UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM C

UNDER THE SECURITIES ACT OF 1933

(Mark one.)

☑ Form C: Offering Statement
☐ Form C-U: Progress Update
☐ Form C/A: Amendment to Offering Statement
  ☐ Check box if Amendment is material and investors must reconfirm within five business days.
☐ Form C-AR: Annual Report
☐ Form C-AR/A: Amendment to Annual Report
☐ Form C-TR: Termination of Reporting

Name of issuer
Ondello Inc.

Legal status of issuer

Form
Corporation

Jurisdiction of Incorporation/Organization
Delaware

Date of organization
March 22, 2013

Physical address of issuer
101 California Street, Suite 2710, San Francisco, CA 94111

Website of issuer
https://www.hellomd.com/

Name of intermediary through which the offering will be conducted
SI Securities, LLC

CIK number of intermediary
0001603038

SEC file number of intermediary
008-69440

CRD number, if applicable, of intermediary
170937

Amount of compensation to be paid to the intermediary, whether as a dollar amount or a percentage of the offering amount, or a good faith estimate if the exact amount is not available at the time of the filing, for conducting the offering, including the amount of referral and any other fees associated with the offering
7.5% of the amount raised

Any other direct or indirect interest in the issuer held by the intermediary, or any arrangement for the intermediary to acquire such an interest
SI Securities will receive equity compensation equal to 5.00% of the number of securities sold.

Type of security offered
Series A Preferred Stock

Target number of securities to be offered
95,023 minimum, 950,226 maximum

Price (or method for determining price)
Conversations with main investors

Target offering amount
$100,000.00

Oversubscriptions accepted:

☑ Yes

☐ No

Oversubscriptions will be allocated:

☐ Pro-rata basis

☐ First-come, first-served basis

☑ Other: At the Company's discretion

Maximum offering amount (if different from target offering amount)
$1,000,000.00

Deadline to reach the target offering amount
July 3, 2017

NOTE: If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.

Current number of employees
16

	December 31, 2016	December 31, 2015
Total Assets	$150,101	$36,182
Cash & Cash Equivalents	$150,601	$33,182
Accounts Receivable	$500	$2,500
Short-term Debt	$40,312	$29,067
Long-term Debt	$34,096	$0
Revenues/Sales	$1,922,653	$539,950
Cost of Goods Sold	$906,701	$151,877
Taxes Paid	$0	$0
Net Income	($410,572)	($388,039)

The jurisdictions in which the issuer intends to offer the securities:
Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District Of Columbia, Florida, Georgia, Guam, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Puerto Rico, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virgin Islands, U.S., Virginia, Washington, West Virginia, Wisconsin, Wyoming, American Samoa, and Northern Mariana Islands

EXHIBITS

Exhibit A	Final Form C
Exhibit B	Financial Statements
Exhibit C	Seedinvest Profile
Exhibit D	Investor Deck
Exhibit E	Video Transcript

OFFERING MEMORANDUM PART II OF OFFERING STATEMENT (EXHIBIT A TO FORM C)

April 5, 2017

Ondello Inc.

UP TO $1,000,000 SHARES OF SERIES A PREFERRED STOCK

Ondello Inc. ("HelloMD," the "company," "we," "us", or "our"), is offering up to $1,000,000 worth of Series A Preferred Stock of the company (the "Securities"). Purchasers of Securities are sometimes referred to herein as "Purchasers". The minimum target offering is $100,000 (the "Target Amount"). This offering is being conducted on a best efforts basis and the company must reach its Target Amount of $100,000 by July 3, 2017. The Company is making concurrent offerings under both Regulation CF and Regulation D of the Securities Act of 1933 (the "Combined Offerings"). Unless the Company raises at least the Target Amount of $100,000 under the Regulation CF offering and a total of $1,500,000 Combined Escrow Target under the Combined Offerings (the "Closing Amount") by July 3, 2017, no securities will be sold in this offering, investment commitments will be cancelled, and committed funds will be returned. The company will accept oversubscriptions in excess of the Target Amount up to $1,000,000 Offering Max (the "Maximum Amount") on a first come, first served basis. If the company reaches its Closing Amount prior to July 3, 2017, the company may conduct the first of multiple closings, provided that the offering has been posted for 21 days and that investors who have committed funds will be provided notice five business days prior to the close.

A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment.

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

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

These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

This disclosure document contains forward-looking statements and information relating to, among other things, the company, its business plan and strategy, and its industry. These forward-looking statements are based on the beliefs of, assumptions made by, and information currently available to the company's management. When used in this disclosure document and the company offering materials, the words "estimate", "project", "believe", "anticipate", "intend", "expect", and similar expressions are intended to identify forward-looking statements. These statements reflect management's current views with respect to future events and are subject to risks and uncertainties that could cause the company's action results to differ materially from those contained in the forward-looking statements. Investors are cautioned not to place undue reliance on these forward-looking statements to reflect events or circumstances after such state or to reflect the occurrence of unanticipated events.

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

(1) Is organized under, and subject to, the laws of a State or territory of the United States or the District of Columbia;
(2) Is not subject to the requirement to file reports pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d));
(3) Is not an investment company, as defined in section 3 of the Investment Company Act of 1940 (15 U.S.C. 80a-3), or excluded from the definition of investment company by section 3(b) or section 3(c) of that Act (15 U.S.C. 80a-3(b) or 80a-3(c));
(4) Is not ineligible to offer or sell securities in reliance on section 4(a)(6) of the Securities Act (15 U.S.C. 77d(a)(6)) as a result of a disqualification as specified in § 227.503(a);
(5) Has filed with the Commission and provided to investors, to the extent required, any ongoing annual reports required by law during the two years immediately preceding the filing of this Form C; and
(6) Has a specific business plan, which is not to engage in a merger or acquisition with an unidentified company or companies.

ONGOING REPORTING

The Company will file a report electronically with the Securities & Exchange Commission annually and post the report on its website, no later than April 30, 2018.

Once posted, the annual report may be found on the Company's website at:
https://www.hellomd.com/

The Company must continue to comply with the ongoing reporting requirements until:
(1) the Company is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;
(2) the Company has filed at least one annual report pursuant to Regulation CF and has fewer than 300 holders of record and has total assets that do not exceed $10,000,000;
(3) the Company has filed at least three annual reports pursuant to Regulation CF;

(4) the Company or another party repurchases all of the securities issued in reliance on Section 4(a)(6) of the Securities Act, including any payment in full of debt securities or any complete redemption of redeemable securities; or
(5) the Company liquidates or dissolves its business in accordance with state law.

UPDATES
Updates on the status of this offering may be found at:
https://www.seedinvest.com/hellomd/series.a

About this Form C

You should rely only on the information contained in this Form C. We have not authorized anyone to provide you with information different from that contained in this Form C. We are offering to sell, and seeking offers to buy the Securities only in jurisdictions where offers and sales are permitted. You should assume that the information contained in this
Form C is accurate only as of the date of this Form C, regardless of the time of delivery of this Form C or of any sale of Securities. Our business, financial condition, results of operations, and prospects may have changed since that date.

Statements contained herein as to the content of any agreements or other document are summaries and, therefore, are necessarily selective and incomplete and are qualified in their entirety by the actual agreements or other documents. The Company will provide the opportunity to ask questions of and receive answers from the Company's management concerning terms and conditions of the Offering, the Company or any other relevant matters and any additional reasonable information to any prospective Purchaser prior to the consummation of the sale of the Securities.

This Form C does not purport to contain all of the information that may be required to evaluate the Offering and any recipient hereof should conduct its own independent analysis. The statements of the Company contained herein are based on information believed to be reliable. No warranty can be made as to the accuracy of such information or that circumstances have not changed since the date of this Form C. The Company does not expect to update or otherwise revise this Form C or other materials supplied herewith. The delivery of this Form C at any time does not imply that the information contained herein is correct as of any time subsequent to the date of this Form C. This Form C is submitted in connection with the Offering described herein and may not be reproduced or used for any other purpose.

SUMMARY

The following summary is qualified in its entirety by more detailed information that may appear elsewhere in this Form C and the Exhibits hereto. Each prospective Purchaser is urged to read this Form C and the Exhibits hereto in their entirety.

Ondello, Inc. (the "Company") is a Delaware Corporation, formed on March 22, 2013. The Company is currently also conducting business under the name of HelloMD.

The Company is located at 101 California Street, Suite 2710, San Francisco, CA 94111.

The Company's website is https://www.hellomd.com/.

A description of our products as well as our services, process, and business plan can be found on the company's profile page on SeedInvest under https://www.seedinvest.com/hellomd/series.a and is attached as Exhibit C to the Form C of which this Offering Memorandum forms a part.

The Business
HelloMD has attempted to provide a complete solution for the use of cannabis for medical reasons, starting with a doctor's consultation over Telehealth, to product selection and advice, community advice and purchase / delivery options from hundreds of licensed retailer and brand partners.

The Business Plan
HelloMD is a community of cannabis users; patients, retailers, brands, doctors, and others. We believe we are the leading Telehealth service for medical cannabis in the US. Our technical platform is proprietary. We charge a fee for every doctor's consultation.

RISK FACTORS

The SEC requires the company to identify risks that are specific to its business and its financial condition. The company is still subject to all the same risks that all companies in its business, and all companies in the economy, are exposed to. These include risks relating to economic downturns, political and economic events and technological developments (such as hacking and the ability to prevent hacking). Additionally, early-stage companies are inherently more risky than more developed companies. You should consider general risks as well as specific risks when deciding whether to invest.

Risks Related to the Company's Business and Industry

Our business has posted net operating losses since operations began in 2013.
We incurred losses of $388,039 and $410,572 for the years ended December 31, 2015 and 2016, respectively. The adverse effects of a limited operating history include reduced management visibility into forward sales, marketing costs, and customer acquisition, which could lead to missing targets for achievement of profitability.

We need additional capital to expand operations; if we do not raise additional capital, we will need to curtail our expansion plans.
Since our inception, we have financed our operations through revenue and through the sale of convertible notes. As of 31 March, 2017, we had approximately $100,000 in cash. If we fail to raise the minimum or maximum, to execute on our business plan successfully, we will need to raise additional money in the future. Additional financing may not be available on favorable terms, or at all. The exact amount of funds raised, if any, will determine how quickly we can reach profitability on our operations. No assurance can be given that we will be able to raise capital when needed or at all, or that such capital, if available, will be on terms acceptable to us. If we are not able to raise additional capital, we will likely need to curtail our expansion plans or possibly cease operations.

We may not be able to effectively manage growth.
The Company expects its growth to place a substantial strain on its managerial, operational and financial resources. The Company cannot assure that it will be able to effectively manage the expansion of its operations, or that its facilities, systems, procedures or controls will be adequate to support its operations. The Company's inability to manage future growth effectively would have a material adverse effect on its business, financial condition and results of operations.

Our management may not be able to control costs in an effective or timely manner.
The Company's management has used reasonable efforts to assess, predict and control costs and expenses. However, the Company only has a short operating history upon which to base those efforts. Implementing our business plan may require more employees, capital equipment, supplies or other expenditure items than management has predicted. Likewise, the cost of compensating employees and consultants or other operating costs may be higher than management's estimates, which could lead to sustained losses.

The Company operates in a vertical with high compliance and regulatory requirements.
The Company has a community of cannabis users: doctors, patients, retailers and brands. Although the company does not sell or distribute cannabis directly, a part of its business model is dependent on those that do. While the company is unlikely to face direct federal pressure; its entire business model is at risk if federal or state laws change for medical (or recreational) cannabis use.

Our business depends on developing and maintaining productive relationships with our doctors and vendors.
We depend on our doctors and vendors to provide consultations and quality products at favorable prices. Many factors outside our control, including but not limited, to product shortages, labor disputes, or transportation disruptions, could adversely affect our partner's ability to deliver to customer's quality products and services at favorable prices in a timely manner.

Maintaining, extending and expanding our reputation and brand image are essential to our business success.
We seek to maintain, extend, and expand our brand image through marketing investments, including user generated content, advertising and product innovation. Increasing attention on marketing could adversely affect our brand image. Existing or increased legal or regulatory restrictions on our marketing initiatives, or our response to those restrictions, could limit our efforts to maintain, extend and expand our brands. Moreover, adverse publicity about regulatory or legal action against us could damage our reputation and brand image, undermine our customers' confidence and reduce long-term demand for our supply partner's products.

We operate in a highly competitive environment, and if we are unable to compete with our competitors, our business, financial condition, results of operations, cash flows and prospects could be materially adversely affected.
We operate in a highly competitive environment. Our competition includes all other companies that are in the business of medicinal cannabis. A highly competitive environment could materially adversely affect our business, financial condition, results of operations, cash flows and prospects.

Industry consolidation may result in increased competition, which could result in a loss of customers or a reduction in revenue.
Some of our competitors have made or may make acquisitions or may enter into partnerships or other strategic relationships to offer more comprehensive services than they individually had offered or achieve greater economies of scale. In addition, new entrants not currently considered to be competitors may enter our market through acquisitions, partnerships or strategic relationships. We expect these trends to continue as companies attempt to strengthen or maintain their market positions. The potential entrants may have competitive advantages over us, such as greater name recognition, longer operating histories, more varied services and larger marketing budgets, as well as greater financial, technical and other resources. The companies resulting from combinations or that expand or vertically integrate their business to include the market that we

address may create more compelling service offerings and may offer greater pricing flexibility than we can or may engage in business practices that make it more difficult for us to compete effectively, including on the basis of price, sales and marketing programs, technology or service functionality. These pressures could result in a substantial loss of our customers or a reduction in our revenue.

Breaches of our cybersecurity systems could degrade our ability to conduct our business operations and deliver products and services to our customers, delay our ability to recognize revenue, compromise the integrity of our software products, result in significant data losses and the theft of our intellectual property, damage our reputation, expose us to liability to third parties and require us to incur significant additional costs to maintain the security of our networks and data.

We depend upon our IT systems to conduct virtually all of our business operations, ranging from our internal operations and product development activities to our marketing and sales efforts and communications with our customers and business partners. Computer programmers may attempt to penetrate our network security, or that of our website, and misappropriate our proprietary information or cause interruptions of our service. Because the techniques used by such computer programmers to access or sabotage networks change frequently and may not be recognized until launched against a target, we may be unable to anticipate these techniques. In addition, sophisticated hardware and operating system software and applications that we produce or procure from third parties may contain defects in design or manufacture, including “bugs” and other problems that could unexpectedly interfere with the operation of the system. We have also outsourced a number of our business functions to third-party contractors, including our manufacturers and logistics providers, and our business operations also depend, in part, on the success of our contractors’ own cybersecurity measures. Additionally, we depend upon our employees to appropriately handle confidential data and deploy our IT resources in safe and secure fashion that does not expose our network systems to security breaches and the loss of data. Accordingly, if our cybersecurity systems and those of our contractors fail to protect against unauthorized access, sophisticated cyberattacks and the mishandling of data by our employees and contractors, our ability to conduct our business effectively could be damaged.

Risks Related to Management and Personnel

We are highly dependent on the Services of our founder Mark Hadfield

Our future business and results of operations depend in significant part upon the continued contributions Mr. Mark Hadfield, CEO and Director. If we lose his services or if he fails to perform in his current position, or if we are not able to attract and retain skilled employees in addition to Mr. Hadfield, this could adversely affect the development of our business plan and harm our business. In addition, the loss of any other member of the board of directors or executive officers could harm the Company's business, financial condition, cash flow and results of operations.

The failure to attract and retain key employees could hurt our business, and our management does not have extensive experience in the operation of businesses such as ours.

Our success also depends upon our ability to attract and retain numerous highly qualified employees. Although the Company’s current management team has extensive business background, their experience is in industries unrelated to our business. Our failure to attract and retain skilled management and employees may prevent or delay us from pursuing certain opportunities. If we fail to successfully fill many management roles, fail to fully integrate new members of our management team, lose the services of key personnel, or fail to attract additional qualified personnel, it will be significantly more difficult for us to achieve our growth strategies and success.

Risks Related to the Securities

The Series A Preferred Stock will not be freely tradable until one year from the initial purchase date. Although the Series A Preferred Stock may be tradeable under federal securities law, state securities regulations may apply and each Purchaser should consult with his or her attorney.
You should be aware of the long-term nature of this investment. There is not now and likely will not be a public market for the Series A Preferred Stock. Because the Series A Preferred Stock have not been registered under the Securities Act or under the securities laws of any state or non-United States jurisdiction, the Series A Preferred Stock have transfer restrictions and cannot be resold in the United States except pursuant to Rule 501 of Regulation CF. It is not currently contemplated that registration under the Securities Act or other securities laws will be effected. Limitations on the transfer of the Series A Preferred Stock may also adversely affect the price that you might be able to obtain for the Series A Preferred Stock in a private sale. Purchasers should be aware of the long-term nature of their investment in the Company. Each Purchaser in this Offering will be required to represent that it is purchasing the Securities for its own account, for investment purposes and not with a view to resale or distribution thereof.

Your ownership of the shares of preferred stock may be subject to dilution.
Non-major purchasers of preferred stock do not have preemptive rights. If the Company conducts subsequent offerings of preferred stock or securities convertible into preferred stock, issues shares pursuant to a compensation or distribution reinvestment plan or otherwise issues additional shares, investors who purchase shares in this offering who do not participate in those other stock issuances will experience dilution in their percentage ownership of the Company's outstanding shares. Furthermore, shareholders may experience a dilution in the value of their shares depending on the terms and pricing of any future share issuances (including the shares being sold in this offering) and the value of the Company's assets at the time of issuance.

The Securities will be equity interests in the Company and will not constitute indebtedness.
The Securities will rank junior to all existing and future indebtedness and other non-equity claims on the Company with respect to assets available to satisfy claims on the Company, including in a liquidation of the Company. Additionally, unlike indebtedness, for which principal and interest would customarily be payable on specified due dates, there will be no specified payments of dividends with respect to the Securities and dividends are payable only if, when and as authorized and declared by the Company and depend on, among other matters, the Company's historical and projected results of operations, liquidity, cash flows, capital levels, financial condition, debt service requirements and other cash needs, financing covenants, applicable state law, federal and state regulatory prohibitions and other restrictions and any other factors the Company's board of directors deems relevant at the time. In addition, the terms of the Securities will not limit the amount of debt or other obligations the Company may incur in the future. Accordingly, the Company may incur substantial amounts of additional debt and other obligations that will rank senior to the Securities.

There can be no assurance that we will ever provide liquidity to Purchasers through either a sale of the Company or a registration of the Securities.
There can be no assurance that any form of merger, combination, or sale of the Company will take place, or that any merger, combination, or sale would provide liquidity for Purchasers. Furthermore, we may be unable to register the Securities for resale by Purchasers for legal, commercial, regulatory, market-related or other reasons. In the event that we are unable to effect a registration, Purchasers could be unable to sell their Securities unless an exemption from registration is available.

The Company does not anticipate paying any cash dividends for the foreseeable future.
The Company currently intends to retain future earnings, if any, for the foreseeable future, to repay indebtedness and to support its business. The Company does not intend in the foreseeable future to pay any dividends to holders of its shares of preferred stock.

Any valuation at this stage is difficult to assess.
Unlike listed companies that are valued publicly through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess and you may risk overpaying for your investment. In addition, there may be additional classes of equity with rights that are superior to the class of equity being sold.

The purchase agreement contains dispute resolution provisions which limit your ability to bring class action lawsuits or seek remedy on a class basis.
By purchasing Series A Preferred Stock in this offering, you agree to be bound by the dispute resolution and class action waiver provisions found in Sections 4.11 and 4.12 of the purchase agreement. Those provisions apply to claims regarding this offering. Any debate about the terms of the Series A Preferred Stock will be governed by Delaware corporate law. Under those provisions, disputes under the purchase agreement will be resolved in arbitration conducted in Delaware. Further, those provisions may limit your ability to bring class action lawsuits or similarly seek remedy on a class basis.

BUSINESS

Description of the Business

HelloMD attempts to provide a complete solution for the medical cannabis market, starting with a doctor’s consultation over Telehealth, to product selection and advice, community advice and purchase / delivery options from hundreds of licensed retailers and brand partners.

Business Plan

HelloMD is committed to building a large community of cannabis consumers online. This includes members of the medical community (doctors and nurses), retailers, brand manufacturers, consultants and others. We have already achieved a degree of critical mass within the state of California with 130,000 registered users and over 400 retail and brand partners. We continue to see strong growth in all sectors of the community, and we anticipate that over time our community will number in the millions, with thousands of business partners across the country participating. Our unique strategy of user-generated content has created 15,000 pages of unique content including valuable questions and answers, and is increasing traffic to our website by up to 15% per month. As our community continues to grow, we intend to diversify the services we offer to customers and business partners. This will create new revenue opportunities for HelloMD from advertising services, and through the facilitation of e-commerce facilities for our partners and customers. As thousands of new doctors enter the medical cannabis market, we will add them to our community and enable them to connect with our patients. We will charge doctors for advertising placement, or directly book patient consultations on their behalf as we are doing in California. Our e-commerce capabilities will provide our customers with the ability to a) find the appropriate cannabis products for their health & wellness and b) identify purchase options from multiple sellers in our marketplace and c) make a purchase for fulfillment by one of our licensed retailers.

History of the Business

The Company was founded by Mark Hadfield in 2013. The initial goal was to connect doctors with patients online, for the purpose of medical consultations about their health concerns. Over time, we added the ability for partners to interact with our community, and for doctors to promote their services directly to our customers. In so doing, we created an ecosystem of patients, doctors, retailers, and brands who participate in the medical cannabis industry.

The Company's Products and/or Services

Product / Service	Description	Current Market
Doctor’s consultation	We charge a fee for each doctor’s consultation	We built a community of cannabis users; patients, doctors, retailers, brands, and other partners

We plan to move into product sales with fulfillment by our partners in 2017. We already have hundreds of sellers and thousands of product listings and prices.

We offer our doctor consultation service via our online website.

Competition
The Company's primary competitors are Leafly, Weedmaps, and MassRoots. Additional competitors include Telehealth services in the cannabis industry.

We compete with several companies that have already achieved a level of scale beyond our own. Our competitors include companies offering Telehealth for cannabis, and we compete with them for customers and retail partnerships. Some of our competitors have more scale and resources than us. They also may have significant traction and Internet traffic with cannabis consumers. Additionally, the market is dynamic and undergoing significant growth. We believe that we are well-positioned for success over the long run due to our unique strategy of user-generated content, and the scale of our partner ecosystem which already numbers in the hundreds. For long-term success, it's important that we continue to grow our base of registered users, partners and content beyond California and internationally, as well as continue to build innovative new features that engage our community and provide new revenue potential for the company.

Supply Chain and Customer Base
Since we do not directly handle cannabis products, we do not have any suppliers.

Our customers includes new consumers using cannabis products for health & wellness worldwide, and the brands, and retailers that support them. Our partners are not currently paying us fees, although this may change in the future.

Intellectual Property and Research and Development
Trademarks

Application or Registration #	Goods / Services	Mark	File Date	Registration Date	Country
No.4,659,066	Providing online marketplaces for sellers and buyers of medical services	'HelloMD'		December 23, 2014	United States

We are a software company which designs and builds our proprietary technology for the benefit of our customers and partners. In order to maintain and grow our ecosystem of users, doctors, retailers and others, we need to continue to design and engineer innovative new features and capabilities. Engineering and design amount to approximately 30% of our staff overhead, although this is expected to diminish marginally as the company matures.

Real Property
The Company owns or leases the following real property:

Property Address	Own or Lease	Description
810 5th Avenue, Suite 100 in San Rafael, California	Lease	Sublease Agreement between Pacific Crest Group, a California partnership, and Ondello Inc. DBA HelloMD, a California corporation. Terms were amended and extended to May 2016.

Governmental/Regulatory Approval and Compliance
Federal scheduling of cannabis as Schedule 1 drug is a barrier to the industry. Any change of this classification would be impactful to the company. Cannabis is classified as a Schedule 1 illegal substance by the Federal government.

Although we are not in direct contact with cannabis, we are considered a marijuana-related business and are therefore affected by this classification. We take care to operate in full compliance with all state and local laws which differ from state to state. The federal government under the 'Cole Memo' has implemented a policy of not interfering with companies that operate within the laws of their local jurisdictions. As we expand our business into multiple new states beyond California, we will need to ensure we continue to abide by all local laws as may be implemented from state to state. These regulations are complicated and dynamic, which imposes a legal cost of compliance upon us. We are not required to obtain specific licensing for cannabis as we are a technology platform that does not directly come into contact with cannabis plants or products.

Litigation
None

Other
The Company's principal address is 101 California Street, Suite 2710, San Francisco, CA 94111.

The Company conducts business in California.

Because this Form C focuses primarily on information concerning the Company rather than the industry in which the Company operates, potential Purchasers may wish to conduct their own separate investigation of the Company's industry to obtain greater insight in assessing the Company's prospects.

USE OF PROCEEDS

The following table lists the use of proceeds of the Offering if the Target Amount and Maximum Amount are raised based on the Company's forecast.

Use of Proceeds	% of Minimum Proceeds Raised	Amount if Minimum Raised	% of Maximum Proceeds Raised	Amount if Maximum Raised
Offering Expenses	7.5%	$7,500	7.5%	$75,000
Future Wages	35.0%	$35,000	35.0%	$350,000
Repayment of Debt	11.0%	$11,000	11.0%	$110,000
General Working Capital	33.5%	$33,500	33.5%	$335,000
Operating Expenses	13.0%	$13,000	13.0%	$130,000
Total	**100%**	**$100,000**	**100%**	**$1,000,000**

The above table of the anticipated use of proceeds is not binding on the company and is merely description of its current intentions.

We reserve the right to change the above use of proceeds if management believes it is in the best interests of the company.

DIRECTORS, OFFICERS AND EMPLOYEES

Directors

The directors or managers of the Company are listed below along with all positions and offices held at the Company and their principal occupation and employment responsibilities for the past three (3) years and their educational background and qualifications.

Name
Trevor Harries-Jones

All positions and offices held with the Company and date such position(s) was held with start and ending dates
Director, March 2017

Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates
CEO, Yola.com, May 2008

Education
SAICA, CA, Accounting and Auditing
University of Cape Town, BComm, Accounting and IT

Officers
The officers of the Company are listed below along with all positions and offices held at the Company and their principal occupation and employment responsibilities for the past three (3) years and their educational background and qualifications.

Name
Mark Hadfield

All positions and offices held with the Company and date such position(s) was held with start and ending dates
Chief Executive Officer, Director March 2013 - Present

Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates
Chief Executive Officer, March 2013 - Present

Education
University of KwaZulu – Natal, Bachelor of Commerce, Economics and Marketing Major

Name
Pamela Hadfield

All positions and offices held with the Company and date such position(s) was held with start and ending dates
Director of UX, March 2013 - Present

Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates
Director of UX, March 2013 - Present

Education
School of Visual Arts, MFA,
Massachusetts College of Art and Design, BFA, Illustration

Control/Major Decisions
The table below sets forth who can make the following major decisions with respect to the Company on behalf of the Company:

Decision	**Person/Entity**
Issuance of additional securities	Board of Directors
Incurrence of indebtedness	Board of Directors
Sale of property, interests or assets of the Company	Chief Executive Officer/President (as authorized by the Board of Directors)
Determination of the budget	Chief Executive Officer/President (as authorized by the Board of Directors)

Determination of business strategy	Chief Executive Officer/President (as authorized by the Board or Directors)
Dissolution of liquidation of the Company	Board of Directors

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

Employees
The Company currently has 16 employees in California.

The Company has the following employment/labor agreements in place:

Employee	Description	Effective Date	Termination Date
Michael Litchfield	Full-time, Chief Marketing Officer	June 1, 2015	
Larry Lisser	Full-time, VP Business Development	June 1, 2015	
Pamela Hadfield	Full-time, UX	April 1, 2014	
Perry Solomon. MD	Part-time, Chief Medical Officer	March 1, 2015	

CAPITALIZATION AND OWNERSHIP

Capitalization
The Company has issued the following outstanding securities:

Type of security	Pre Seed-1 Convertible Note
Amount outstanding	$100,000
Voting Rights	No
Anti-Dilution Rights	No

How this security may limit, dilute or qualify the Notes/Bonds issued pursuant to Regulation CF	N/A
Percentage ownership of the company by holders of the Series A Preferred Stock (assuming conversion of convertible securities)	5.0%

Type of security	**Pre Seed-2 Convertible Note**
Amount outstanding	$100,000
Voting Rights	No
Anti-Dilution Rights	No
How this security may limit, dilute or qualify the Notes/Bonds issued pursuant to Regulation CF	N/A
Percentage ownership of the company by holders of the Series A Preferred Stock (assuming conversion of convertible securities)	2.5%

Type of security	**Pre Seed-3 Convertible Note**
Amount outstanding	$225,000
Voting Rights	No
Anti-Dilution Rights	No
How this security may limit, dilute or qualify the Notes/Bonds issued pursuant to Regulation CF	N/A
Percentage ownership of the company by holders of the Series A Preferred Stock (assuming conversion of convertible securities)	3.75%

Type of security	**Warrants**
Amount outstanding	1,041,666 with an exercise price of $0.01 per share with expiration between 2023-2025
Voting Rights	No

Anti-Dilution Rights	No
How this security may limit, dilute or qualify the Notes/Bonds issued pursuant to Regulation CF	N/A
Percentage ownership of the company by holders of the Series A Preferred Stock (assuming conversion of convertible securities)	7.31%

The Company has the following debt outstanding:

Type of debt	Bank loan
Name of creditor	Dealstruck
Amount outstanding	$66,371.67
Interest rate and payment schedule	23.99% with bi-monthly payments of $2,064.12
Amortization schedule	Yes
Maturity date	August 2018

Ownership
A majority of the Company is owned by the founder Mark Hadfield.

Below the beneficial owners of 20% percent or more of the Company's outstanding voting equity securities, calculated on the basis of voting power, are listed along with the amount they own.

Name	**Percentage Owned Prior to Offering**
Mark Hadfield	60.6%

Following the Offering, the Purchasers will own less than 1% of the Company if the Target Amount is raised and 7.0% if the Maximum Amount is raised.

FINANCIAL INFORMATION

Please see the financial information listed on the cover page of this Form C and attached hereto in addition to the following information.

Operations

For the year ended December 31, 2016, we recorded net revenues of $1,922,653 compared to $539,950 which is a 256% increase from December 31, 2015.

The company's operating expenses consist of sales and marketing, general and administrative, and research and development. For the year ended December 31, 2016, the company's total operating expenses were $1,349,196.

We believe that our prior earnings and cash flows are not indicative of future earnings and cash flows because we intend to scale and expand revenue streams.

The Company does not expect to achieve profitability in the next 12 months and intends to focus on the following goals: expanding product sales through fulfillment through their partners.

Liquidity and Capital Resources

Although the proceeds of this offering are not necessary to the survival of the Company, in order for it to achieve its proposed business plan the proceeds of this offering or other resources are necessary.

Capital Expenditures and Other Obligations

The Company has not made any material capital expenditures in the past two years.

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

Material Changes and Other Information

Trends and Uncertainties

The Company does not currently believe it is subject to any trends or uncertainties.

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

The financial statements are an important part of this Form C and should be reviewed in their entirety. The financial statements of the Company are attached hereto as Exhibit A.

Valuation

Based on the Offering price of the Securities, the pre-offering value ascribed to the Company is $15,000,000.

As discussed in "Dilution" below, the valuation will determine the amount by which the investor's stake is diluted immediately upon investment. An early-stage company typically sells its shares (or grants options over its shares) to its founders and early employees at a very low cash cost, because they are, in effect, putting their "sweat equity" into the company. When the company seeks cash investments from outside investors, like you, the new investors typically pay a much larger sum for their shares than the founders or earlier investors, which means that the cash value of your stake is immediately diluted because each share of the same type is worth the same amount, and you paid more for your shares (or the notes convertible into shares) than earlier investors did for theirs.

There are several ways to value a company, and none of them is perfect and all of them involve a certain amount of guesswork. The same method can produce a different valuation if used by a different person.

Liquidation Value — The amount for which the assets of the company can be sold, minus the liabilities owed, e.g., the assets of a bakery include the cake mixers, ingredients, baking tins, etc. The liabilities of a bakery include the cost of rent or mortgage on the bakery. However, this value does not reflect the potential value of a business, e.g. the value of the secret recipe. The value for most startups lies in their potential, as many early stage companies do not have many assets (they probably need to raise funds through a securities offering in order to purchase some equipment).

Book Value — This is based on analysis of the company's financial statements, usually looking at the company's balance sheet as prepared by its accountants. However, the balance sheet only looks at costs (i.e. what was paid for the asset), and does not consider whether the asset has increased in value over time. In addition, some intangible assets, such as patents, trademarks or trade names, are very valuable but are not usually represented at their market value on the balance sheet.

Earnings Approach — This is based on what the investor will pay (the present value) for what the investor expects to obtain in the future (the future return), taking into account inflation, the lost opportunity to participate in other investments, the risk of not receiving the return. However, predictions of the future are uncertain and valuation of future returns is a best guess.

Different methods of valuation produce a different answer as to what your investment is worth. Typically liquidation value and book value will produce a lower valuation than the earnings approach. However, the earnings approach is also most likely to be risky as it is based on many assumptions about the future, while the liquidation value and book value are much more conservative.

Future investors (including people seeking to acquire the company) may value the company differently. They may use a different valuation method, or different assumptions about the company's business and its market. Different valuations may mean that the value assigned to your investment changes. It frequently happens that when a large institutional investor such as a venture capitalist makes an investment in a company, it values the company at a lower price than the initial investors did. If this happens, the value of the investment will go down.

THE OFFERING AND THE SECURITIES

Description of securities

The following description is a brief summary of the material terms of this offering and is qualified in its entirety by the terms contained in the Restated Certificate of Incorporation, the Bylaws and the Purchase Agreement. The company has yet to file the Restated Certificate of Incorporation and will do so prior to any closing.

The securities offered in this offering.

Investors in this offering can purchase Series A Preferred Stock at a price of $1.05238167 per share. The terms of the Series A Preferred Stock are described below in "Classes of securities of the company".

Our Target Amount for this offering to investors under Regulation Crowdfunding is $100,000. Additionally, we have set a minimum Closing Amount of $1,000,000 for the Combined Offerings under Regulation Crowdfunding and Regulation D, which we will need to meet before any closings occur. We will accept up to $1,000,000 from investors through Regulation Crowdfunding before the deadline of July 3, 2017.

The minimum investment is this offering is $500. Investments of $20,000 or greater will only be accepted through the Regulation D offering.

Securities sold pursuant to Regulation D

The company is selling securities in a concurrent offering to accredited investors under Rule 506(c) under the Securities Act at the same time as this offering under Regulation Crowdfunding. The company is offering the Series A Preferred Stock to accredited investors on substantially same terms as investors in the Regulation Crowdfunding Offering.

However, investors who invest $50,000 or greater in the Regulation D offering will be considered "Major Purchasers," and will be entitled to some additional rights relating to their investment, including:

- greater information and inspection rights.
- if there is a next financing, they will receive the more favorable rights, if any, of major purchasers in the next financing.
- a right a first refusal for the transfer of common stock by a key holder, if the company does not exercise that right,
- participation rights granting them the right of first refusal to purchase their pro rata share of new common and preferred shares.

Classes of securities of the company

Common Stock

Dividend Rights

Holders of Common Stock are entitled to receive dividends pari passu with holders of Preferred Stock, as may be declared from time to time by the board of directors out of legally available funds. The company has never declared or paid cash dividends on any of its capital stock and currently does not anticipate paying any cash dividends after this offering or in the foreseeable future.

Voting Rights

Each holder of Common Stock is entitled to one vote for each share on all matters submitted to a vote of the stockholders, including the election of directors.

Right to Receive Liquidation Distributions

In general, In the event of the company's liquidation, dissolution, or winding up, holders of its Common Stock will be entitled to the lesser of (i) their pro rata share among holders of Common Shares in the net assets legally available for distribution to stockholders after the payment of the liquidation preference to holder of Preferred Stock and payment of all of the company's debts and other liabilities or (ii) their pro rata share among holders of Common Shares and Preferred Stock (on an as-converted basis) after payment of all the company's debts and other liabilities.

Rights and Preferences

Holders of the company's Common Stock have no preemptive, conversion, or other rights, and there are no redemptive or sinking fund provisions applicable to the company's Common Stock.

The rights, preferences and privileges of the holders of the company's Common Stock are subject to and may be adversely affected by, the rights of the holders of shares of any series of our Series A Preferred Stock (including those offered in this offering) and any additional classes of preferred stock that we may designate in the future.

Series A Preferred Stock

Dividend Rights

Holders of Series A Preferred Stock are entitled to receive dividends pari passu with holders of Common Stock, as may be declared from time to time by the board of directors out of legally available funds. The company has never declared or paid cash dividends on any of its capital stock and currently does not anticipate paying any cash dividends after this offering or in the foreseeable future.

Voting Rights

So long as at least 25% of the original number of Series A Preferred Stock is outstanding, holders of Preferred Stock are entitled to vote on all matters submitted to a vote of the stockholders as a single class with the holders of Common Stock. Specific matters submitted to a vote of the stockholders require the approval of a majority of the holders of Preferred Stock voting as a separate class. These matters include any vote to:

- alter the rights, powers or privileges of the Series A Preferred Stock set forth in the restated certificate or bylaws, as then in effect, in a way that adversely affects the Series A Preferred Stock;

- increase or decrease the authorized number of shares of any class or series of capital stock;
- authorize or create (by reclassification or otherwise) any new class or series of capital stock having rights, powers, or privileges set forth in the certificate of incorporation, as then in effect, that are senior to or on a parity with any series of preferred stock;
- redeem or repurchase any shares of common stock or preferred stock (other than pursuant to employee or consultant agreements giving the company the right to repurchase shares upon the termination of services pursuant to the terms of the applicable agreement);
- declare or pay any dividend or otherwise make a distribution to holders of preferred stock or common stock;
- increase or decrease the number of directors;
- liquidate, dissolve, or wind-up the business and affairs of the company, effect any deemed liquidation event, or consent, agree or commit to do any of the foregoing without conditioning such consent, agreement or commitment upon obtaining approval of the holders of Series A Preferred Stock.

The Series A Preferred holders may designate one person to serve on the company's Board of Directors.

Right to Receive Liquidation Distributions

In the event of our liquidation, dissolution, or winding up, holders of our Series A Preferred Stock will be entitled to receive the greater of the original issue price, plus any dividends declared but unpaid or such amounts that they would have received had all shares of preferred shares been converted to common shares. Holders of Series A Preferred Stock receive these distributions before any holders of Common Stock.

Conversion Rights

The Series A Preferred Stock are convertible into one share of Common Stock (subject to proportional adjustments for stock splits, stock dividends and the like) at any time at the option of the holder.

Rights under the Purchase Agreement

Under the purchase agreement, investors who have invested $50,000 or greater are designated Major Purchasers. Major Purchasers are granted some additional rights and preferences under the purchase agreement, as summarized below.

If the next financing the company undertakes provides for more favorable provisions (e.g., registration rights, rights of co-sale, etc.), holders of Series A Preferred Stock will be entitled to substantially similar provisions. Further holders who are Major Purchasers under the purchase agreement relating to this offering, will be considered Major Purchasers with respect to provisions in the next financing (to the extent the major purchaser concept is used in such financing). If there is right a first refusal for the transfer of Common Stock by a key holder, and the company does not exercise that right, Major Purchasers will be entitled to exercise that right for a pro-rata share of the key holder's common stock. Major Purchasers are entitled to participation rights granting them the right of first refusal to purchase their pro rata share of new common and preferred shares.

Holders of Series A Preferred Stock are subject to a drag-along provision as set forth in the Purchase Agreement, pursuant to which, and subject to certain exemptions, each holder of shares of the company agrees that, in the event the company's Board, and a majority of both (i) the holders of the company's Common Stock then outstanding, and (ii) the holders of a majority Common Stock that is issued and issuable upon conversion of the preferred shares vote in favor of a deemed liquidation event (e.g., merger or sale of the company) and agree to transfer their respective shares, then all holders of shares will vote in favor of the deemed liquidation event and if requested perform any action reasonably required to transfer their shares.

Dilution

The investor's stake in a company could be diluted due to the company issuing additional shares. In other words, when the company issues more shares (or additional equity interests), the percentage of the company that you own will go down, even though the value of the company may go up. You will own a smaller piece of a larger company. This increase in number of shares outstanding could result from a stock offering (such as an initial public offering, another crowdfunding round, a venture capital round, angel investment), employees exercising stock options, or by conversion of certain instruments (e.g. convertible bonds, preferred shares or warrants) into stock.

If the company decides to issue more shares, an investor could experience value dilution, with each share being worth less than before, and control dilution, with the total percentage an investor owns being less than before. There may also be earnings dilution, with a reduction in the amount earned per share (though this typically occurs only if the company offers dividends, and most early stage companies are unlikely to offer dividends, preferring to invest any earnings into the company).

The type of dilution that hurts early-stage investors most occurs when the company sells more shares in a "down round," meaning at a lower valuation than in earlier offerings. An example of how this might occur is as follows (numbers are for illustrative purposes only):

- In June 2014 Jane invests $20,000 for shares that represent 2% of a company valued at $1 million.
- In December the company is doing very well and sells $5 million in shares to venture capitalists on a valuation (before the new investment) of $10 million. Jane now owns only 1.3% of the company but her stake is worth $200,000.
- In June 2015 the company has run into serious problems and in order to stay afloat it raises $1 million at a valuation of only $2 million (the "down round"). Jane now owns only 0.89% of the company and her stake is worth only $26,660.

This type of dilution might also happen upon conversion of convertible notes into shares. Typically, the terms of convertible notes issued by early-stage companies provide that in the event of another round of financing, the holders of the convertible notes get to convert their notes into equity at a "discount" to the price paid by the new investors, i.e., they get more shares than the new investors would for the same price. Additionally, convertible notes may have a "price cap" on the conversion price, which effectively acts as a share price ceiling. Either way, the holders of the convertible notes get more shares for their money than new investors. In the event that the financing is a “down round” the holders of the convertible notes will dilute existing equity holders, and even more than the new investors do, because they get more shares for their money.

If you are making an investment expecting to own a certain percentage of the company or expecting each share to hold a certain amount of value, it’s important to realize how the value of those shares can decrease by actions taken by the company. Dilution can make drastic changes to the value of each share, ownership percentage, voting control, and earnings per share.

Tax Matters
Each prospective Purchaser should consult with his own tax and ERISA advisor as to the particular consequences to the Purchaser of the purchase, ownership, and sale of the Purchaser's Securities, as well as possible changes in the tax laws.

Transfer Agent
We have selected VStock Transfer, LLC, an SEC-registered securities transfer agent, to act as our transfer agent.

Restrictions on Transfer
Any securities sold pursuant to Regulation CF being offered may not be transferred by any Purchaser of such Securities during the one-year holding period beginning when the Securities were issued, unless such securities were transferred: 1) to the Company, 2) to an accredited investor, as defined by Rule 501(d) of Regulation D of the Securities Act of 1933, as amended, 3) as part of an offering registered with the SEC or 4) to a member of the family of the Purchaser or the equivalent, to a trust controlled by the Purchaser, to a trust created for the benefit of a family member of the Purchaser or the equivalent, or in connection with the death or divorce of the Purchaser or other similar circumstances. "Member of the family" as used herein means a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother/father/daughter/son/sister/brother-in-law, and includes adoptive relationships. Remember that although you may legally be able to transfer the Securities, you may not be able to find another party willing to purchase them.

Related Person Transactions
From time to time the Company may engage in transactions with related persons. Related persons are defined as any director or officer of the Company; any person who is the beneficial owner of 10 percent or more of the Company's outstanding voting equity securities, calculated on the basis of voting power; any promoter of the Company; any immediate family member of any of the foregoing persons or an entity controlled by any such person or persons.

The Company has conducted the following transactions with related persons:

Loans

Related Person/Entity	Mark Hadfield
Relationship to the Company	CEO and Founder
Total amount of money involved	$90,600 as of December 31, 2016

Benefits or compensation received by related person	None
Benefits or compensation received by Company	Loan to the company
Description of the transaction	Outstanding Hadfield loan is $90,600 as of December 31, 2016

Conflicts of Interest

The Company has engaged in the following transactions or relationships, which may give rise to a conflict of interest with the Company, its operations and its security holders.

OTHER INFORMATION

Bad Actor Disclosure

None

SEEDINVEST INVESTMENT PROCESS

Making an investment in the company

How does investing work?

When you complete your investment on SeedInvest, your money will be transferred to an escrow account where an independent escrow agent will watch over your investment until it is accepted by the company. Once the company accepts your investment, and certain regulatory procedures are completed, your money will be transferred from the escrow account to the company in exchange for your convertible note. At that point, you will be an investor in the company.

SeedInvest Regulation CF rules regarding the investment process:

- Investors may cancel an investment commitment until 48 hours prior to the deadline identified in the issuer's offering materials;
- The intermediary will notify investors when the target offering amount has been met;
- The Company is making concurrent offerings under both Regulation CF and Regulation D and unless the Company raises at least the target amount under the Regulation CF offering and the closing amount under both offerings, it will not close this offering;
- If an issuer reaches a target offering amount and the closing amount prior to the deadline identified in its offering materials, it may close the offering early if it provides notice about the new offering deadline at least five business days prior to such new offering deadline;
- If there is a material change and an investor does not reconfirm his or her investment commitment, the investor's investment commitment will be cancelled and the committed funds will be returned;
- If an issuer does not reach both the target offering amount and the closing offering amount prior to the deadline identified in its offering materials, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned; and
- If an investor does not cancel an investment commitment before the 48-hour period prior to the offering deadline, the funds will be released to the issuer upon closing of the offering and the investor will receive securities in exchange for his or her investment.

What will I need to complete my investment?

To make an investment you will need the following information readily available:

1. Personal information such as your current address and phone number
2. Employment and employer information
3. Net worth and income information
4. Social Security Number or government-issued identification
5. ABA bank routing number and checking account number

What is the difference between preferred equity and a convertible note?

Preferred equity is usually issued to outside investors and carries rights and conditions that are different from that of common stock. For example, preferred equity may include rights that prevent or minimize the effects of dilution or grants special privileges in situations when the company is sold.

A convertible note is a unique form of debt that converts into equity, usually in conjunction with a future financing round. The investor effectively loans money to the company with the expectation that they will receive equity in the company in the future at a discounted price per share when the company raises its next round of financing.

To learn more about startup investment types, check out "How to Choose a Startup Investment" in the SeedInvest Academy.

How much can I invest?

An investor is limited in the amount that he or she may invest in a Regulation Crowdfunding offering during any 12-month period:

- If either the annual income or the net worth of the investor is less than $100,000, the investor is limited to the greater of $2,000 or 5% of the lesser of his or her annual income or net worth.
- If the annual income and net worth of the investor are both greater than $100,000, the investor is limited to 10% of the lesser of his or her annual income or net worth, to a maximum of $100,000.

Separately, the company has set a minimum investment amount.

How can I (or the company) cancel my investment?

For offerings made under Regulation Crowdfunding, you may cancel your investment at any time up to 48 hours before a closing occurs or an earlier date set by the company. You will be sent a reminder notification approximately five days before the closing or set date giving you an opportunity to cancel your investment if you had not already done so. Once a closing occurs, and if you have not cancelled your investment, you will receive an email notifying you that your securities have been issued. If you have already funded your investment, let SeedInvest know by emailing cancellations@seedinvest.com. Please include your name, the company's name, the amount, the investment number, and the date you made your investment.

After my investment

What is my ongoing relationship with the company?

You are an investor in the company, you do own securities after all! But more importantly, companies that have raised money via Regulation Crowdfunding must file information with the SEC and post it on their website on an annual basis. Receiving regular company updates is important to keep investors educated and informed about the progress of the company and their investments. This annual report includes information similar to the company's initial Form C filing and key information that a company will want to share with its investors to foster a dynamic and healthy relationship.

In certain circumstances a company may terminate its ongoing reporting requirements if:

1. The company becomes a fully-reporting registrant with the SEC
2. The company has filed at least one annual report, but has no more than 300 shareholders of record
3. The company has filed at least three annual reports, and has no more than $10 million in assets
4. The company or another party repurchases or purchases all the securities sold in reliance on Section 4(a)(6) of the Securities Act
5. The company ceases to do business

However, regardless of whether a company has terminated its ongoing reporting requirements per SEC rules, SeedInvest works with all companies on its platform to ensure that investors are provided quarterly updates. These quarterly reports will include information such as: (i) quarterly net sales, (ii) quarterly change in cash and cash on hand, (iii) material updates on the business, (iv) fundraising updates (any plans for next round, current round status, etc.), and (v) any notable press and news.

How do I keep track of this investment?

You can return to SeedInvest at any time to view your portfolio of investment and obtain a summary statement. In addition to monthly account statements, you may also receive periodic updates from the company about its business.

Can I get rid of my securities after buying them?

Securities purchased through a Regulation Crowdfunding offering are not freely transferable for one year after the date of purchase, except in the case where they are transferred:

1. To the company that sold the securities
2. To an accredited investor
3. As part of an offering registered with the SEC (think IPO)
4. To a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser, or in connection with the death or divorce of the purchaser

Regardless, after the one year holding period has expired, you should not plan on being able to readily transfer and/or sell your security. Currently, there is no market or liquidity for theses securities and the company does not have any plans to list these securities on an exchange or other secondary market. At some point the company may choose to do so, but until then you should plan to hold your investment for a significant period of time before a "liquidation event" occurs. A "liquidation event" is when the company either lists its securities on an exchange, is acquired, or goes bankrupt.

SIGNATURE

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

/s/
(Signature)

Mark Hadfield
(Issuer)

CEO
(Title)

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), this Form C has been signed by the following persons in the capacities and on the dates indicated.

/s/
(Signature)

Mark Hadfield
(Name)

CEO
(Title)

4/5/2017
(Date)

Instructions.

1. The form shall be signed by the issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least a majority of the board of directors or persons performing similar functions.

2. The name of each person signing the form shall be typed or printed beneath the signature.

Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

EXHIBIT B

Financial Statements

Ondello, Inc.

A Delaware Corporation

Financial Statements (Unaudited)
December 31, 2016 and 2015

Ondello, Inc.

TABLE OF CONTENTS

ONDELLO, INC.
BALANCE SHEETS (UNAUDITED)
As of December 31, 2016 and 2015

	2016	2015
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 150,601	$ 33,182
Prepaid expenses	-	500
Accounts receivable	500	2,500
Total Current Assets	151,101	36,182
Non-Current Assets:		
Property and equipment, net	29,240	22,323
Total Non-Current Assets	29,240	22,323
TOTAL ASSETS	$ 180,341	$ 58,505
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)		
Liabilities:		
Current Liabilities:		
Accounts payable	$ 26,012	$ 22,967
Due to related party	90,660	213,340
Accrued interest payable	79,315	51,123
Deferred compensation	1,275,120	796,610
Term loan - current portion	40,312	29,067
Convertible note payable - current portion	325,000	275,000
Total Current Liabilities	1,836,419	1,388,107
Long-Term Liabilities:		
Term loan, net of current portion	34,096	-
Convertible notes payable, net of current portion	100,000	50,000
Total Long-Term Liabilities	134,096	50,000
Total Liabilities	1,970,515	1,438,107
Stockholders' Equity (Deficiency):		
Common Stock, $0.0001 par, 25,000,000 shares authorized, 10,521,718 and 10,521,718 shares issued and outstanding, 9,340,648 and 9,817,726 shares vested, as of December 31, 2016 and 2015, all respectively	1,052	1,052
Additional paid-in capital	630	630
Stock subscription receivable	(882)	(882)
Accumulated deficit	(1,790,974)	(1,380,402)
Total Stockholders' Equity (Deficiency)	(1,790,174)	(1,379,602)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)	$ 180,341	$ 58,505

No assurance is provided

See accompanying notes, which are an integral part of these financial statements.

ONDELLO, INC.
STATEMENTS OF OPERATIONS (UNAUDITED)
For the years ended December 31, 2016 and 2015

	2016	2015
Net revenues	$ 1,922,653	$ 539,950
Costs of net revenues	(906,701)	(151,877)
Gross profit	1,015,952	388,073
Operating Expenses:		
General & administrative	957,939	537,878
Development	307,202	146,515
Sales & marketing	82,055	61,888
Total Operating Expenses	1,347,196	746,281
Loss from operations	(331,244)	(358,208)
Other Income/(Expense):		
Interest expense	(79,328)	(29,831)
Total Other Income/(Expense)	(79,328)	(29,831)
Provision for income taxes	-	-
Net loss	$ (410,572)	$ (388,039)

No assurance is provided
See accompanying notes, which are an integral part of these financial statements.

ONDELLO, INC.
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIENCY) (UNAUDITED)
For the years ended December 31, 2016 and 2015

	Common Stock					
	Number of Shares	Amount	Additional Paid-In Capital	Stock Subscription Receivable	Accumulated Deficit	Total Stockholders' Equity (Deficiency)
Balance at December 31, 2014	12,071,718	$ 1,207	$ -	$ (407)	$ (992,363)	$ (991,563)
Issuance of common stock	700,000	70	630	(700)	-	-
Repurchase of common stock	(2,250,000)	(225)	-	225	-	-
Net loss	-	-	-	-	(388,039)	(388,039)
Balance at December 31, 2015	10,521,718	$ 1,052	$ 630	$ (882)	$ (1,380,402)	$ (1,379,602)
Issuance of common stock	-	$ -	$ -	$ -	$ -	$ -
Net loss	-	-	-	-	(410,572)	(410,572)
Balance at December 31, 2016	10,521,718	$ 1,052	$ 630	$ (882)	$ (1,790,974)	$ (1,790,174)

No assurance is provided
See accompanying notes, which are an integral part of these financial statements.

ONDELLO, INC.
STATEMENTS OF CASH FLOWS (UNAUDITED)
For the years ended December 31, 2016 and 2015

	2016	2015
Cash Flows From Operating Activities		
Net Loss	$ (410,572)	$ (388,039)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	7,208	2,870
Changes in operating assets and liabilities:		
(Increase)/Decrease in accounts receivable	2,500	(2,500)
(Increase)/Decrease in prepaid expenses	-	(500)
Increase/(Decrease) in accounts payable	3,045	1,577
Increase/(Decrease) in accrued interest payable	28,192	27,500
Net Cash Used In Operating Activities	(369,627)	(359,092)
Cash Flows From Investing Activities		
Purchase of property and equipment	(14,125)	(18,596)
Net Cash Used In Investing Activities	(14,125)	(18,596)
Cash Flows From Financing Activities		
Deferred compensation	478,510	258,360
Proceeds from term loans, net of repayments	45,341	29,067
Proceeds from issuance of convertible note payable	100,000	-
Advances/(repayments) from related parties	(122,680)	100,000
Net Cash Provided By Financing Activities	501,171	387,427
Net Change In Cash	117,419	9,739
Cash at Beginning of Period	33,182	23,443
Cash at End of Period	$ 150,601	$ 33,182
Supplemental Disclosure of Cash Flow Information		
Cash paid for interest	$ -	$ -
Cash paid for income taxes	$ -	$ -

No assurance is provided
See accompanying notes, which are an integral part of these financial statements.

NOTE 1: NATURE OF OPERATIONS

Ondello, Inc. (the "Company"), is a corporation organized March 22, 2013 under the laws of Delaware. The Company does business as HelloMD. The Company provides an online community for medial cannabis patients to connect patients, doctors, retailers, and brands. The Company is headquartered in California.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America (GAAP).

The Company adopted the calendar year as its basis of reporting.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash Equivalents

The Company considers all highly liquid securities with an original maturity of less than three months to be cash equivalents. The Company's cash and cash equivalents in bank deposit accounts, at times, may exceed federally insured limits.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are carried at their estimated collectible amounts. Accounts receivable are periodically evaluated for collectability based on past credit history with clients and other factors. Provisions for losses on accounts receivable are determined on the basis of loss experience, known and inherent risk in the account balance, and current economic conditions. As of December 31, 2016 and 2015, the Company determined all receivables are collectible and therefore has not recorded an allowance for doubtful accounts.

Property and Equipment

Property and equipment are recorded at cost when purchased. Depreciation is recorded for property and equipment using the straight-line method over the estimated useful lives of assets, estimated at 3 years for all assets to date. The Company reviews the recoverability of all long-lived assets, including the related useful lives, whenever events or changes in circumstances indicate that the carrying amount of a long-lived asset might not be recoverable. Depreciation charges on property and equipment totaled $7,208 and $2,870 for the years ended December 31, 2016 and 2015, respectively. The Company's property and equipment consisted of the following as of December 31, 2016 and 2015:

		2016		2015
Computers and equipment	$	40,548	$	26,423
Accumulated depreciation		(11,308)		(4,100)
Property and equipment, net	$	29,240	$	22,323

Stock Subscription Receivable

The Company records stock issuances at the effective date. If the subscription is not funded upon issuance, the Company records a stock subscription receivable as an asset on a balance sheet. When stock subscription receivables are not received prior to the issuance of financial statements at a reporting date in satisfaction of the requirements under FASB ASC 505-10-45-2, the stock subscription receivable is reclassified as a contra account to stockholders' equity (deficiency) on the balance sheet.

Fair Value of Financial Instruments

Financial Accounting Standards Board ("FASB") guidance specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect market assumptions. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy are as follows:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 1 primarily consists of financial instruments whose value is based on quoted market prices such as exchange-traded instruments and listed equities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly (e.g., quoted prices of similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active).

Level 3 - Unobservable inputs for the asset or liability. Financial instruments are considered Level 3 when their fair values are determined using pricing models, discounted cash flows or similar techniques and at least one significant model assumption or input is unobservable.

The carrying amounts reported in the balance sheets approximate their fair value.

Revenue Recognition

The Company recognizes revenue when: (1) persuasive evidence exists of an arrangement with the customer reflecting the terms and conditions under which products or services will be provided; (2) delivery has occurred or services have been provided; (3) the fee is fixed or determinable; and (4) collection is reasonably assured.

Income Taxes

The Company uses the liability method of accounting for income taxes as set forth in ASC 740, *Income Taxes*. Under the liability method, deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the basis differences reverse. A valuation allowance is recorded when it is unlikely that the deferred tax assets will be realized.

The Company assesses its income tax positions and records tax benefits for all years subject to examination based upon its evaluation of the facts, circumstances and information available at the reporting date. In accordance with ASC 740-10, for those tax positions where there is a greater than 50% likelihood that a tax benefit will be sustained, our policy is to record the largest amount of tax benefit that is more likely than not to be realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where there is less than 50% likelihood that a tax benefit will be sustained, no tax benefit will be recognized in the financial statements. The Company has determined that there are no material uncertain tax positions.

The Company accounts for income taxes with the recognition of estimated income taxes payable or refundable on income tax returns for the current period and for the estimated future tax effect attributable to temporary differences and carryforwards. Measurement of deferred income items is based on enacted tax laws including tax rates, with the measurement of deferred income tax assets being reduced by available tax benefits not expected to be realized in the immediate future. As of December 31, 2016 and 2015, respectively, the Company had net operating loss carryforwards of $698,342 and $442,375, deferred compensation of $1,275,120 and $796,610 that is not tax deductible until payment, temporary differences in depreciation between GAAP basis and tax basis, and various differences related to tax filings being on the cash basis. The Company pays Federal and California income taxes at rates of approximately 34% and 8.8%, respectively, and has used an effective blended rate of 39.8% to derive net tax assets of $757,276 and $465,076 as of December 31, 2016 and 2015, respectively. Due to uncertainty as to the Company's ability to generate sufficient taxable income in the future to utilize the net operating loss carryforwards before they begin to expire in 2033, the Company has recorded a full valuation allowance to reduce the net deferred tax asset to zero.

The Company files U.S. federal and state income tax returns. The 2016 tax returns have not yet been filed as of the issuance of these financial statements. All tax periods since inception remain open to examination by the taxing jurisdictions to which the Company is subject.

Recent Accounting Pronouncements

Management does not believe that any recently issued, but not yet effective, accounting standards could have a material effect on the accompanying financial statements. As new accounting pronouncements are issued, we will adopt those that are applicable under the circumstances.

NOTE 3: GOING CONCERN

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. The Company has incurred net losses of $410,572 and $388,039 for the years ended December 31, 2016 and 2015, respectively, and current liabilities exceed current assets by $1,685,318 as of December 31, 2016. The Company's ability to continue as a going concern in the next twelve months following the date the financial statements were available to be issued is dependent upon its ability to obtain capital financing from investors sufficient to meet current and future obligations and deploy such capital to produce profitable operating results.

Management has evaluated these conditions and plans to generate revenues and raise capital from outside investors to satisfy its capital needs. No assurance can be given that the Company will be successful in these efforts. These factors, among others, raise substantial doubt about the ability of the Company to continue as a going concern for a reasonable period of time. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 4: STOCKHOLDERS' EQUITY (DEFICIENCY)

The Company authorized 25,000,000 shares of common stock at $0.0001 par value. As of each December 31, 2016 and 2015, 10,521,718 shares of common stock were issued and outstanding.

In 2015, the Company issued a total of 700,000 shares of common stock to two employees at $0.001 per share.

In 2015, an employee of the Company terminated services with the Company, and resultantly, the Company repurchased 2,250,000 unvested shares of common stock from the employee at the original purchase price of $0.0001 per share.

All stock issuances to date were conducted under terms of restricted stock purchase agreements and are subject to vesting terms contingent upon continuous service with the Company, which provide the Company the right to repurchase unvested shares at the original purchase price. Unvested shares totaled 1,181,070 and 703,992 as of December 31, 2016 and 2015, respectively. Unvested shares vest over a weighted average period of 27 months as of December 31, 2016.

NOTE 5: WARRANTS

The Company issued stock warrants to various persons since inception, with 316,667, 724,999, 711,718, and 0 warrants issued in 2013, 2014, 2015, and 2016, respectively. All but two agreements vested at issuance, with the other two being on 2014 issuances that completed vesting in 2015, and therefore all warrants are fully vested as of December 31, 2016 and 2015. The warrants expire between 2023 and 2025, which a weighted average duration to expiration of 7.4 years. A summary of information related to warrants as of December 31, 2016 and 2015 is as follows:

	December 31, 2016			December 31, 2015		
	Warrants		Weighted Average Exercise Price	Warrants		Weighted Average Exercise Price
Outstanding - beginning of year	1,753,384	$	0.001	1,041,666	$	0.001
Granted	-	$	0.001	711,718	$	0.001
Exercised	-	$	-	-	$	-
Forfeited	-	$	-	-	$	-
Outstanding - end of year	1,753,384	$	0.001	1,753,384	$	0.001
Exercisable at end of year	1,753,384	$	0.001	1,753,384	$	0.001
Weighted average grant date fair value of warrants granted during year	$ -			$ -		
Weighted average duration to expiration of outstanding warrants at year-end (years)	7			8		

The Company measures warrants at grant-date fair value and recognizes associated expenses on a straight-line basis over the vesting period of the award. Determining the appropriate fair value of warrants requires the input of subjective assumptions, including the fair value of the Company's common stock, and expected stock price volatility. The Company used the Black-Scholes option pricing model to value its warrants. The assumptions used in calculating the fair value of warrants represent management's best estimates and involve inherent uncertainties and the application of management's judgment. As a result, if factors change and management uses different assumptions, warrant related expenses could be materially different for future warrant issuances. The Company determined the expenses associated with warrant issuances for the years ended December 31, 2016 and 2015 were trivial and therefore did not recognize expense related to the warrant issuances.

NOTE 6: DEBT

DealStruck Loan

The Company entered into a financing arrangement with Dealstruck in 2016. The balance due as of December 31, 2016 and 2015 was $74,408 and $0, respectively. This loan bears interest at approximately 24%, requires biweekly payments of $2,064, and matures in August 2018. $40,312 of the principal balance is a current liability payable in 2017 and $34,096 is a long-term liability payable in 2018.

Kabbage Loan

The balance due under this short-term loan as of December 31, 2016 and 2015 was $0 and $29,067, respectively. The loan was repaid in full in February 2016.

Convertible Notes Payable

In 2013-2014, the Company issued five convertible notes payable for total principal of $325,000. The convertible promissory notes bear interest at 10% (one note for $100,000 principal is instead at

5% interest). The convertible notes mature after 24-30 month terms between June 2015 and March 2017, and therefore $275,000 of the convertible notes are passed maturity as of December 31, 2016.

A convertible note payable was issued in 2016 for $100,000 principal, bearing interest at 3%, and maturing in April 2019.

The notes' principal and accrued interest is automatically convertible into the Company's equity upon the next qualified equity financing of its preferred stock (as further defined in the agreement, with the financing required to exceed $2,000,000 for $325,000 of the notes and $6,000,000 for $100,000 of the notes) at a price per share equal to the lesser of 80% of the price per share paid by the investors in the triggering financing or the price per share implied by a pre-money valuation ($2,000,000 for $100,000 of principal, $6,000,000 for $225,000 of principal) on the fully diluted capitalization of the Company (as defined in the agreement).

If there is no qualified equity financing prior to maturity, the outstanding principal balance shall be convertible at the election of the noteholder at any time on or after the maturity date, into the price per share implied by a pre-money valuation ($2,000,000 for $100,000 of principal, $6,000,000 for $225,000 of principal) on the fully diluted capitalization of the Company (as defined in the agreement).

As of December 31, 2016, the convertible promissory notes have not been converted and remained outstanding in the full principal amounts. The Company analyzed the notes for beneficial conversion features, and concluded the conversion terms did not constitute beneficial conversion features.

Accrued interest on the notes as of December 31, 2016 and 2015 was $79,315 and $51,123, respectively.

NOTE 7: RELATED PARTY TRANSACTIONS AND BALANCES

The Company has borrowed funds from an officer of the Company to fund operational needs since inception. The balances due to the officer as of December 31, 2016 and 2015 were $90,660 and $213,340, respectively. These balances bear no interest and are payable on demand.

Several employees and officers of the Company have agreed to defer portions of their salaries annually since inception. The balances due under these arrangements were $1,275,120 and $796,610 as of December 31, 2016 and 2015, respectively. These balances bear no interest and are payable at the discretion of the Company's board of directors.

NOTE 8: CONTINGENCIES, RISKS, AND UNCERTAINTIES

The Company may be subject to pending legal proceedings and regulatory actions in the ordinary course of business. The results of such proceedings cannot be predicted with certainty, but the Company does not anticipate that the final outcome, if any, arising out of any such matter will have a material adverse effect on its business, financial condition or results of operations.

The Company operates within the cannabis industry, which is federally illegal and therefore creates various risks and uncertainties that cannot be predicted or quantified at this time.

NOTE 9: SUBSEQUENT EVENTS

Stock Issuances

In March 2017, the Company issued 70,000 shares of common stock to a service provider for $0.10 per share under a restricted stock purchase agreement, where shares vest prorata over 24 months. Commencing March 15, 2017.

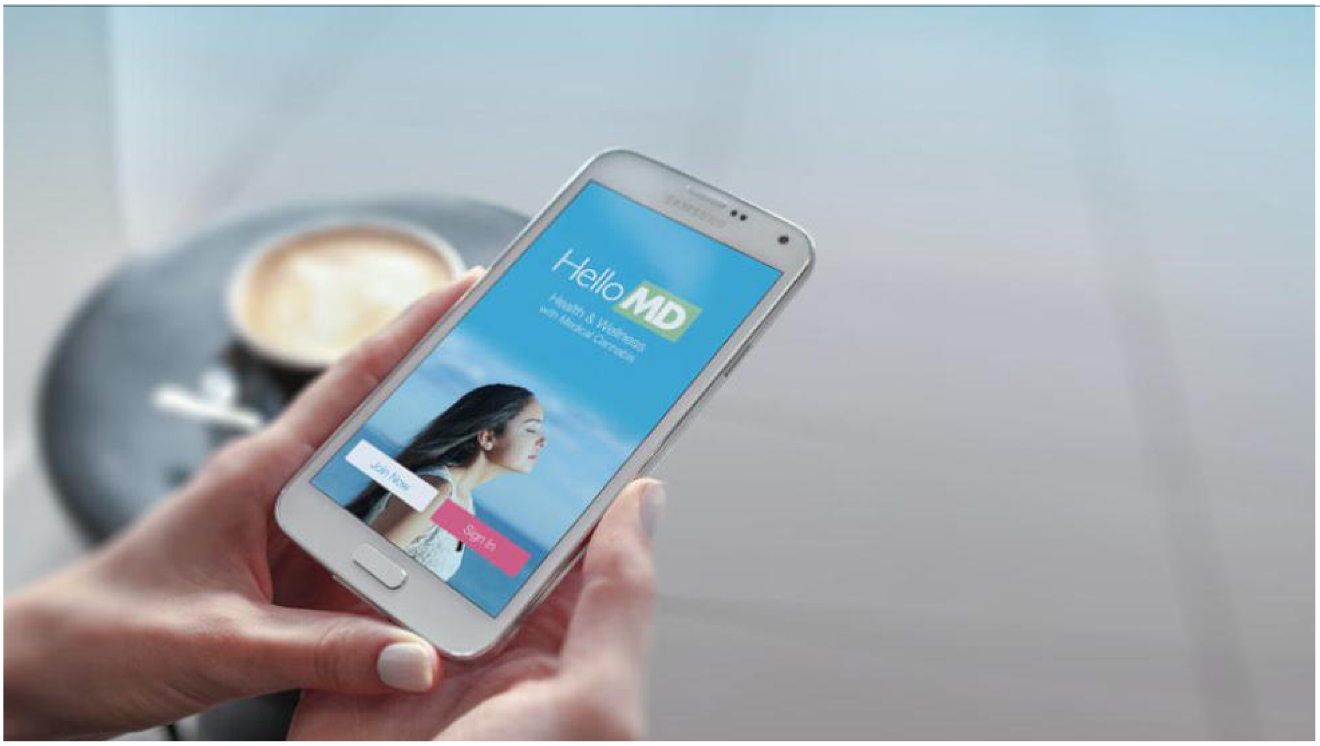
In March 2017, the Company issued a total of 2,620,000 shares of common stock to two employees for $0.01 per share under restricted stock purchase agreements, where 1,037,207 of these shares vested immediately and the remaining unvested shares vest monthly commencing April 1, 2017 at 54,584 per month.

Management's Evaluation

Management has evaluated subsequent events through April 4, 2017, the date the financial statements were available to be issued. Based on this evaluation, no additional material events were identified which require adjustment or disclosure in these financial statements.

EXHIBIT C

Seedinvest Profile



HelloMD

Building the largest marketplace of cannabis consumers on the planet, aka the "Amazon of Cannabis." Edit Profile

$500	**$15,000,000**	**Preferred Equity**
Minimum	Pre-Money valuation	Security Type

2016 Revenue
$1.9m

Projected Legal US Cannabis Sales (2020)
$22B

- 170K+ Monthly Unique Visitors
- 400+ retail partners
- 130K registered users with ~9K joining per month (only operating in CA; plans to expand to 28 states in 2017)
- 99% say they trust the medical information on HelloMD, based on a HelloMD survey in Jan answered by 3,606 customers.
- Graduated from the StartUp Health Accelerator

- Round Size: US $6,000,000
- Raise Description: Series A
- Minimum Investment: US $500 per investor
- Security Type: Preferred Equity
- Pre-Money Valuation: US $15,000,000
- Target Minimum Raise Amount: US $100,000
- Offering Type: Side by Side Offering

"HelloMD is at the forefront of a new trend in Silicon Valley: The Cannabis Tech Startup" — The New York Times.

Over the past 24 months, we believe HelloMD has become the leading destination on the web for health & wellness oriented cannabis consumers. This demographic is larger than the recreational market, and will include tens of millions over coming years.

SHARE

HelloMD provides a complete solution, starting with a doctor's consultation over Telehealth, to product selection and advice, community advice and purchase/ delivery options from hundreds of licensed retailer and brand partners.

HelloMD is uniquely positioned to scale in the fast growing industry in the US - soon to reach $22B by analyst expectations - in that we do not 'touch the plant' and are not hindered by interstate regulations. Additionally, we are creating an international brand in cannabis and will open in Canada in 2017. Over the coming years, cannabis worldwide is estimated to grow into a 500B market, and consumers from across the planet will be guided by HelloMD as they discover cannabis products for their health & wellness.

Pitch Deck

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Product & Service

Cannabis is a confusing market for new consumers. Thousands of product offerings are available, with limited medical advice or information for health & wellness-minded consumers. Additionally, there are legal requirements to join state medical cannabis programs.

A complete solution for cannabis consumers.

Doctor Consultations:

Our proprietary technical platform guides patients on their journey with medical cannabis. The initial connection is with a licensed doctor, which takes place over live video feed using a smartphone (Telehealth). HelloMD is already the leader in this space with more than 50,000 completed consults.

Medical Q&A (user generated content):

Next, consumers browse our database of 15,000+ unique articles, questions & answers covering product selection and advice. Much of this content having been created by community doctors, retailers, brand partners and others. Asking questions is free, and any member of our community can answer. This public content has the added advantage of attracting new visitors to our site through organic search, currently growing at 20% per month and making our customer acquisition costs close to zero.

Amazon-like marketplace (product sales):

Once a product selection is made, we present purchase and pricing option from our marketplace of hundreds of retail, brand and delivery partners. This 'Amazon.com of cannabis' strategy presents HelloMD the opportunity to participate in the $50B cannabis market with 15% commission on sales, while the network effects of the cannabis ecosystem create long term barriers to entry for competitors. There is currently no national, online retailer for cannabis products.

B2B offerings

In addition to our consumer solutions, we offer our 400+ retail and brand partners a platform to promote their products to our community of consumers. This is achieved by participation in our (Quora-like) Q&A forums, personal profiles with a history of questions answered, blog postings, weekly newsletters, videos, deals, offers and other features. We host regular (Ask Me Anything) events with key partners which engage our audience and provide exposure to new brands and products. All of the content on HelloMD is moderated which ensures quality and trust in our brand is maintained.

Hundreds of partners have integrated HelloMD technology into their own websites, which provides their customers direct access to our doctor community and many have integrated with our API offerings to automate the process of new customer on-boarding (regulatory compliance).

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Team Story

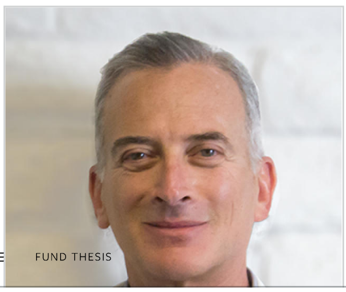
Long time technology entrepreneurs Mark and Pamela Hadfield founded the company in 2014, with the initial goal of creating a Telehealth platform for traditional healthcare. It was not until Pamela (suffering with migraines) started looking for solutions in medical cannabis, that the idea arose to refocus efforts on cannabis consumers. Same platform, different target market; the results where instant and powerful. HelloMD quickly took a leadership position in the fastest growing industry in the US.

Recognizing the scope of the opportunity they had found, and the importance of management execution they added industry veterans Larry and Michael, along with medical oversight from Dr. Perry Solomon.

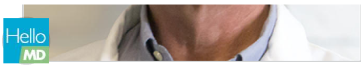
With software development as our DNA, today HelloMD consists of 17 dedicated professionals, including a world class engineering and design team, friendly customer service and a growing list of independent doctors who see patients through the platform every day of the week.

With a culture of professionalism not always common in cannabis companies, the team is dedicated to the task at hand; growing the largest community of medical cannabis consumers on the planet.

Meet the Founders



Perry Solomon, MD
CHIEF MEDICAL OFFICER



Perry Solomon, MD is the Chief Medical Officer at HelloMD. He has held this position since March 2015 and has been overseeing the medical content of the site as well as the hiring of the physicians who are affiliated with HelloMD. In addition he has helped publish various observational studies and surveys regarding the patients who utilize the HelloMD platform.

As a Board Certified Anesthesiologist, he had an active career as a clinician. He currently is the Medical Director of Cardiac Rehabilitation at San Ramon Regional Center as well as Medical Director of two Pediatric Dental Surgery Centers in California. He received his medical degree from the Columbia College of Physicians and Surgeons in New York.

Mark Hadfield
CO FOUNDER & CEO

Mark has created 3 successful companies from inception, each of which achieved success with customers, investors and exits. Workshare & nScaled were enterprise software companies, while AddLive (founding team) was acquired by SnapChat in late 2014. Always thinking of new ideas, Mark believes we live in a world with unprecedented opportunities for innovation and creation. Mark believes his success lies in his tenacity, and that companies only fail when founders give up.

Mark is a father of three young girls, and when he is not working he can be found walking his dogs, or kiteboarding the beautiful San Francisco bay.

Michael Litchfield
CHIEF MARKETING OFFICER

Michael Litchfield joined HelloMD in June 2015 as Chief Marketing Officer. Prior to joining HelloMD, Michael was Vice President and Executive Creative Officer at Doremus – an Omnicom global branding and advertising agency [OMC]. Michael served in that role for ten years helping large technology accounts establish worldwide marketing and branding strategies (including: HP, Corning, Logitech, and Microsoft). For his creative efforts, Michael was named one of Internationalist Magazine's Global Innovators of 2012. Michael holds a BSEE from the NZPO College of Engineering (Auckland, NZ).

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Pamela Hadfield
CO FOUNDER AND UX

Pamela is a Co Founder of HelloMD and has been in technology for over 15 years, creating original User Experiences for some of today's most recognizable brands. She is a 3rd time entrepreneur and has found a home within the cannabis industry. After discovering cannabis as a solution for her own chronic medical condition she is now passionate about cannabis education, reducing the stigma around consumption and promoting it as a tool for overall health & wellness.

Larry Lisser
SNR. VICE PRESIDENT OF BUSINESS DEVELOPMENT

Larry is HelloMD's Senior Vice-President of Business Development. He has served in this capacity since June of 2015. A seasoned entrepreneur and specialist in building global partner networks for next-gen companies, Larry has assisted countless startups in achieving rapid growth, particularly inside of new industries. His experience in these successes have included corporate roles, serving as a strategic consultant and holding board positions. Larry started his career in Canada, spent almost 20 years in San Francisco and now lives with his family in Denver. Colorado.

Notable Advisors & Investors

Larry Albukerk

SHARE

Larry Albukerk

Advisor, Advisor

TH

Trevor Harries-Jones

Advisor, Trevor Harries-Jones serves as Chief Executive Officer of Yola.com

Q&A with the Founder

Q: Can you give us an idea of your business model?

HelloMD: For the last 22 months, it's been 1 line item of revenue; connecting patients with doctors over a live stream. Patient pays $49 and meets with a doctor and they have a consultation. It's all been derived in California. Moving forward, we are in the process of a pivot – the most ambitious of whch is to be a marketplace with hundreds of sellers selling cannabis products to our large number of patients – that's the primary focus for the pivot for this year.

Q: How do you plan to scale?

HelloMD: We've been very geographically focused on California – we've become the leader in the space in California. We've developed two aspects of how this plans to scale: 1) Platform for user generated content which creates a huge amount of inbound organic search traffic (we now have 2k pages of unique Q&A between doctors and patients); 2) We're moving beyond California into all of the other medical cannabis legal states and we'll also be opening up in Canada. Doctors from all other states will be joining our platform and we'll have business joining as well. We also have a very strong partner ecosystem – we currently have 300 partners.

Q: How are you tackling the regulatory side of things?

HelloMD: It's a highly-regulated market and its regulated based on geography and it's also evolving quickly. We are fortunate that we do no touch the plant – while we have to be cognizant of the regulations – we are not hampered like other cannabis companies are. Because we are a technical platform, we have to be cognizant and remain complaint on state lines. There are some subtle diff between states but not massive.

Q: What are competitive advantages and barriers to entry?

HelloMD: The competitive advantages are that we have a unique platform that is already scaling and will continue to scale. We have one of the largest patient communities in America and its growing very quickly and will accelerate further. Its an ecosystem of medical professionals and retailers and brand ambassadors as well as patients. It's a true ecosystem that crosses the entire industry. In terms of barriers to entry, it's a strong network effects – the more traction we get the more difficult it is for a competitor to compete with us and at some point it's going to become impossible to displace because you cannot take on a whole ecosystem. We already have competitors who are copying features of ours – mostly on the doctor patient side – not on the retailers; but it would be difficult to scale to our level and it would be difficult to displace the network all at once.

Q: What happened in December – there was a small drop? Seasonality?

HelloMD: There is a lot of vacation dates – when there is vacation days doctors are off. That's what happened in December.

Read more answers from the founder ↓

The Q&A with the Founder is based on due diligence activities conducted by SI Securities, LLC. The verbal and/or written responses transcribed above may have been modified to address grammatical, typographical, or factual errors, or by special request of the company to protect confidential information.

Side by Side Term Sheet

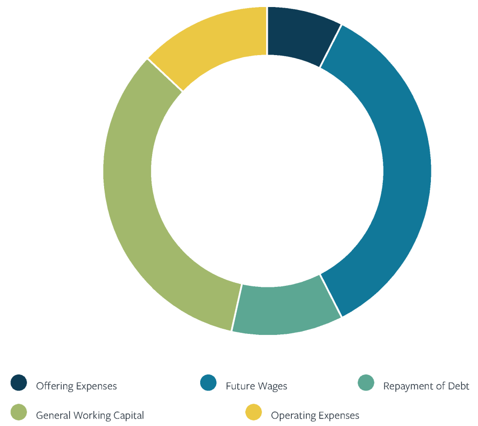
A Side by Side offering refers to a deal that is raising capital under two offering types. If you plan on investing less than US $20,000.00, you will automatically invest under the Regulation CF offering type. If you invest more than US $20,000.00, you must be an accredited investor and invest under the Regulation D offering type.

TERMS & DESCRIPTION	REGULATION D - RULE 506(C)	REGULATION CF
Investor Types	Accredited Only	Accredited and Non-accredited
Round description	Series A	Series A
Round size	US $6,000,000	US $6,000,000

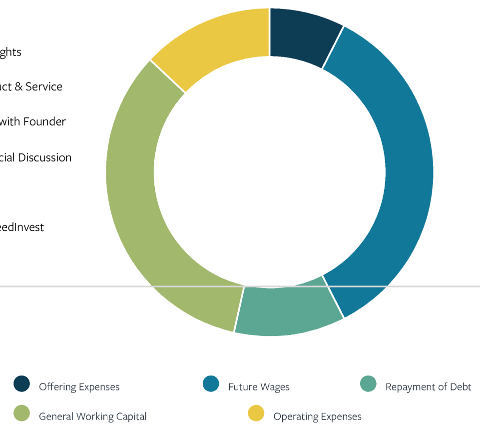
Minimum investment	$20,000	US $500
Target minimum	US $1,500,000	US $100,000

Use of Proceeds

If Minimum Amount Is Raised



If Maximum Amount Is Raised



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Financial Discussion

Operations

For the year ended December 31, 2016, we recorded net revenues of $1,922,653 compared to $539,950 which is a 256% increase from December 31, 2015.

The company's operating expenses consist of sales and marketing, general and administrative, and research and development. For the year ended December 31, 2016, the company's total operating expenses were $1,349,196.

We believe that our prior earnings and cash flows are not indicative of future earnings and cash flows because we intend to scale and expand revenue streams.

The Company does not expect to achieve profitability in the next 12 months and intends to focus on the following goals: expanding product sales through fulfillment through their partners.

Liquidity and Capital Resources

Although the proceeds of this offering are not necessary to the survival of the Company, in order for it to achieve its proposed business plan the proceeds of this offering or other resources are necessary.

Capital Expenditures and Other Obligations

The Company has not made any material capital expenditures in the past two years.

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

Material Changes and Other Information

Trends and Uncertainties

The Company does not currently believe it is subject to any trends or uncertainties.

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

The financial statements are an important part of this Form C and should be reviewed in their entirety. The financial statements of the Company are attached hereto as Exhibit A.

Valuation

Based on the Offering price of the Securities, the pre-offering value ascribed to the Company is $15,000,000.

As discussed in "Dilution" below, the valuation will determine the amount by which the investor's stake is diluted immediately upon investment. An early-stage company typically sells its shares (or grants options over its shares) to its founders and early employees at a very low cash price because they are, in effect, putting their "sweat equity" into the company. When the company seeks cash investments from outside investors, like you, the new investors typically pay a much larger sum for their shares than the founders or earlier investors, which means that the value of your stake is immediately diluted because each share of the same type is worth the same amount, and you paid more for your shares (or the notes convertible into shares) than earlier investors did for theirs.

There are several ways to value a company, and none of them is perfect and all of them involve a certain amount of guesswork. The same method can produce a different valuation if used by a different person.

Liquidation Value — The amount for which the assets of the company can be sold, minus the liabilities owed, e.g., the assets of a bakery include the cake mixers, ingredients, baking tins, etc. The liabilities of a bakery include the cost of rent or mortgage on the bakery. However, this value does not reflect the potential value of a business, e.g. the value of the secret recipe. The value for most startups lies in their potential, as many early stage companies do not have many assets (they probably need to raise funds through a securities offering in order to purchase some equipment).

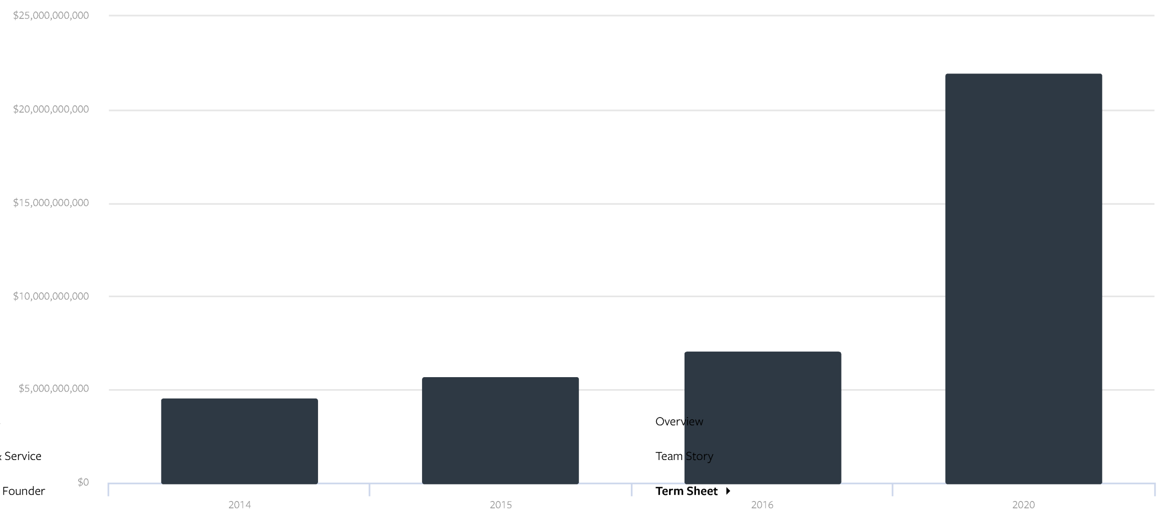
Book Value — This is based on analysis of the company's financial statements, usually looking at the company's balance sheet as prepared by its accountants. However, the balance sheet only looks at costs (i.e. what was paid for the asset), and does not consider whether the asset has increased in value over time. In addition, some intangible assets, such as patents, trademarks or trade names, are very valuable but are not usually represented at their market value on the balance sheet.

Earnings Approach — This is based on what the investor will pay (the present value) for what the investor expects to obtain in the future (the future return), taking into account inflation, the lost opportunity to participate in other investments, the risk of not receiving the return. However, predictions of the future are uncertain and valuation of future returns is a best guess.

Different methods of valuation produce a different answer as to what your investment is worth. Typically liquidation value and book value will produce a lower valuation than the earnings approach. However, the earnings approach is also most likely to be risky as it is based on many assumptions about the future, while the liquidation value and book value are much more conservative.

Future investors (including people seeking to acquire the company) may value the company differently. They may use a different valuation method, or different assumptions about the company's business and its market. Different valuations may mean that the value assigned to your investment changes. It frequently happens that when a large institutional investor such as a venture capitalist makes an investment in a company, it values the company at a lower price than the initial investors did. If this happens, the value of the investment will go down.

Market Landscape



The legal cannabis market is expected to reach $22 Billion by the year 2020 (ArcView Group and Forbes)

The cannabis market is currently estimated at $7B in the US, and is growing faster than any other industry. Analysts predict a market of $22B by 2020. Despite its size, the market is high fragmented with thousands of small retailers, locally licensed and high regulated. Moreover, there is no cross state border commerce allowed and cannabis remains illegal under federal law. While many cannabis companies are cash rich and profitable, they have difficulty scaling beyond their immediate geographies.

HelloMD is different in that we are a technology company that does not 'touch the plant'. This means we are not hindered by the same regulations and critically, can scale across state and international borders.

An opportunity exists to create the first national retailer of cannabis, not competing with license retailers but facilitating their access to customers in a marketplace - the Amazon of cannabis. In so doing, we will provide a single source solution for cannabis consumers with a health & wellness orientation. Our target demographic is estimated to include hundreds of millions of Americans treating chronic pain, anxiety, stress, insomnia and other common ailments.

While there are other technology platforms in cannabis, many of them have a specific focus on either delivery, regulatory compliance, point of sale or other specific areas of the market. Moreover, none of them have adopted the proven strategy of user generated content and community features which drives organic search and lowers customer acquisition costs to near zero. HelloMD has already achieved critical mass in California, which represents 50% of the total US market for cannabis. We are soon to open 27 other states and in Canada, where cannabis is as large as California.

Risks and Disclosures

Risks Related to the Company's Business and Industry

Our business has posted net operating losses since operations began in 2013. We incurred losses of $388,039 and $410,572 for the years ended December 31, 2015 and 2016, respectively. The adverse effects of a limited operating history include reduced management visibility into forward sales, marketing costs, and customer acquisition, which could lead to missing targets for achievement of profitability.

We need additional capital to expand operations; if we do not raise additional capital, we will need to curtail our expansion plans. Since our inception, we have financed our operations through revenue and through the sale of convertible notes. As of 31 March, 2017, we had approximately $100,000 in cash. If we fail to raise the minimum or maximum, to execute on our business plan successfully, we will need to raise additional money in the future. Additional financing may not be available on favorable terms, or at all. The exact amount of funds raised, if any, will determine how quickly we can reach profitability on our operations. No assurance can be given that we will be able to raise capital when needed or at all, or that such capital, if available, will be on terms acceptable to us. If we are not able to raise additional capital, we will likely need to curtail our expansion plans or possibly cease operations.

We may not be able to effectively manage growth. The Company expects its growth to place a substantial strain on its managerial, operational and financial resources. The Company cannot assure that it will be able to effectively manage the expansion of its operations, or that its facilities, systems, procedures or controls will be adequate to support its operations. The Company's inability to manage future growth effectively would have a material adverse effect on its business, financial condition and results of operations.

Our management may not be able to control costs in an effective or timely manner. The Company's management has used reasonable efforts to assess, predict and control costs and expenses. However, the Company only has a short operating history upon which to base those efforts. Implementing our business plan may require more employees, capital equipment, supplies or other expenditure items than management has predicted. Likewise, the cost of compensating employees and consultants or other operating costs may be higher than management's estimates, which could lead to sustained losses.

The Company operates in a vertical with high compliance and regulatory requirements. The Company has a community of cannabis users: doctors, patients, retailers and brands. Although the company does not sell or distribute cannabis directly, a part of its business model is dependent on those that do. While the company is unlikely to face direct federal pressure; its entire business model is at risk if federal or state laws change for medical (or recreational) cannabis use.

Our business depends on developing and maintaining productive relationships with our doctors and vendors. We depend on our doctors and vendors to provide consultations and quality products at favorable prices. Many factors outside our control, including but not limited, to product shortages, labor disputes, or transportation disruptions, could adversely affect our partner's ability to deliver to customer's quality products and services at favorable prices in a timely manner.

Maintaining, extending and expanding our reputation and brand image are essential to our business success. We seek to maintain, extend, and expand our brand image through marketing investments, including user generated content, advertising and product innovation. Increasing attention on marketing could adversely affect our brand image. Existing or increased legal or regulatory restrictions on our marketing initiatives, or our response to those restrictions, could limit our efforts to maintain, extend and expand our brands. Moreover, adverse publicity about regulatory or legal action against us could damage our reputation and brand image, undermine our customers' confidence and reduce long-term demand for our supply partner's products.

We operate in a highly competitive environment, and if we are unable to compete with our competitors, our business, financial condition, results of operations, cash flows and prospects could be materially adversely affected. We operate in a highly competitive environment. Our competition includes all other companies that are in the business of medicinal cannabis. A highly competitive environment could materially adversely affect our business, financial condition, results of operations, cash flows and prospects.

Industry consolidation may result in increased competition, which could result in a loss of customers or a reduction in revenue. Some of our competitors have made or may make acquisitions or may enter into partnerships or other strategic relationships to offer more comprehensive services than they individually had offered or achieve greater economies of scale. In addition, new entrants not currently considered to be competitors may enter our market through acquisitions, partnerships or strategic relationships. We expect these trends to continue as companies attempt to strengthen or maintain their market positions. The potential entrants may have competitive advantages over us, such as greater name recognition, longer operating histories, more varied services and larger marketing budgets, as well as greater financial, technical and other resources. The companies resulting from combinations or that expand or vertically integrate their business to include the market that we address may create more compelling service offerings and may offer greater pricing flexibility than we can or may engage in business practices that make it more difficult for us to compete effectively, including on the basis of price, sales and marketing programs, technology or service functionality. These pressures could result in a substantial loss of our customers or a reduction in our revenue.

Breaches of our cybersecurity systems could degrade our ability to conduct our business operations and deliver products and services to our customers, delay our ability to recognize revenue, compromise the integrity of our software products, result in significant data losses and the theft of our intellectual property, damage our reputation, expose us to liability to third parties and require us to incur significant additional costs to maintain the security of our networks and data. We depend upon our IT systems to conduct virtually all of our business operations, ranging from our internal operations and product development activities to our marketing and sales efforts and communications with our customers and business partners. Computer programmers may attempt to penetrate our network security, or that of our website, and misappropriate our proprietary information or cause interruptions of our service. Because the techniques used by such computer programmers to access or sabotage networks change frequently and may not be recognized until launched against a target, we may be unable to anticipate these techniques. In addition, sophisticated hardware and operating system software and applications that we produce or procure from third parties may contain defects in design or manufacture, including "bugs" and other problems that could unexpectedly interfere with the operation of the system. We have also outsourced a number of our business functions to third-party contractors, including our manufacturers and logistics providers, and our business operations also depend, in part, on the success of our contractors' own cybersecurity measures. Additionally, we depend upon our employees to appropriately handle confidential data and deploy our IT resources in safe and secure fashion that does not expose our network systems to security breaches and the loss of data. Accordingly, if our cybersecurity systems and those of our contractors fail to protect against unauthorized access, sophisticated cyberattacks and the mishandling of data by our employees and contractors, our ability to conduct our business effectively could be damaged.

Risks Related to Management and Personnel

We are highly dependent on the Services of our founder Mark Hadfield. Our future business and results of operations depend in significant part upon the continued contributions Mr. Mark Hadfield, CEO and Director. If we lose his services or if he fails to perform in his current position, or if we are not able to attract and retain skilled employees in addition to Mr. Hadfield, this could adversely affect the development of our business plan and harm our business. In addition, the loss of any other member of the board of directors or executive officers could harm the Company's business, financial condition, cash flow and results of operations.

The failure to attract and retain key employees could hurt our business, and our management does not have extensive experience in the operation of businesses such as ours. Our success also depends upon our ability to attract and retain numerous highly qualified employees. Although the Company's current management team has extensive business background, their experience is in industries unrelated to our business. Our failure to attract and retain skilled management and employees may prevent or delay us from pursuing certain opportunities. If we fail to successfully fill many management roles, fail to fully integrate new members of our management team, lose the services of key personnel, or fail to attract additional qualified personnel, it will be significantly more difficult for us to achieve our growth strategies and success.

Risks Related to the Securities

The Series A Preferred Stock will not be freely tradable until one year from the initial purchase date. Although the Series A Preferred Stock may be tradeable under federal securities law, state securities regulations may apply and each Purchaser should consult with his or her attorney. You should be aware of the long-term nature of this investment. There is not now and likely will not be a public market for the Series A Preferred Stock. Because the Series A Preferred Stock have not been registered under the Securities Act or under the securities laws of any state or non-United States jurisdiction, the Series A Preferred Stock have transfer restrictions and cannot be resold in the United States except pursuant to Rule 501 of Regulation CF. It is not currently contemplated that registration under the Securities Act or other securities laws will be effected. Limitations on the transfer of the Series A Preferred Stock may also adversely affect the price that you might be able to obtain for the Series A Preferred Stock in a private sale. Purchasers should be aware of the long-term nature of their investment in the Company. Each Purchaser in this Offering will be required to represent that it is purchasing the Securities for its own account, for investment purposes and not with a view to resale or distribution thereof.

Your ownership of the shares of preferred stock may be subject to dilution. Non-major purchasers of preferred stock do not have preemptive rights. If the Company conducts subsequent offerings of preferred stock or securities convertible into preferred stock, issues shares pursuant to a compensation or distribution reinvestment plan or otherwise issues additional shares, investors who purchase shares in this offering who do not participate in those other stock issuances will experience dilution in their percentage ownership of the Company's outstanding shares. Furthermore, shareholders may experience a dilution in the value of their shares depending on the terms and pricing of any future share issuances (including the shares being sold in this offering) and the value of the Company's assets at the time of issuance.

The Securities will be equity interests in the Company and will not constitute indebtedness. The Securities will rank junior to all existing and future indebtedness and other non-equity claims on the Company with respect to assets available to satisfy claims on the Company, including in a liquidation of the Company. Additionally, unlike indebtedness, for which principal and interest would customarily be payable on specified due dates, there will be no specified payments of dividends with respect to the Securities and dividends are payable only if, when and as authorized and declared by the Company and depend on, among other matters, the Company's historical and projected results of operations, liquidity, cash flows, capital levels, financial condition, debt service requirements and other cash needs, financing covenants, applicable state law, federal and state regulatory prohibitions and other restrictions and any other factors the Company's board of directors deems relevant at the time. In addition, the terms of the Securities will not limit the amount of debt or other obligations the Company may incur in the future. Accordingly, the Company may incur substantial amounts of additional debt and other obligations that will rank senior to the Securities.

There can be no assurance that we will ever provide liquidity to Purchasers through either a sale of the Company or a registration of the Securities. There can be no assurance that any form of merger, combination, or sale of the Company will take place, or that any merger, combination, or sale would provide liquidity for Purchasers. Furthermore, we may be unable to register the Securities for resale by Purchasers for legal, commercial, regulatory, market-related or other reasons. In the event that we are unable to effect a registration, Purchasers could be unable to sell their Securities unless an exemption from registration is available.

The Company does not anticipate paying any cash dividends for the foreseeable future. The Company currently intends to retain future earnings, if any, for the foreseeable future, to repay indebtedness and to support its business. The Company does not intend in the foreseeable future to pay any dividends to holders of its shares of preferred stock.

Any valuation at this stage is difficult to assess. Unlike listed companies that are valued publicly through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess and you may risk overpaying for your investment. In addition, there may be additional classes of equity with rights that are superior to the class of equity being sold.

The purchase agreement contains dispute resolution provisions which limit your ability to bring class action lawsuits or seek remedy on a class basis. By purchasing Series A Preferred Stock in this offering, you agree to be bound by the dispute resolution and class action waiver provisions found in Sections 4.11 and 4.12 of the purchase agreement. Those provisions apply to claims regarding this offering. Any debate about the terms of the Series A Preferred Stock will be governed by Delaware corporate law. Under those provisions, disputes under the purchase agreement will be resolved in arbitration conducted in Delaware. Further, those provisions may limit your ability to bring class action lawsuits or similarly seek remedy on a class basis.

Highlights
Overview
Product & Service
Team Story
Q&A with Founder
Term Sheet
Financial Discussion
Market Landscape
Data Room
SeedInvest

General Risks and Disclosures

Start-up investing is risky. Investing in startups is very risky, highly speculative, and should not be made by anyone who cannot afford to lose their entire investment. Unlike an investment in a mature business where there is a track record of revenue and income, the success of a startup or early-stage venture often relies on the development of a new product or service that may or may not find a market. Before investing, you should carefully consider the specific risks and disclosures related to both this offering type and the company which can be found in this company profile and the documents in the data room below.

Your shares are not easily transferable. You should not plan on being able to readily transfer and/or resell your security. Currently there is no market or liquidity for these shares and the company does not have any plans to list these shares on an exchange or other secondary market. At some point the company may choose to do so, but until then you should plan to hold your investment for a significant period of time before a "liquidation event" occurs. A "liquidation event" is when the company either lists their shares on an exchange, is acquired, or goes bankrupt.

The Company may not pay dividends for the foreseeable future. Unless otherwise specified in the offering documents and subject to state law, you are not entitled to receive any dividends on your interest in the Company. Accordingly, any potential investor who anticipates the need for current dividends or income from an investment should not purchase any of the securities offered on the Site.

Valuation and capitalization. Unlike listed companies that are valued publicly through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess and you may risk overpaying for your investment. In addition, there may be additional classes of equity with rights that are superior to the class of equity being sold.

You may only receive limited disclosure. While the company must disclose certain information, since the company is at an early-stage they may only be able to provide limited information about its business plan and operations because it does not have fully developed operations or a long history. The company may also only obligated to file information periodically regarding its business, including financial statements. A publicly listed company, in contrast, is required to file annual and quarterly reports and promptly disclose certain events — through continuing disclosure that you can use to evaluate the status of your investment.

Investment in personnel. An early-stage investment is also an investment in the entrepreneur or management of the company. Being able to execute on the business plan is often an important factor in whether the business is viable and successful. You should be aware that a portion of your investment may fund the compensation of the company's employees, including its management. You should carefully review any disclosure regarding the company's use of proceeds.

Possibility of fraud. In light of the relative ease with which early-stage companies can raise funds, it may be the case that certain opportunities turn out to be money-losing fraudulent schemes. As with other investments, there is no guarantee that investments will be immune from fraud.

Lack of professional guidance. Many successful companies partially attribute their early success to the guidance of professional early-stage investors (e.g., angel investors and venture capital firms). These investors often negotiate for seats on the company's board of directors and play an important role through their resources, contacts and experience in assisting early-stage companies in executing on their business plans. An early-stage company may not have the benefit of such professional investors.

Data Room

NAME
Pitch Deck and Overview (1 file)
Product or Service (1 file)
Financials (2 files)
Fundraising Round (3 files)
Investor Agreements (1 file)
Miscellaneous (1 file)
Market Reports (1 file)

EXHIBIT D

Investor Deck


HelloMD
Marketplace of cannabis users
(Amazon of Cannabis)

IMPORTANT DISCLAIMER

HelloMD

This presentation contains offering materials prepared solely by HelloMD without the assistance of SI Securities, and not subject to FINRA Rule 2210. In addition, this presentation may contain forward-looking statements and information relating to, among other things, the company, its business plan and strategy, and its industry. These statements reflect management's current views with respect to future events based information currently available and are subject to risks and uncertainties that could cause the company's actual results to differ materially. Investors are cautioned not to place undue reliance on these forward-looking statements as they are meant for illustrative purposes and they do not represent guarantees of future results, levels of activity, performance, or achievements, all of which cannot be made. Moreover, no person nor any other person or entity assumes responsibility for the accuracy and completeness of forward-looking statements, and is under no duty to update any such statements to conform them to actual results.

EXECUTION EXPERIENCE

HelloMD

Mark Hadfield, CEO

A serial entrepreneur with a track record of several successful technology startups ranging from collaborative software through cloud-storage and backup SAAS solutions.

Workshare nSCALED AddLive

Larry Lisser, SVP Business Strategy

A seasoned entrepreneur and specialist at helping new-gen companies get to market and in building partner networks that leverage industry ecosystems for growth.

Dr. Perry Solomon, Chief Medical Officer

A leading expert in cannabis therapeutics, Dr Solomon is an anesthesiologist from The Columbia College of Physicians and Dir. of Cardiac Rehabilitation at San Ramon Regional Medical Center in Northern CA.

Michael Litchfield, Chief Marketing Officer

Previously an Executive Director with a leading creative agency, Michael comes with two decades of helping top brands worldwide establish marketing and branding strategies.

Microsoft hp CORNING intel

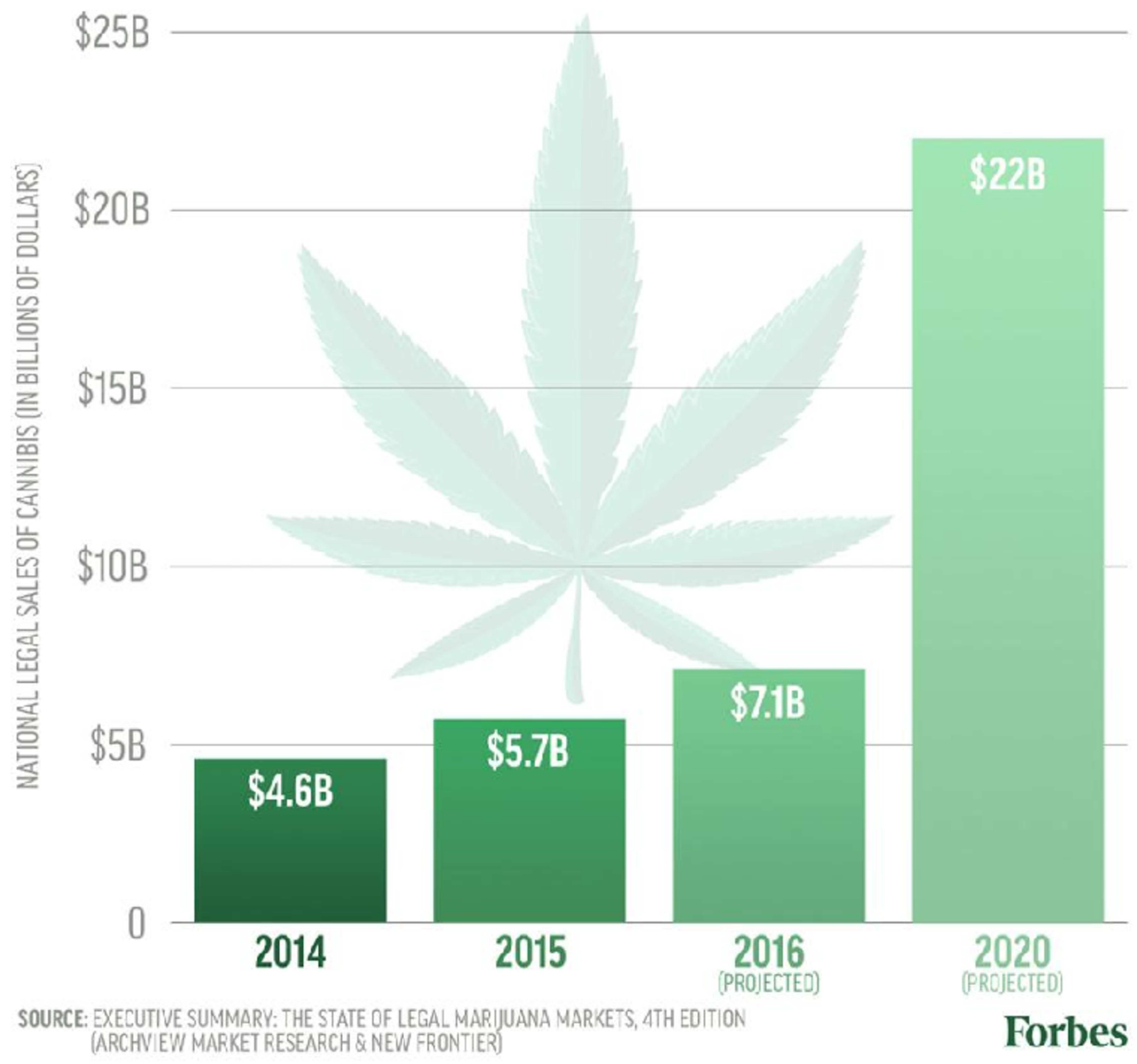
Pamela Hadfield, Director of UX

Also from the agency world, Pamela brings a record of improving acquisition, retention, and ROI through optimized, thoughtful, UX design. Her experience spans the startup through the Fortune 500.

TURN Tango SEPHORA bp

EXPLOSIVE GROWTH MARKET

HelloMD



LEGAL CANNABIS SALES PROJECTED TO REACH $22B OVER THE NEXT 3 YEARS

Forbes

THE ARCVIEW GROUP

FRAGMENTED, CONFUSING MARKET

HelloMD

Thousands of small retailers ($5m or less)

No cross state border commerce

Banking remains problematic

Product selection is confusing to consumers

Quality medical advice is lacking

NO NATIONAL ONLINE RETAILER

MILLIONS SET TO ENTER MARKET

- CHRONIC PAIN 110M
- INSOMNIA 60M
- ANXIETY 40M
- MIGRAINES 37M
- ARTHRITIS 40M
- DEPRESSION 16M

THE TRUSTED SOURCE

HelloMD

Our goal is to become the most trusted source for quality medical information, on cannabis.

“

HelloMD is at the forefront of a new trend in Silicon Valley: The Cannabis Tech Startup

The New York Times

WE ARE THE CENTER OF AN ECOSYSTEM

130,000 REGISTERED USERS

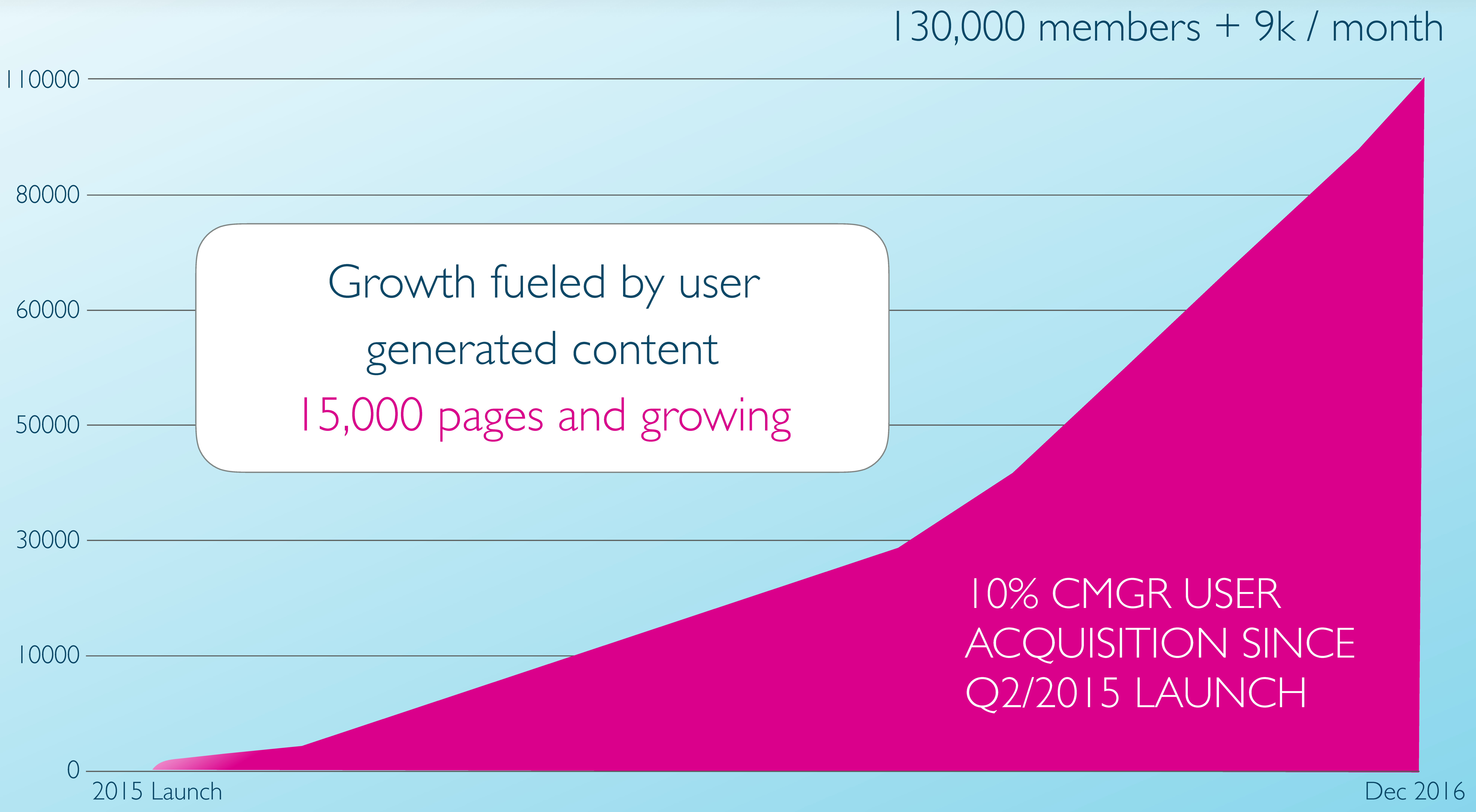
THOUSANDS OF
BRANDS / PRODUCTS

MEDICAL DOCTORS &
EXPERT COMMUNITY

HUNDREDS OF RETAILERS
DELIVERY SERVICES

GROWING RAPIDLY TO #1 POSITION

HelloMD



FIRST REVENUE SERVICE - CALIFORNIA

HelloMD

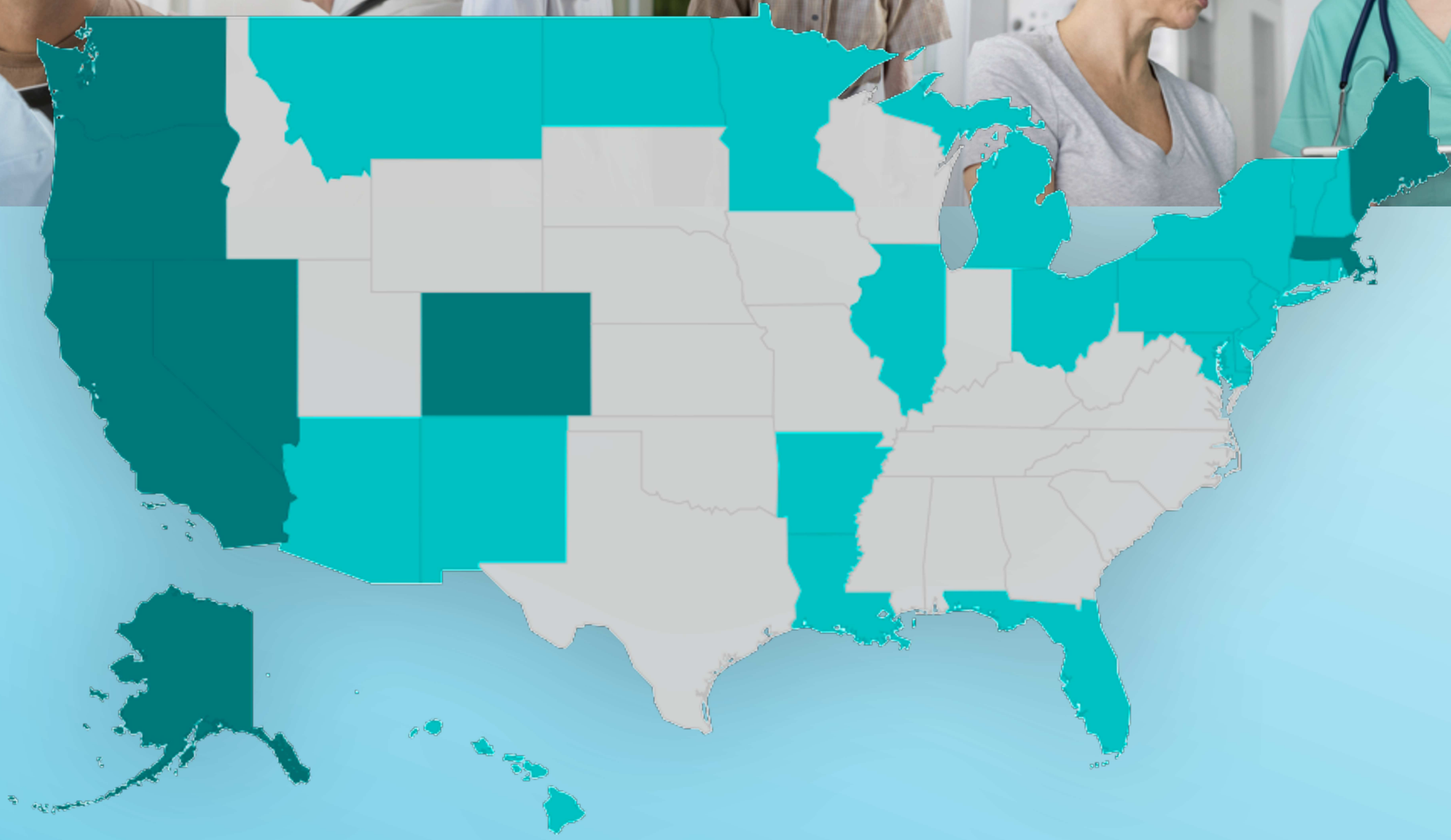
Virtual Doctor Service.

Connect from anywhere.

$49 per consult

NOW UNDERGOING NATIONAL ROLLOUT

HelloMD



Doctor Registry
and listing service.

$25 booking fee

LAUNCHING 2017 - AMAZON OF CANNABIS

HelloMD

Hundreds of existing partners will sell directly through our marketplace to qualified patients [and then to recreational users in 2018]

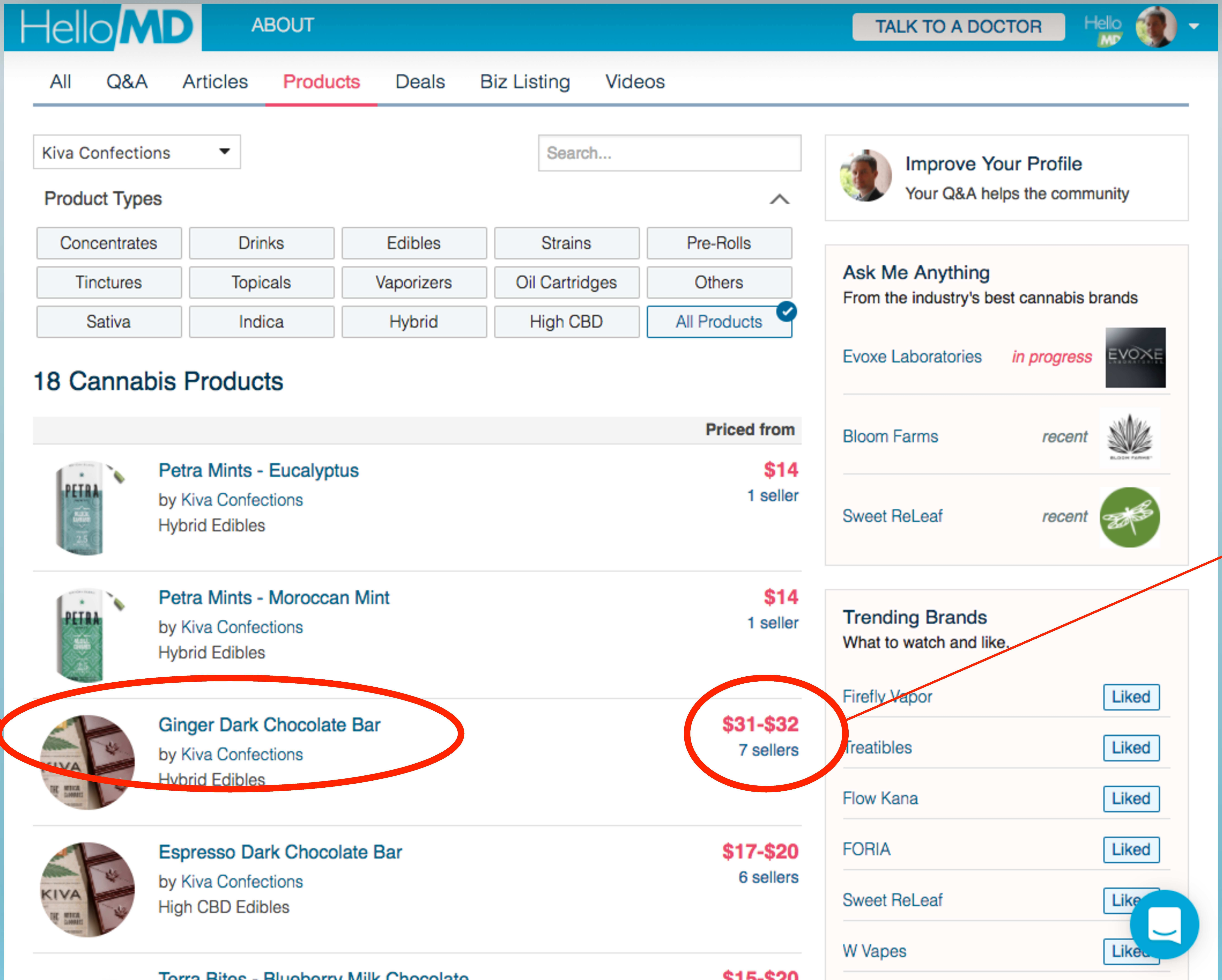
SPEEDWEED
Kushfly ONLINE COLLECTIVE
outset
Travelbuds
TEXT MARY
Greenly Online Collective
Quil
Marleys PHARM
Making You Better Brands
HH+HOLISTIC HOMECARE SERVICES
Squishy Wishes cannanice
LONG BEACH DELIVERY
the cannabis method
greenRush
CLUB | M
NugRun
IVY TREE HOUSE
VIVA!
cali kind direct
STRICTLY
REMEDY DROP
Goddess DELIVERS SERVING ALL OF CALIFORNIA
MERCURY MEDICAL MARIJUANA DELIVERY

Note: HelloMD does not sign any agreements with these partners.

HUNDREDS OF PARTNERS ALREADY LISTED

HelloMD

Thousands of products



Prices from sellers

COMPETITIVE LANDSCAPE

HelloMD

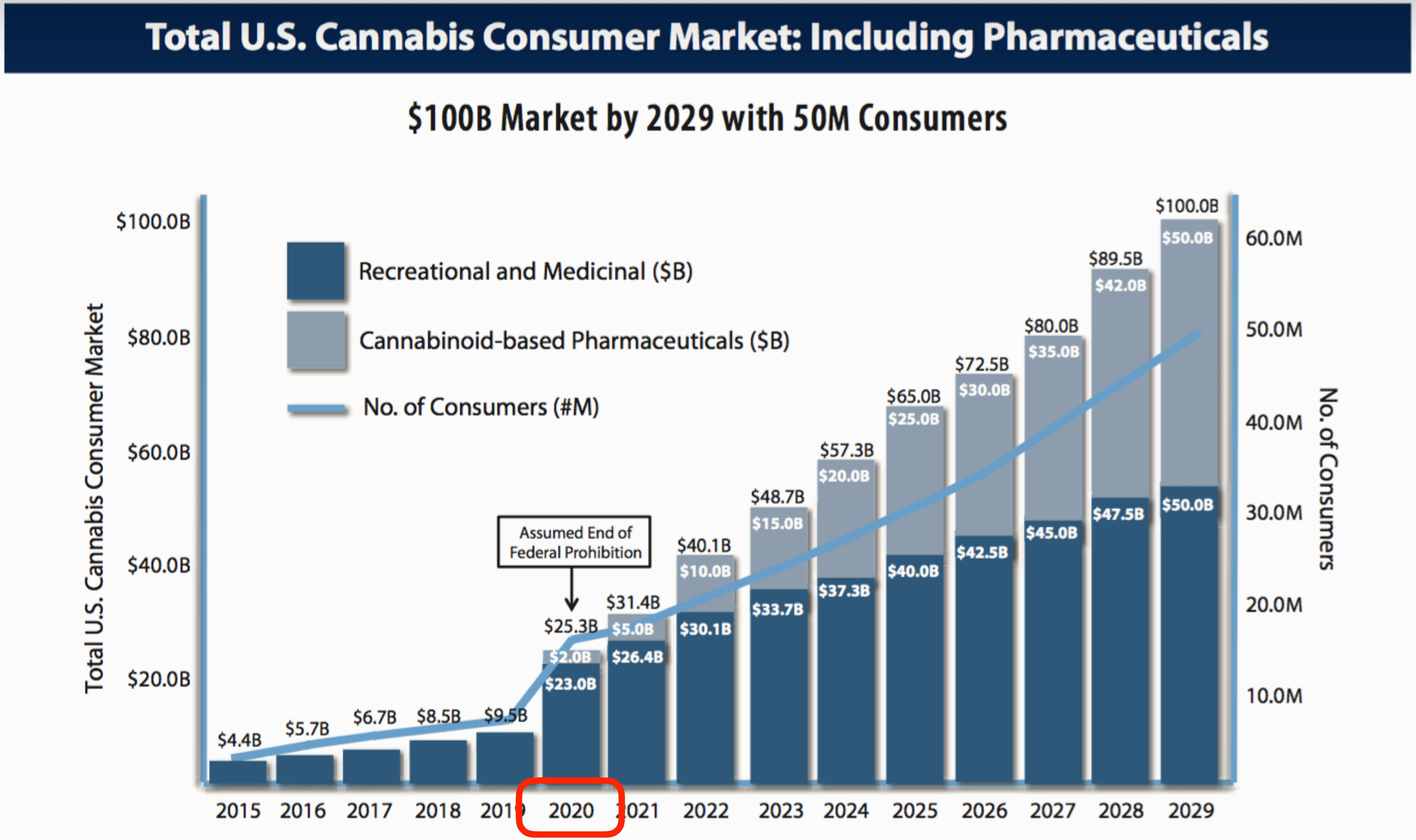
HelloMD MARKETPLACES	HelloMD DOCTOR SVCS	HelloMD CONTENT	HelloMD COMMUNITY
eaze	eaze	Leafly	MassRoots
MEADOW	Nugg	wm	HERB
greenRush	PRESTO DOCTOR	GREEN FLOWER	
BAKER			

We have not seen any national online retailers [*YET*]


HelloMD
THANK YOU

THIS INDUSTRY IS EXPLODING

HelloMD

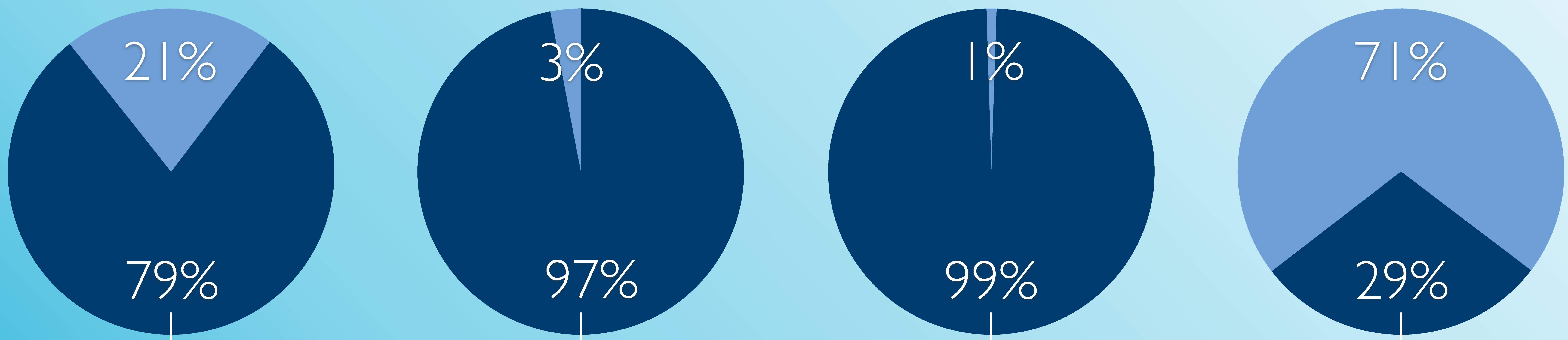


Source: Ackrell Capital estimates. See Chapter IV: U.S. Cannabis Market Estimates.

OUR CUSTOMER

HelloMD

Is Engaged | Is a Referrer | Trusts Us | Is Influenced



Multiple visits in last month

Would recommend HelloMD

Trusts the content on HelloMD

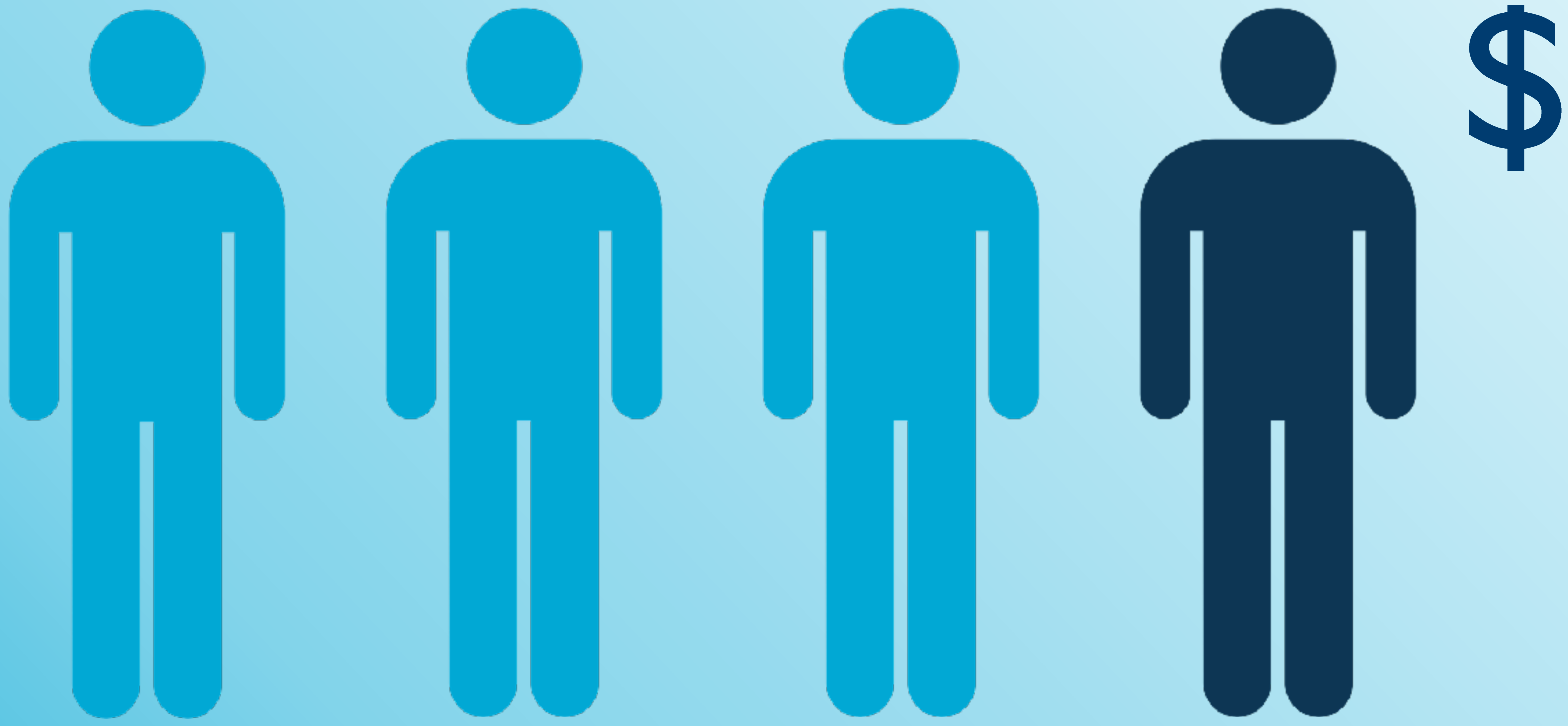
Has purchased product FIRST learned about on HelloMD

Based on a Jan 2017 Customer Survey with 3,646 responses

PREPARING FOR A LARGE MARKET

HelloMD

If Marijuana Were Legal, 1 In 4 Americans Would Purchase Product



Based on a Jan 2013 HuffPost/YouGov poll

EXHIBIT E

Video Transcript

EXHIBIT E – Video Transcript

00:00 Hello, I'm Pamela, Cofounder of HelloMD, the nation's largest community of medical cannabis consumers. We're raising funds to take us to our next phase.

00:13 After decades of prohibition, attitudes towards cannabis are changing, and for good reason. Cannabis has medical properties that can help treat conditions that span anxiety, to chronic pain, to seizures.

00:23 Today more than half the country, 30 states representing 70 percent of the US population, has legalized cannabis for medical use. Eight states have legalized cannabis for recreational use. The genie is out of the bottle. The gold rush, or what we call the green rush, is on. Last year Forbes estimated a domestic $25 billion market by 2020, and at the current pace, we may well hit that target sooner.

00:51 HelloMD has been operating for two years, with our focus on California. In that time, we have become the most trusted brand in cannabis, and built the nation's largest community of medical cannabis consumers.

01:04 Our revenues have come from providing online doctor consultations to our medical patients, but our service extends well beyond that. A typical HelloMD member is 37 years old, professional, and brand new to cannabis.

01:18 They have heard that cannabis can help them with their back pain, their insomnia, their anxiety, or just take the edge off of a hectic day. This person has many questions, and left to their own devices, is easily overwhelmed and confused with little options for credible information and advice. But at HelloMD we plug these people into a network of medical professionals, expert advisors, and others that started out just like them. They'll find discussion threads on practically every topic regarding cannabis, along with in depth articles, video explainers, and all the tools they need to navigate their journey into wellness with cannabis.

01:56 Since launch we have scaled to a community of over 150,000 active members, many of whom have used our telehealth platform to consult with a doctor. We are now adding to our platform a marketplace. A marketplace where cannabis brands can promote and sell their products. There is no such marketplace in the industry today. The equity that we have built around our brand, along with the trust we have among our membership places us in a very unique position to capitalize on this gap.

02:30 There are a few companies at the forefront of this nascent industry with sound operational strategies poised to succeed. We are one of those companies, and we are sitting at the bottom of an exponential curve anticipated for adoption and growth. Invest in HelloMD, and ride with us along that curve.