any offers, purchases, or sales of the Shares by the undersigned ("Proceedings"), the undersigned irrevocably submits to the jurisdiction of the federal and state courts located in Delaware, which submission shall be exclusive, unless none of such courts has lawful jurisdiction over such Proceedings.

14. Governing Law. This Subscription Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.

15. Section and Other Headings. The section and other headings contained in this Subscription Agreement are for reference purposes only and shall not affect the meaning or interpretation of this Subscription Agreement.

16. Counterparts. This Subscription Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which together shall be deemed to be one and the same agreement.

17. Notices. All notices and other communications provided for herein shall be in writing and shall be deemed to have been duly given if delivered personally or sent by registered or certified mail, return receipt requested, postage prepaid to the following addresses (or such other address as either party shall have specified by notice in writing to the other):

If to the Company:	20600 Chagrin Boulevard, Suite 450 Shaker Heights, Ohio E-mail: greghummer@identifysensors.com Attention: Greg Hummer
with a copy to:	Corporate Securities Legal LLP E-mail: gbradshaw@wbc-law.com Attention: Gilbert Bradshaw
If to the Purchaser:	At the address set forth in the signature page hereof.

18. Binding Effect. The provisions of this Subscription Agreement shall be binding upon and accrue to the benefit of the parties hereto and their respective heirs, legal representatives, successors, and assigns.

19. Survival. All representations, warranties and covenants contained in this Subscription Agreement shall survive (i) the acceptance of the subscription by the Company and the Closing, (ii) changes in the transactions, documents and instruments described in the Offering Documents which are not material or which are to the benefit of the undersigned, and (iii) the death or disability of the undersigned.

20. Notification of Changes. The undersigned hereby covenants and agrees to notify the Company upon the occurrence of any event prior to the Closing of the purchase of the Shares pursuant to this Subscription Agreement which would cause any representation, warranty, or covenant of the undersigned contained in this Subscription Agreement to be false or incorrect.

21. Severability. If any term or provision of this Agreement is invalid, illegal, or unenforceable in any jurisdiction, such invalidity, illegality, or unenforceability shall not affect any other term or provision of this Agreement or invalidate or render unenforceable such term or provision in any other jurisdiction.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Subscription Agreement this __ day of _____, 2023.

PURCHASER (if an individual):

_____
Name:

PURCHASER (if an entity):

_____
Legal Name of Entity

By_____
Name:
Title:

State/Country of Domicile or Formation: _____

IDENTIFYSENSORS BIOLOGICS CORP.

By_____
Name: Greg Hummer
Title: CEO

APPENDIX A

INVESTOR QUESTIONNAIRE

ALL INFORMATION FURNISHED IS FOR THE SOLE USE OF **IDENTIFYSENSORS BIOLOGICS CORP.**, A DELAWARE CORPORATION, AND ITS COUNSEL AND WILL BE HELD IN CONFIDENCE BY SUCH PARTIES, EXCEPT THAT THIS QUESTIONNAIRE MAY BE FURNISHED TO SUCH OTHER PARTIES AS THE COMPANY AND ITS COUNSEL DEEM NECESSARY TO ESTABLISH COMPLIANCE WITH FEDERAL OR STATE SECURITIES LAWS OR TO THE EXTENT REQUIRED BY LAW.

1. Investor Information.

For Individual Investors
(Please Print)

Name of Investor: _____
Street Address: _____
City, State or Territory, Zip: _____
Country: _____
Social Security Number: _____
Telephone Number (daytime): _____
Signature: _____
Date: _____
State and Country of Residency: _____

Check Type of Ownership:
___Individual
___Joint Tenants (all parties must sign)
___Community Property (spouse must sign)
___Tenants-in-Common (all parties must sign)
___Other: _____

Print Name(s) of Spouse, Joint Tenant(s), or Tenant(s)-in-common: _____
_____
Signature(s) of Spouse, Joint Tenant(s), or Tenant(s)-in-common: _____
_____
Date: _____

Social Security Number(s): _____

Professional Adviser (if applicable):

_____	_____
Signature	Mailing Street Address
_____	_____
Print Name	City, State or Territory, Zip
_____	_____
Telephone Number	Country
_____	
Social Security Number	

For Corporate, Partnership, Limited Liability Company, Trust or Other Entity Investors (Please Print)

Name of Investor: _____
Street Address: _____
City, State or Territory, Zip: _____
Country: _____
Taxpayer ID Number: _____
Telephone Number (daytime): _____
Name of Authorized Signatory: _____
Authorized Signatory Signature: _____
Date: _____

Check Type of Ownership:

____Corporation
____Partnership
____Limited Liability Company
____Trust or Pension Plan
____Other: _____

2. **Accredited Investor Status.** To determine "accredited investor" status for the purpose of the Subscription Agreement, indicate by initialing in the space provided if the undersigned is:

For Individuals:

_____ (A) A natural person with individual net worth (or joint net worth with spouse) in excess of $1,000,000. For purposes of this item, "**net worth**" means the excess of total assets at fair market value, including home furnishings and automobiles (and including property owned by a spouse), over total liabilities; provided, however, net worth does not include the value of Investor's primary residence (unless the indebtedness secured by the residence exceeds its value, in which case, such excess shall be deducted from the computation of net worth).

_____ (B) A natural person with individual income (without including any income of the Investor's spouse) in excess of $200,000, or joint income with spouse of $300,000, in each of the two most recent years and who reasonably expects to reach the same income level in the current year.

For Entities:

_____ (C) An entity, including a grantor trust, in which all the equity owners are accredited investors (for this purpose, a beneficiary of a trust is not an equity owner, but the grantor of a grantor trust is an equity owner).

_____ (D) A bank as defined in Section 3(a)(2) of the Securities Act of 1933 or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act of 1933, whether acting in its individual or fiduciary capacity.

_____ (E) An insurance company as defined in Section 2(13) of the Securities Act of 1933.

_____ (F) A broker-dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934.

_____ (G) An investment company registered under the Investment Company Act of 1940.

_____ (H) A business development company as defined in Section 2(a)(48) of the Investment Company Act of 1940. A small business investment company licensed by the Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958.

_____ (I) A private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940.

_____ (J) An organization described in Section 501(c)(3) of the Internal Revenue Code, a corporation, Massachusetts or similar business trust or partnership, not formed for the specific purpose of acquiring the Shares with total assets in excess of $5,000,000.

_____ (K) A trust with total assets in excess of $5,000,000 not formed for the specific purpose of acquiring the Shares, whose purchase is directed by a person with such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of an investment in the Shares.

_____ (L) An employee benefit plan within the meaning of ERISA if the decision to invest in the Offering is made by a plan fiduciary, as defined in Section 3(21) of ERISA, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total

assets in excess of $5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors.

_____ (M) A plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if the plan has total assets in excess of $5,000,000.

3. <u>Representation as to Residence</u>. To verify the residence of prospective investors and to obtain a written representation from each as to its legal residence, please complete the following:

A. For Entities:

Form of entity (*e.g.*, corporation, partnership, limited liability company, trust, etc.) _____
Organized under the laws of: _____
Address of principal office: _____
_____
Addresses of any other offices: _____
_____
_____

Has the investing entity been organized for the specific purpose of acquiring the Shares? Yes _____ No _____

B. For Individuals:

(a) The undersigned is a bona fide resident of the State of _____ and has been for _____ years.

(b) The undersigned (__) does (__) does not maintain a residence at any location other than that indicated above at Item 1. If so, where?

_____

(c) The undersigned has filed a State of _____ Income Tax Return as an in-state resident for the last _____ years.

(d) The undersigned is registered to vote in _____,
(City)
_____, _____.
(County) (State)

EXHIBIT B WARRANT AGREEMENT

Warrant Agreement

THIS WARRANT AND THE UNDERLYING SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"). THEY MAY NOT BE SOLD, OFFERED FOR SALE, PLEDGED OR HYPOTHECATED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT AS TO SUCH SECURITIES UNDER THE ACT OR AN OPINION OF COUNSEL SATISFACTORY TO THE COMPANY THAT SUCH REGISTRATION IS NOT REQUIRED.

THREE-YEAR WARRANT TO PURCHASE COMMON STOCK
OF
IDENTIFYSENSORS BIOLOGICS CORP.

Original Issue Date: _____ __, 2023

This is to certify that, FOR VALUE RECEIVED, _____ or assigns ("Holder"), is entitled to purchase, subject to the provisions of this Warrant, from Identifysensors Biologics Corp., a Delaware corporation (the "Company"), _____ (_____) fully paid, validly issued and nonassessable shares of common stock, $0.0001 par value, of the Company ("Common Stock") at the Exercise Price set forth below. This Warrant may be exercised at any time or from time to time during the three-year period (the "Exercise Period") commencing on the Original Issue Date set forth above. The number of shares of Common Stock to be received upon the exercise of this Warrant and the price to be paid for each share of Common Stock may be adjusted from time to time as hereinafter set forth. The shares of Common Stock deliverable upon such exercise, and as adjusted from time to time, are hereinafter sometimes referred to as "Warrant Shares" and the exercise price of a share of Common Stock in effect at any time with respect to any Warrant Shares, and as adjusted from time to time, is hereinafter sometimes referred to as the "Exercise Price."

1) Exercise of Warrant; Cancellation of Warrant.

   a) Exercise of the purchase rights represented by this Warrant may be made, in whole or in part, at any time or times during the Exercise Period by delivery to the Company (or such other office or agency of the Company as it may designate by notice in writing to the registered Holder at the address of the Holder appearing on the books of the Company) of a duly executed facsimile copy of the Notice of Exercise Form annexed hereto. Within two business days following the date of exercise as aforesaid, the Holder shall deliver the aggregate Exercise Price for the shares specified in the applicable Notice of Exercise by wire transfer or cashier's check drawn on a United States bank. Notwithstanding anything herein to the contrary (although the Holder may surrender the Warrant to, and receive a replacement Warrant from, the Company), the Holder shall not be required to physically surrender this Warrant to the Company until the Holder has purchased all of the Warrant Shares available hereunder and the Warrant has been exercised in full, in which case, the Holder shall surrender this Warrant to the Company for cancellation within two business days of the date the final Notice of Exercise is delivered to the Company. Partial exercises of this Warrant resulting in purchases of a portion of the total number of Warrant Shares available hereunder shall have the effect of lowering the outstanding number of Warrant Shares purchasable hereunder in an amount equal to the applicable number of Warrant Shares purchased. The Holder and the Company shall maintain records showing the number of Warrant Shares purchased and the date of such purchases. The Company shall deliver any objection to any Notice of Exercise Form within one (1) business day of delivery of such notice. The Holder by acceptance of this Warrant, acknowledges and agrees that, by reason of the provisions of this paragraph, following the purchase of a portion of the Warrant Shares hereunder, the number of Warrant Shares available for purchase hereunder at any given time may be less than the amount stated on the face hereof.

   b) Exercise Price. The initial exercise price per share of the Common Stock under this Warrant shall be equal to $5.25 per share, subject to adjustment under Section 6 (the "Exercise Price").

c) This Warrant may be exercised in whole or in part at any time or from time to time during the Exercise Period; provided, however, that if either such day is a day on which banking institutions in the State of Ohio are authorized by law to close, then the Warrant will be exercised on the next succeeding day which shall be a business day in the State of Ohio.

d) As soon as practicable after each such exercise of this Warrant, but not later than ten (10) days following the receipt of good and available funds or upon any cashless exercise, the Company shall cause Holder to be listed as a shareholder on the books and records of the Company maintained by Colonial Stock Transfer. If this Warrant should be exercised in part only, the Company shall, upon surrender of this Warrant for cancellation, execute and deliver a new Warrant evidencing the rights of the Holder thereof to purchase the balance of the Warrant Shares purchasable thereunder. Upon receipt by the Company of this Warrant at its office in proper form for exercise, the Holder shall be deemed to be the holder of record of the shares of Common Stock issuable upon such exercise, notwithstanding that the stock transfer books of the Company shall then be closed or that certificates representing such shares of Common Stock shall not then be physically delivered to the Holder.

2) Reservation Of Shares. The Company shall at all times reserve for issuance and/or delivery upon exercise of this Warrant such number of shares of its Common Stock as shall be required for issuance and delivery upon exercise of the Warrants.

3) Fractional Shares. No fractional shares or scrip representing fractional shares shall be issued upon the exercise of this Warrant. With respect to any fraction of a share called for upon any exercise hereof, the Company shall pay to the Holder an amount in cash equal to such fraction multiplied by the current market value of the shares of Common Stock, determined as follows:

a) If the Common Stock is listed on a national securities exchange or admitted to unlisted trading privileges on such exchange, the current market value shall be the last reported sale price of the Common Stock on such exchange or market on the last business day prior to the date of exercise of this Warrant or if no such sale is made on such day, the average of the closing bid and asked prices for such day on such exchange or market; or

b) If the Common Stock is not so listed or admitted to unlisted trading privileges, but is quoted on the OTC Bulletin Board or by the OTC Markets Group, Inc., the current market value shall be the mean of the last reported bid and asked prices reported by the OTC Bulletin Board or the OTC Markets Group, Inc., as applicable, on the last business day prior to the date of the exercise of this Warrant; or

c) If the Common Stock is not so listed or admitted to unlisted trading privileges and bid and asked prices are not so reported, the current market value shall be an amount determined in such reasonable manner as may be prescribed by the Board of Directors of the Company.

4) Exchange, Transfer, Assignment or Loss of Warrant. This Warrant is exchangeable, without expense, at the option of the Holder, upon presentation and surrender hereof to the Company or at the office of its stock transfer agent, if any, for other warrants of different denominations entitling the holder thereof to purchase in the aggregate the same number of shares of Common Stock purchasable hereunder. Upon surrender of this Warrant to the Company at its principal office or at the office of its stock transfer agent, Colonial Stock Transfer, with the Assignment Form annexed hereto duly executed and funds sufficient to pay any transfer tax, the Company shall, without charge, execute and deliver a new Warrant in the name of the assignee named in such instrument of assignment and this Warrant shall promptly be cancelled. This Warrant may be divided or combined with other warrants which carry the same rights upon presentation hereof at the principal office of the Company or at the office of its stock transfer agent, if any, together with a written notice specifying the names and denominations in which new Warrants are to be issued and signed by the Holder hereof. The term "Warrant" as used herein includes any Warrants into which this Warrant may be divided or exchanged. Upon receipt by the Company of evidence satisfactory to it of the loss, theft, destruction or mutilation of this Warrant, and (in the case of loss, theft or destruction) of reasonably satisfactory indemnification, and upon surrender and cancellation of this Warrant, if mutilated, the Company will execute and deliver a new Warrant of like tenor and date. Any such new Warrant executed and delivered shall

constitute an additional contractual obligation on the part of the Company, whether or not this Warrant so lost, stolen, destroyed, or mutilated shall be at any time enforceable by anyone.

5) Rights of the Holder. The Holder shall not, by virtue hereof, be entitled to any rights of a shareholder in the Company, either at law or equity, and the rights of the Holder are limited to those expressed in the Warrant and are not enforceable against the Company except to the extent set forth herein.

6) Anti-Dilution Provisions. The Exercise Price in effect at any time, and the number and kind of securities purchasable upon the exercise of the Warrants shall be subject to adjustment from time to time upon the happening of certain events as follows:

   a) In case the Company shall hereafter (i) declare a dividend or make a distribution on its outstanding shares of Common Stock in shares of Common Stock, (ii) subdivide or reclassify its outstanding shares of Common Stock into a greater number of shares, or (iii) combine or reclassify its outstanding shares of Common Stock into a smaller number of shares, the Exercise Price in effect at the time of the record date for such dividend or distribution or of the effective date of such subdivision, combination or reclassification shall be adjusted so that it shall equal the price determined by multiplying the Exercise Price by a fraction, the denominator of which shall be the number of shares of Common Stock outstanding after giving effect to such action, and the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such action. Such adjustment shall be made successively whenever any event listed above shall occur.

   b) Whenever the Exercise Price payable upon exercise of each Warrant is adjusted pursuant to Subsection (a) above, the number of Warrant Shares purchasable upon exercise of this Warrant shall simultaneously be adjusted by multiplying the number of Warrant Shares initially issuable upon exercise by the Exercise Price in effect on the date hereof and dividing the product so obtained by the Exercise Price, as adjusted.

   c) No adjustment in the Exercise Price shall be required unless such adjustment would require an increase or decrease of at least one-tenth of one cent ($0.001) in such price; provided, however, that any adjustments which by reason of this Subsection (c) are not required to be made shall be carried forward and taken into account in any subsequent adjustment required to be made hereunder. All calculations under this Section 6 shall be made to the nearest cent or to the nearest one-hundredth of a share, as the case may be. Anything in this Section 6 to the contrary notwithstanding, the Company shall be entitled, but shall not be required, to make such changes in the Exercise Price, in addition to those required by this Section 6, as it shall determine, in its sole discretion, to be advisable in order that any dividend or distribution in shares of Common Stock, or any subdivision, reclassification or combination of Common Stock, hereafter made by the Company shall not result in any Federal income tax liability to the holders of Common Stock or securities convertible into Common Stock (including Warrants).

   d) The form of this Warrant need not be changed because of any adjustment in the number of Exercise Price or Warrant Shares subject to this Warrant.

7) Reclassification, Reorganization or Merger. In case of any reclassification, capital reorganization or other change of outstanding shares of Common Stock of the Company, or in case of any consolidation or merger of the Company with or into another corporation (other than a merger with a subsidiary in which merger the Company is the continuing corporation and which does not result in any reclassification, capital reorganization or other change of outstanding shares of Common Stock of the class issuable upon exercise of this Warrant) or in case of any sale, lease or conveyance to another corporation of the property of the Company as an entirety, the Company shall, as a condition precedent to such transaction, cause effective provisions to be made so that the Holder shall have the right thereafter by exercising this Warrant at any time prior to the expiration of the Warrant, to purchase the kind and amount of shares of stock and other securities and property receivable upon such reclassification, capital reorganization and other change, consolidation, merger, sale or conveyance by a holder of the number of shares of Common Stock which might have been purchased upon exercise of this Warrant immediately prior to such reclassification, change, consolidation, merger, sale or conveyance. Any such provision shall include provision for adjustments which shall be as nearly equivalent as may be practicable to the adjustments provided for in this Warrant. The foregoing provisions of this Section 7 shall similarly apply to successive reclassifications, capital reorganizations and changes of shares of Common Stock and to successive consolidations, mergers, sales or conveyances. In the

event that in connection with any such capital reorganization or reclassification, consolidation, merger, sale or conveyance, additional shares of Common Stock shall be issued in exchange, conversion, substitution or payment, in whole or in part, for a security of the Company other than Common Stock, any such issue shall be treated as an issue of Common Stock covered by the provisions of Section 6 hereof.

8) Representations of Holder.

a) The Holder represents and warrants that it is acquiring the Warrant and the Warrant Shares solely for its account for investment and not with a view to or for sale or distribution of said Warrant or Warrant Shares or any part thereof. The Holder also represents that the entire legal and beneficial interests of the Warrant and Warrant Shares the Holder is acquiring are being acquired for, and will be held for, its account only.

b) The Holder understands that the Warrant and the Warrant Shares have not been registered under the Securities Act of 1933, as amended (the "Act") on the basis that no distribution or public offering of the stock of the Company is to be effected. The Holder realizes that the basis for the exemption may not be present if, notwithstanding its representations, the Holder has a present intention of acquiring the securities for a fixed or determinable period in the future, selling (in connection with a distribution or otherwise), granting any participation in, or otherwise distributing the securities. The Holder has no such present intention.

c) The Holder recognizes that the Warrant and the Warrant Shares must be held indefinitely unless they are subsequently registered under the Act or an exemption from such registration is available. The Holder recognizes that the Company has no obligation to register the Warrant or the Warrant Shares, or to comply with any exemption from such registration.

d) The Holder is aware that neither the Warrant nor the Warrant Shares may be sold pursuant to Rule 144 adopted under the Act unless certain conditions are met, including, among other things, the existence of a public market for the shares, the availability of certain current public information about the Company, the resale following the required holding period under Rule 144 and the number of shares being sold during any three month period not exceeding specified limitations.

e) The Holder further agrees not to make any disposition of all or any part of the Warrant or Warrant Shares in any event unless and until the Holder shall have notified the Company of the proposed disposition and shall have furnished the Company with a detailed statement of the circumstances surrounding the proposed disposition, and if reasonably requested by the Company, the Holder shall have furnished the Company with an opinion of counsel, reasonably satisfactory to the Company, for the Holder to the effect that such disposition will not require registration of such Warrant or Exercise Shares under the Act or any applicable state securities laws. The Company agrees that it will not require an opinion of counsel with respect to transactions under Rule 144 of the Securities Act of 1933, as amended, except in unusual circumstances. The purpose of this paragraph (e) is the ensure the Company does not unintentionally violate any federal or state securities laws; the Company agrees that it will not object to or prevent any disposition of the Warrant or the Warrant Shares that does not cause such a violation.

f) The Holder understands and agrees that all certificates evidencing the Warrant Shares to be issued to the Holder may bear the following legend:

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"). THEY MAY NOT BE SOLD, OFFERED FOR SALE, PLEDGED OR HYPOTHECATED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT AS TO THE SECURITIES UNDER THE ACT OR AN OPINION OF COUNSEL SATISFACTORY TO THE COMPANY THAT SUCH REGISTRATION IS NOT REQUIRED.

g) The Holder is an "accredited investor" as defined in Regulation D promulgated under the Act.

9) Acceptance. Receipt of this Warrant by the Holder shall constitute acceptance of and agreement to all of the terms and conditions contained herein.

10) Governing Law. This Warrant is made under and shall be governed by and construed in accordance with the internal laws of the State of Delaware without regard to principles relating to conflict of laws.

IN WITNESS WHEREOF, the Company has caused this Warrant to be duly signed as of the Original Issue Date first above referenced.

IDENTIFYSENSORS BIOLOGICS CORP.

By:_____
Name: Gregory Hummer
Title: CEO

PURCHASE FORM

Dated:_____

(1) The undersigned hereby elects to purchase _____ Warrant Shares of the Company pursuant to the terms of the attached Warrant, and tenders herewith payment of the exercise price in full, together with all applicable transfer taxes, if any.

(2) Payment shall take the form of (check applicable box):

[ ] check delivered to the principal executive office of the Company;
or
[ ] wire transfer to the bank account designated by the Company.

INSTRUCTIONS FOR REGISTRATION OF STOCK

Name:_____
(Please typewrite or print in block letters)

Address:_____

Signature:_____

ASSIGNMENT FORM

FOR VALUE RECEIVED, _____ hereby sells, assigns and transfers unto:

Name:_____
(Please typewrite or print in block letters)

Address:_____

the right to purchase Common Stock of IdentifySensors Biologics Corp. represented by this Warrant to the extent of _____ shares as to which such right is exercisable and does hereby irrevocably constitute and appoint Attorney, to transfer the same on the books of the Company with full power of substitution in the premises.

Date:_____

Signature:_____