



**JINGLZ, INC.**

**ANNUAL REPORT  
December 31, 2019**

10802 Lake Wynds Court, Boynton Beach, FL 33437  
<https://www.JinglzInc.com>

**BUSINESS AND GENERAL OVERVIEW**

Jinglz, LLC ("LLC") was founded on June 20, 2014 as a Florida Limited Liability Company for the purpose of developing mobile device applications, marketing data & research products and an internet platform for the distribution of mobile advertising. On March 9, 2017, Jinglz, Inc. was incorporated and registered with the state of Florida. On April 4, 2017, the LLC was dissolved, and the assets were sold to Jinglz, Inc. The partners in the LLC were issued 10,000,000 shares of Jinglz Class A common stock for their equity in the LLC. Jinglz, Inc. continues to provide the same service as the LLC.

Jinglz has developed an eponymous mobile development platform that revolutionizes current online advertising models where advertisers, publishers, and users connect in a fair, meaningful way. Jinglz products consist of software, data and digital advertising distribution. All software applications and data products are developed in-house, or, as needed, with the use of some contracted consultants. The distribution of digital advertising is achieved through the display of ads on our mobile applications (which are available to consumers for free via Apple iTunes and Google Play Store) and, in the future, through an API that other software companies may use to distribute the ads for which we hold insertion orders in exchange for a revenue split. As such, the primary source of revenue is from advertisers and advertising agencies seeking distribution of digital advertising.

Throughout this Annual Report references to "we", "our", "us", "Jinglz", "the Company", and similar terms refer to Jinglz, Inc.

**Competition**

Our competition consists primarily of Google and Facebook (the two largest distributors of digital advertising) and other ad networks that engage in similar revenue split exchanges with independent mobile app publishers. Our competitive advantage, in the case of distribution, is that we offer "verified engagement"-- a guarantee using our technology that the app user watches and listens to the ads shown.

**Employees**

As of the year ended December 31, 2019, the Company had 4 employees.

**Legal Proceedings**

There are no legal proceedings material to our business or financial condition pending and, to the best of our knowledge, there are no such legal proceedings contemplated or threatened.

**Intellectual Property**

The Company incorporates viewer validation and gamification with social rewards by having developed intellectual property and algorithms. These include facial, gaze and volume detection; an algorithm that randomly selects and ranks user positions for each jackpot drawing; rewards paid using a tiered level distribution; calculation of jackpot and total users entered in each hourly drawing; capturing user

generated demographic profiles through queries; matching advertisers ad campaigns to users demographics; and method of random payout amounts while distributing referral payments based on the number of available referrals who have downloaded the app. The Company addresses verification and ad fraud through its Verifiable Viewer View process. The advertiser will know that their audience watched the entirety of their ads (no skipping the ad or looking away) since the user is required to keep their eyes directed toward the screen with the volume up.

## **RISK FACTORS**

Investing in our securities involves a great deal of risk. Careful consideration should be made of the following factors as well as other information included in this Annual Report before deciding to purchase our common stock. Our business, financial condition or results of operations could be affected materially and adversely by any or all of these risks.

THE FOLLOWING MATTERS MAY HAVE A MATERIAL ADVERSE EFFECT ON OUR BUSINESS, FINANCIAL CONDITION, LIQUIDITY, RESULTS OF OPERATIONS OR PROSPECTS, FINANCIAL OR OTHERWISE. REFERENCE TO THIS CAUTIONARY STATEMENT IN THE CONTEXT OF A FORWARD-LOOKING STATEMENT OR STATEMENTS SHALL BE DEEMED TO BE A STATEMENT THAT ANY ONE OR MORE OF THE FOLLOWING FACTORS MAY CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE IN SUCH FORWARD-LOOKING STATEMENT OR STATEMENTS.

### ***We have a limited operating history and have not yet generated any revenues***

Our limited operating history makes evaluating our business and future prospects difficult and may increase the risk of investing. We have not yet completed the development of our product and have not generated any revenues.

### ***Our patents and intellectual property may be unenforceable or ineffective***

One of the Company's most valuable assets is its intellectual property. We currently have a patent pending, as well as several trade secrets. The Company intends to continue to file additional patent applications, trademarks, copyrights, internet domain names and trade secrets to build its intellectual property portfolio as we discover new technologies.

### ***There are several potential competitors who are better positioned to garner the majority of the market***

We compete with larger, established companies who currently have products on the markets and/or various respective product development programs. They have better financial means and marketing/sales and human resources. They may succeed in developing and marketing competing equivalent products or superior products than those developed by us. There can be no assurance that competitors will not render our technology or products obsolete or that the products developed by us will be preferred to any existing or newly developed technologies. It should further be assumed that that competition will intensify.

### ***We may need to raise additional capital to fund continuing developments and an inability to raise the necessary capital or to do so on acceptable terms could threaten the success of our business.***

We estimate that we will require at least \$3 million to expand and scale our business. During 2018, the Company closed a Crowdfunding campaign that raised \$874,567. If it is necessary to raise additional funds prior to the generation of revenue, we cannot be sure that any additional funding will be available on terms favorable to us or at all. Debt or equity financing may subject us to restrictive covenants and significant interest costs. If we obtain funding through a strategic

### ***There is no current market for our common stock and there may never be an active market for our common stock and we cannot assure you that the common stock will become liquid or that it will be listed on a securities exchange.***

We are unable to assure investors that a market for our common stock will develop. If no public markets become available, stockholders will have difficulty selling shares. In addition, certain conditions imposed by the Securities Act must be satisfied prior to any sale, transfer, conversion or other disposition of our common stock.

***Our business projections are only estimates***

There is no assurance that the company will meet these estimated projects. There is also no assurance that there will be sufficient demand for our products.

***Current management must effectively manage and support the growth of the business***

The management team has full control in all areas of operations to execute the business strategy. Managing growth will place significant demands on the management team as well as on individual administrative, operational and financial systems and controls. Any inability to effectively manage, finance or support the Company's anticipated growth could have a materially adverse effect on the business and the results of its operations.

***The Company may have difficulty evaluating business and prospects as mature competitors or new business entities enter the marketplace***

The Company may be unable to recognize and/or respond to trends, changing preferences or competitive factors within the industry which may result in a material adverse effect on our business and operations. The Company cannot assure its have the ability to successfully use new business strategies or adapt its business models in a changing market. The Company is entirely reliant on our ability to recognize and respond to trends, changing preferences or competitive factors within the commercial industry.

***The Company's business model includes two areas-sweepstakes and privacy of personal information-regulated by the federal and state governments***

Although the Company believes it has taken adequate steps adequate for the company with regards to the rules applicable to sweepstakes and compliance with privacy requirements, this is a highly regulated area and the rules are subject to change and interpretation.

***Management's ownership of Class B Common Stock makes change in Company control difficult***

At the year ended December 31, 2019, the Chief Executive Officer/Chairman owns 76.8% of the shares of Class B common stock that has 10 voting rights per share. Current investors in Class A common stock will have 1 vote per share. This disproportionate number of voting rights would make a change in control of the Company difficult and may adversely affect the value of the Class A common stock.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULT OF OPERATION**

*The following discussion and analysis of financial condition and results of operations relates to the operations and financial condition reported in the financial statements of Jinglz, Inc. for the years ended December 31, 2019 and 2018 and should be read in conjunction with such financial statements and related notes included in this report.*

**Overview**

Jinglz has developed an eponymous mobile development platform that revolutionizes current online advertising models where advertisers, publishers, and users connect in a fair, meaningful way. Jinglz products consist of software, data and digital advertising distribution. All software applications and data products are developed in-house, or, as needed, with the use of some contracted consultants. The distribution of digital advertising is achieved through the display of ads on our mobile applications (which are available to consumers for free via Apple iTunes and Google Play Store) and, in the future, through a Software Development Kit that other mobile app publishers may use to distribute the ads for which we hold insertion orders in exchange for a revenue split. As such, the primary source of revenue is from advertisers and advertising agencies seeking distribution of digital advertising.

## Results of Operations of Jinglz for the Twelve-month Period Ended December 31, 2019 vs. 2018

**REVENUES:** Total revenue for the years ended December 31, 2019 and 2018 were \$14,351 and \$0, respectively. We anticipate an increase revenue in 2020.

**OPERATING EXPENSES:** Total operating expenses decreased to \$962,646 for the year ended December 31, 2019 from \$1,077,072 for the year ended December 31, 2018. The decrease is primarily a result of a decrease in professional fees, rent, payroll costs offset by increases in software services.

**LOSS:** The Company incurred a net loss of \$965,149 for the year ended December 31, 2019, compared with a net loss of \$1,113,640 for the year ended December 31, 2018, which reflects a decrease of \$148,491. The decrease in loss is a result of a reduction in professional fees, rent, payroll costs offset by an increase in software services as noted above.

### *Liquidity and Capital Resources*

As of December 31, 2019, we had negative working capital of \$342,849 compared to negative working capital of \$260,622 as of December 31, 2018. The main portion of the negative working capital increase is the reduction of cash and prepaid expense. Cash flows provided by financing activities were \$1,164,553 and \$1,688,205 for the years ended December 31, 2019 and December 31, 2018, respectively. The decrease in cash flows from financing activities was a reduction in the receipt of proceeds for the issuance of shares of common stock. The cash balance as of December 31, 2019 was \$188,542.

For the year ended December 31, 2019, there was a negative cash flows from operations of \$1,232,281 compared to a negative cash flows from operations of \$1,436,310 for the year ended December 31, 2018. This is primarily due to a reduction of the net loss. Our ability to meet our obligations depends on our ability to obtain additional financing if needed. We cannot predict whether this additional financing will be in the form of equity or debt or be in another form. We may not be able to obtain the necessary additional capital on a timely basis, on acceptable terms, or at all. In any of these events, we may be unable to implement our current plans which circumstances would have a material adverse effect on our business, prospects, financial conditions and results of operations.

## DIRECTORS, EXECUTIVE OFFICERS AND SIGNIFICANT EMPLOYEES

Our directors and executive officers as of the date of this report are as follows:

Aaron Itzkowitz	Chief Executive Officer & Chairman
Ron Erickson	Director
William H Lickson	Chief Operations Officer
David Markowski	Chief Financial Officer

*Aaron Itzkowitz, Chief Executive Officer and Chairman of the Board of Directors.* Mr. Itzkowitz has extensive experience in technology management and in growing traditional and start-up businesses to profitability. He has launched companies and also worked as a business consultant for small to Fortune 100 companies to increase revenue, implement cost cutting programs and guide manufacturing and technology expansion. He led a Hewlett Packard initiative to build an on-demand solution to introduce their wide format printers. He also founded and served as CEO of FrameLogix Inc., an online photo framing fulfillment business. Partners included Snapfish.com, Kodak and AOL. He was an independent business consultant serving clients in various industries from September 2015 through March 2017. From September 2014 through August 2015, he led sales efforts for Bruce Fox Inc., a manufacturer of custom award products. In the years beginning November 2006 through August 2014 he led Successories.com and its subsidiaries as CEO, President and COO.

*William Lickson, Chief Operating Officer.* Mr. Lickson brings years of experience as a business consultant, serial entrepreneur, and digital strategist to the Jinglz team. He has been an advisor, partner, and investor in several companies including startups based in Silicon Valley. He previously served as Director of Digital Strategy at

Zimmerman, an Omnicom agency and part of the TBWA worldwide network. He was a key member of the senior agency team responsible for thought leadership in the areas of brand architecture, integrated communication strategies, public relations, online and offline advertising, digital, social media and co-branding. He worked directly with major brands both domestically and internationally. He is also a veteran of the television and cable television industries, a seasoned professional marketer, brand architect, and driver of dramatic revenue growth for clients across a broad spectrum of industries and brands—from high-tech start-ups to billion-dollar brands.

*David Markowski, Chief Financial Officer.* Mr. Markowski has been CFO of Jinglz since July 2017. Mr. Markowski was recently appointed Managing Director of Dynasty Wealth, LLC, which had provided certain promotional services to the Company. He is also serving as CFO of eWellness Healthcare Corporation. From October 1997 to October 2002 he was CEO and Co-Founder of GFNN, Inc. From 2002 to 2013 Mr. Markowski has maintained various active roles within GFNN's subsidiaries including Founder, Director and CEO positions. From October 2009 to December 2011, he was the Director of Corporate Development for Visualant, Inc. From June 2003 to 2010 he was President of Angel Systems, Inc. an independent consulting firm with competencies in strategic marketing and business development. From January 1998 to October 1998, Mr. Markowski served as the Vice President of Finance for Medcom USA, a NASDAQ listed company. Mr. Markowski served as CEO and Co-Founder of Newsgrade Corporation coordinating all aspects of corporate development and technology expansion for an \$18 million software project requiring the efforts of ninety-five highly skilled team members. Prior to that, he had a decade of investment banking experience on Wall Street involved in financing start-ups and public offerings. He is a business development specialist with accolades in INC Magazine and others. Mr. Markowski obtained a BA degree in Marketing from Florida State University.

*Ron Erickson, Director,* Mr. Erickson has been member of the board of directors since October 2017. He is a business executive, lawyer and angel investor based in Seattle. After co-founding Microrim in 1981, he has either founded or served as an executive for companies such as GlobalTel Resources, Inc., GlobalVision, Inc, Egghead Software, Inc. and Blue Frog Media. He was the sole investor in Double Down Interactive, a social video game studio that was sold for up to \$500 million in 2012. He has been CEO and Founder of Visualant since March of 2003.

## **RELATED PARTY TRANSACTIONS**

Our management team includes David Markowski who is serving as CFO of the Company pursuant to a consulting agreement signed on July 1, 2017. Mr. Markowski is also the Managing Director of Dynasty Wealth LLC, which had provided certain promotional services to the Company pursuant to an agreement that terminated on January 24, 2018. The Company has issued 100,000 shares of its Class B common stock to Dynasty Wealth. Because of his position with Dynasty Wealth, Mr. Markowski may be deemed to beneficially own those shares. Mr. Markowski is not required to devote his full time to his role as CFO and, in addition to his role with Dynasty Wealth, has other significant roles with other companies.

## **OWNERSHIP AND CAPITAL STRUCTURE; RIGHTS OF THE SECURITIES**

### *Principal Security Holders*

The Company's CEO and Chairman of the Board of Directors owns 76.8% of the shares of Class B common stock.

### *Classes of securities*

#### Preferred Stock

The Company is authorized to issue up to 50,000,000 shares of preferred stock. At the year ended December 31, 2018, there are no shares issued and outstanding. There are no voting rights or rights of distribution associated with the preferred stock.

#### Class A Common Stock

The Company is authorized to issue up to 80,000,000 shares of Class A common stock. At the year ended December 3, 2019, there are 3,727,423 shares of Class A common stock issued and outstanding. The holders of Class

A common stock have one voting right per share.

#### *Dividend Rights*

Subject to preferences that may be granted to any then outstanding preferred stock, holders of shares of Class A common stock are entitled to receive ratably such dividends as may be declared by the Board of Directors out of funds legally available for distribution as dividends. The payment of dividends on the Class A common stock will be a business decision made by the Board of Directors from time to time based on the results of operations and financial condition and any other factors considered to be relevant. Payment of dividends on the Class A Common Stock may be restricted by law and by loan agreements, indentures and other transactions entered into by the Company from time to time. The Company has never paid a dividend and does not intend to pay dividends in the foreseeable future.

#### *Liquidation Rights*

In the event of our liquidation, dissolution, or winding up, holders of Class A common stock are entitled to share ratably in all assets remaining after payment of liabilities and the liquidation preference of any then outstanding preferred stock.

#### *Rights and Preferences*

The rights, preferences and privileges of the holders of the company's Class A common stock are subject to and may be adversely affected by, the rights of the holders of shares of any series of the Company's Class B common stock, preferred stock and any additional classes of preferred stock that we may designate in the future.

#### Class B Common Stock

The Company is authorized to issue up to 20,000,000 shares of Class B common stock. At the year ended December 31, 2019, there are 10,100,000 shares of Class B common stock issued and outstanding. Holders of Class B common stock have ten (10) voting rights per share.

#### *Rights and Preferences*

The rights, preferences and privileges of the holders of the Company's Class B common stock are subject to and may be adversely affected by, the rights of the holders of shares of any series of our Class A common stock, preferred stock and any additional classes of preferred stock that we may designate in the future.

### **SIGNATURES**

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (Section 227.100-503), the issuer certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form C-AR and has duly caused this Annual Report to be signed on its behalf by the duly authorized undersigned on April 24, 2019.

JINGLZ, INC.

By /s/ Aaron Itzkowitz

Title: Chief Executive Officer  
Chairman of the Board of Directors

# EXHIBIT A – FINANCIAL STATEMENTS AND FOOTNOTES

## JINGLZ, INC. BALANCE SHEETS (unaudited)

	December 31, 2019	December 31, 2018
<b><u>ASSETS</u></b>		
CURRENT ASSETS		
Cash	\$ 188,542	\$ 256,270
Prepaid expenses	12,500	36,993
Total current assets	201,042	293,263
Property & equipment, net	15,036	19,642
Investment	5,000	5,000
Deposits	900	900
Software Development, net	698,900	412,662
<b>TOTAL ASSETS</b>	<b>\$ 920,878</b>	<b>\$ 731,467</b>
<b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 169,182	\$ 178,298
Accrued compensation	255,648	256,526
Loan payable	119,061	119,061
Total current liabilities	543,891	553,885
Total Liabilities	543,891	553,885
STOCKHOLDERS' EQUITY		
Preferred stock,, authorized, 50,000,000 shares, \$.001 par value, 0 shares issued and outstanding	-	-
Common stock, authorized 100,000,000 shares, \$.001 par value consisting of Class A common stock, 80,000,000 shares authorized, 3,727,423 and 2,955,055 shares issued and outstanding, respectively, and Class B common stock, 20,000,000 shares authorized, 10,100,000 and 10,100,000 shares issued and outstanding, respectively	13,828	13,055
Additional paid in capital	3,787,963	2,624,183
Accumulated deficit	(3,424,804)	(2,459,655)
Total Stockholders' Equity	376,987	177,583
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 920,878</b>	<b>\$ 731,467</b>

The accompanying notes are an integral part of these financial statements

**JINGLZ, INC.**  
**STATEMENTS OF OPERATIONS**  
(unaudited)

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
REVENUE		
Service/Fee Income	\$ 14,351	\$ -
OPERATING EXPENSES		
Executive compensation	282,467	216,294
General and administrative	588,049	537,287
Rewards	-	4,675
Professional fees	<u>92,130</u>	<u>318,816</u>
Total Operating Expenses	<u>962,646</u>	<u>1,077,072</u>
Loss from Operations	(948,295)	(1,077,072)
OTHER INCOME (EXPENSE)		
Interest income	47	38
Loss on sale of asset	-	-
Interest expense	<u>(16,901)</u>	<u>(36,356)</u>
Net Loss before Income Taxes	(965,149)	(1,113,390)
Income tax expense	<u>-</u>	<u>(250)</u>
Net Loss	<u>\$ (965,149)</u>	<u>\$ (1,113,640)</u>

The accompanying notes are an integral part of these financial statements



**JINGLZ, INC.**  
**STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)**  
(Unaudited)

	Preferred Shares		Common Shares - Class A		Common Shares - Class B		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Paid in Capital	Deficit	Stockholders' Deficit
<b>Balance at December 31, 2017</b>	-	\$ -	-	\$ -	10,650,000	\$ 10,650	188,500.00	\$ (1,346,015)	\$ (1,146,865)
Shares issued for cash received	-	-	1,426,472	1,426	-	-	1,686,975	-	1,688,401
Shares issued for conversion of debt	-	-	1,528,583	1,529	-	-	748,708	-	750,237
Shares returned	-	-	-	-	(550,000)	(550)	-	-	(550)
Net loss	-	-	-	-	-	-	-	(1,113,640)	(1,113,640)
<b>Balance at December 31, 2018</b>	-	\$ -	2,955,055	\$ 2,955	10,100,000	\$ 10,100	2,624,183	\$ (2,459,655)	\$ 177,584
Shares issued for cash received	-	-	784,368	784	-	-	1,175,768	-	1,176,552
Shares repurchased	-	-	(12,000)	(12)	-	-	(11,988)	-	(12,000)
Net loss	-	-	-	-	-	-	-	(965,149)	(965,149)
<b>Balance at December 31, 2019</b>	-	\$ -	3,727,423	\$ 3,727	10,100,000	\$ 10,100	\$ 3,787,963	\$ (3,424,804)	\$ 376,987

The accompanying notes are an integral part of these financial statements

**JINGLZ, INC.**  
**STATEMENT OF CASH FLOWS**  
**(Unaudited)**

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Cash flows from operating activities		
Net loss	\$ (965,149)	\$ (1,113,640)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	4,606	4,263
Changes in operating assets and liabilities		
Deposits	-	-
Prepaid expenses	24,494	(36,993)
Software development	(286,238)	(266,218)
Accounts payable and accrued expenses	(9,116)	49,188
Accrued compensation	(878)	(72,909)
Net cash used in operating activities	<u>(1,232,281)</u>	<u>(1,436,310)</u>
Cash flows from investing activities		
Purchase of equipment	-	(13,329)
Investment in stock	-	(5,000)
Net cash used in investing activities	<u>-</u>	<u>(18,329)</u>
Cash flows from financing activities		
Proceeds for issuance of common stock	1,176,553	1,688,401
Payments for cancelled shares	(12,000)	
Payments for loan payable	-	(196)
Net cash provided by financing activities	<u>1,164,553</u>	<u>1,688,205</u>
Net increase (decrease) in cash	<u>(67,728)</u>	<u>233,566</u>
Cash, beginning of period	<u>256,270</u>	<u>22,704</u>
Cash, end of period	<u><u>\$ 188,542</u></u>	<u><u>\$ 256,270</u></u>
Supplemental Information:		
Cash paid for:		
Taxes	\$ -	\$ 250
Interest Expense	\$ -	\$ -

The accompanying notes are an integral part of these financial statements

**JINGLZ, INC.**  
**(Formerly Jingle, LLC)**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2019 AND DECEMBER 31, 2018**

**Note 1. The Company**

The Company and Nature of Business

Jingle, LLC (“LLC”) was founded on June 20, 2014 as a Florida Limited Liability Company for the purpose of developing mobile device applications, marketing data & research products and an internet platform for the distribution of mobile advertising. On March 9, 2017, Jingle, Inc. was incorporated and registered with the state of Florida. On April 4, 2017, the LLC was dissolved and the assets were sold to Jingle, Inc. The partners in the LLC were issued 10,000,000 shares of Jingle Class A common stock for their equity in the LLC. Jingle, Inc. continues to provide the same service as the LLC.

The Company’s purpose is to connect consumers and advertisers through relevant video advertising, call to action and rewards for loyalty. The Company’s mobile app is accessible on consumers’ Apple and Android mobile devices. Within this social community, the consumer views videos to learn, discuss and share information about offers, discounts and products. Consumers are creatively rewarded for initiating tasks such as watching entire video ads, participating in polls, surveys and engage in market research and focus groups. The consumer benefits from advertiser offers while collecting both monetary and social rewards through the gamification and social experience provided by the Company’s app itself.

By aggregating consumer data, the Company provides advertisers with measurable return on investment when advertising to a specific demographic, hyper targeted and geographically located audience. The Company’s proprietary backend web-based ad management platform empowers the advertiser to easily coordinate and purchase their advertising campaign. The advertiser benefits by targeting their audience utilizing user generated data, engaging advertising content and business intelligence while offering and measuring in-app linked purchases.

*Technology and Intellectual Property*

The Company incorporates viewer validation and gamification with social rewards by having developed intellectual property and algorithms. These include facial, gaze and volume detection; an algorithm that randomly selects and ranks user positions for each jackpot drawing; rewards paid using a tiered level distribution; calculation of jackpot and total users entered in each hourly drawing; capturing user generated demographic profiles through queries; matching advertisers ad campaigns to users demographics; and method of random payout amounts while distributing referral payments based on the number of available referrals who have downloaded the app. The Company addresses verification and ad fraud through its Verifiable Viewer View process. The advertiser will know that their audience watched the entirety of their ads (no skipping the ad or looking away) since the user is required to keep their eyes directed toward the screen with the volume up.

**Note 2. Summary of Significant Accounting Policies.**

Basis of Presentation

The accompanying condensed financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense for each reporting period.

### Cash and Cash Equivalents

Cash and cash equivalents include cash and highly liquid instruments with original maturities of three months or less.

### Going Concern

For the years ended December 31, 2019 and 2018, the Company had an accumulated deficit of \$3,424,804 and \$2,459,655, respectively. In view of these matters, there is substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue operations is dependent upon the Company's ability to raise additional capital and to ultimately achieve sustainable revenues and profitable operations, of which there can be no guarantee. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

### Property and Equipment

Property and equipment are recorded at historical cost. Minor additions and renewals are expensed in the year incurred. Major additions and renewals are capitalized and depreciated over their estimated useful lives. Depreciation is recorded over the estimated useful lives of the related assets using the straight-line method for financial statement purposes. The estimated useful lives for significant property and equipment categories are as follows:

Furniture and Fixtures	5-7 Years
Computer Equipment	5-7 Years
Software	3 Years

The Company regularly evaluates whether events or circumstances have occurred that indicate the carrying value of long-lived assets may not be recoverable. If factors indicate the asset may not be recoverable, we compare the related undiscounted future net cash flows to the carrying value of the asset to determine if impairment exists. If the expected future net cash flows are less than the carrying value, an impairment charge is recognized based on the fair value of the asset. For the years ended December 31, 2019 and 2018, there was no impairment recognized.

### Software Development Costs

During the development stage, the Company is recording software development costs as an asset. At the time that the software is launched the Company will begin amortizing the costs over the useful life.

### Intangible Assets

The Company accounts for assets that are not physical in nature as intangible assets. Intangible assets have either an identifiable or indefinite useful life. Intangible assets with identifiable useful lives are amortized on a straight-line basis over their economic or legal life, whichever is shorter. Intangible assets with indefinite useful lives are reassessed each year for impairment. If an impairment has occurred, then a loss is recognized. An impairment loss is determined by subtracting the asset's fair value from the asset's book/carrying value. For the years ended December 31, 2019 and 2018, there was no impairment recognized.

### Fair Value of Financial Instruments

Financial assets and liabilities recorded at fair value in the Company's Balance Sheet are categorized based upon the level of judgment associated with the inputs used to measure their fair value. The categories, as defined by the standard, are as follows:

- ☐ Level 1 – Inputs are unadjusted, quoted prices for identical assets or liabilities in active markets at the measurement date.
- ☐ Level 2 – Inputs, other than quoted prices included in Level 1, which are observable for the asset or liability through corroboration with market data at the measurement date.
- ☐ Level 3 – Unobservable inputs that reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date.

For certain of our financial instruments, including accounts receivable, accounts payable, and accrued expenses, the carrying amounts are approximate fair value due to their short-term nature.

#### Risks and Uncertainties

The Company has a limited operating history and has not generated revenue from intended operations. The Company's business and operations are sensitive to general business and economic conditions in the U.S. and worldwide along with local, state, and federal governmental policy decisions. A host of factors beyond the Company's control could cause fluctuations in these conditions. Adverse conditions may include: recession, downturn or otherwise, competition, technological advancements that render our technology obsolete, or changes in governmental policy. These adverse conditions could affect the Company's financial condition and the results of its operations.

#### Stock-Based Compensation

The Company accounts for stock-based employee compensation arrangements in accordance with ASC 718, "Compensation — Stock Compensation", which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors based on the estimated grant date fair value of the award. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in the Company's statement of operations.

The Company estimates fair value of share-based awards using the Black-Scholes model. This model requires the Company to estimate the expected volatility and value of its common stock and the expected term of the stock options; all of which are highly complex and subjective variables. The variables take into consideration, among other things, actual and projected employee stock option exercise behavior. The Company uses an average of similar companies' historical volatility as a basis for its expected volatility. Expected term is computed using the simplified method provided within Securities and Exchange Commission Staff Accounting Bulletin No. 110. The Company has selected a risk-free rate based on the implied yield available on U.S. Treasury securities with a maturity equivalent to the expected term of the stock option or warrant.

#### Income Taxes

The Company accounts for income taxes under FASB ASC 740-10-30. Deferred income tax assets and liabilities are determined based upon differences between the financial reporting and tax basis of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Accounting standards require the consideration of a valuation allowance for deferred tax assets if it is "more likely than not" that some component or all the benefits of deferred tax assets will not be realized.

#### Recent Accounting Pronouncements

The Company has reviewed all recently issued, but not yet adopted, accounting standards in order to determine their effects, if any, on its results of operations, financial position or cash flows. Based on that review, the Company believes that none of these pronouncements will have a significant effect on its financial statements.

### **Note 3. Property and Equipment**

Property and equipment consist of computer equipment, furniture and fixtures and leasehold development that is stated at cost of \$24,552 and \$24,522 less accumulated depreciation of \$9,516 and \$4,910 for the years ended December 31, 2019 and 2018, respectively. Depreciation expense was \$4,606 and \$4,263 for the years ended December 31, 2019 and 2018, respectively.

### **Note 4. Intangible Assets**

The Company recognizes the costs of software development as intangible assets. During the years ended December 31, 2019 and 2018, the Company recorded \$286,238 and \$266,218, respectively of software development costs. When the software is launched, the software costs will be amortized over the life of the software. There was no amortization expense for the years ended December 31, 2019 and 2018 because the software has not yet been launched. The expectation is to launch the software in the first quarter of 2020.

## Note 5. Income Taxes

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The Tax Cuts and Jobs Act, enacted on December 22, 2017, reduced the U.S. corporate statutory tax rate from 35% to 21% beginning on January 1, 2018

Net deferred tax liabilities consist of the following components as of the years ended December 31, 2019 and December 31, 2018, respectively:

	2019	2018
Deferred tax assets:		
NOL Carryover	\$ 505,641	\$ 261,304
Deferred tax liabilities		
Depreciation	-	-
Valuation allowance	(505,641)	(261,304)
Net deferred tax asset	\$ -	\$ -

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate to pretax income from continuing operations for the years ended December 31, 2019 and December 31, 2018, respectively, due to the following:

	2019	2018
Book Loss	\$ (202,681)	\$ (233,812)
Depreciation	-	-
Meals & Entertainment	569	2,551
Non-deductible expenses	-	-
Valuation allowance	202,112	231,261
	\$ -	\$ -

At December 31, 2019, the Company had net operating loss carryforwards of approximately \$2,407,815 that may be offset against future taxable income from the year 2020 through 2039. No tax benefit has been reported in the December 31, 2019 financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carryforwards for federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carryforwards may be limited as to use in future years.

The Company's policy is to recognize potential interest and penalties accrued related to unrecognized tax benefits within income tax expense. For the years ended December 31, 2019 and 2018, the Company did not recognize any interest or penalties, nor did we have any interest or penalties accrued related to unrecognized benefits.

The tax years ended December 31, 2019, 2018 and 2017 are open for examination for federal income tax purposes and by other major taxing jurisdictions to which we are subject.

**Note 6. Advertising Expense**

Advertising costs are expensed as incurred. During the years ended December 31, 2019 and 2018, the Company expensed \$145,200 and \$58,143, respectively.

**Note 7. Related Party Transactions**

During the year ended December 31, 2018, 550,000 shares of Class B common stock issued to the Company's Chief Product Officer returned to the Company and cancelled.

**Note 8. Convertible Notes Payable**

During the years ending December 31, 2019 and 2018, the Company issued convertible notes totaling \$0 and \$5,000, respectively, for cash. All convertible notes are noncollateralized notes. The convertible notes issued during the year ended December 31, 2018 had a 5% interest rate and a conversion rate of \$.50 per share. During the year ended December 31, 2018, all convertible notes and accrued interest were converted into shares of Class A common stock due to the provisions of the notes relative to the Company generated sufficient proceeds from the sale of equity securities. At the closing of the Crowdfunding campaign (see footnote 10) on February 28, 2018, the Company had reached the \$1,000,000 mark so 1,002,470 shares of Class A common stock were issued in March 2018. By the end of December 31, 2018, the Company had reached the \$2,000,000 mark so 526,113 shares of Class A common stock were issued in December 2018. At the year ended December 31, 2019, there were no convertible notes or accrued interest outstanding. For the years ended December 31, 2019 and 2018, the Company accrued interest of \$0 and \$19,022, respectively.

**Note 9. Non-Convertible Loans**

At the years ended December 31, 2019 and December 31, 2018, the Company had a loan payable of \$119,061. This loan was transferred from an accounts payable account. This loan payable has no interest rate or repayment terms.

**Note 10. Equity Transactions**Preferred Stock

The total number of shares of preferred stock which the Company shall have authority to issue is 50,000,000 shares with a par value of \$0.001 per share. There have been no preferred shares issued for the years ended December 31, 2019 or 2018.

Common Stock

The total number of shares of common stock which the Company shall have authority to issue is 100,000,000 shares with a par value of \$0.001 per share.

*Class A Common Stock*

Of the total number of shares of common stock authorized, 80,000,000 are Class A common stock with one (1) voting right per share.

During the year ended December 31, 2019, the Company issued 784,368 shares of Class A common stock for cash received totaling \$1,176,553.

At the year ended December 31, 2018, the Company had 3,727,423 shares of Class A common stock issued and outstanding.

*Class B Common Stock*

Of the total number of shares of common stock authorized, 20,000,000 are Class B common stock with ten (10) voting rights per share.

Because of the merger outlined in footnote number 1, the Company acquired the assets of Jinglze LLC, the

Company issued 10,000,000 shares of Class B common stock to the partners in the LLC. Per GAAP accounting, the Company reported those shares as being issued in the year ended December 31, 2016.

On August 9, 2017, the Board of Directors authorized the issuance of 550,000 shares of Class B common stock to the Chief Product Officer for services rendered. These shares were issued at \$0.001 par value. During the year ended December 31, 2018, these 550,000 shares of Class B common stock were returned to the Company and were cancelled.

In September 2017, the Company issued 100,000 shares of Class B common stock to a consultant per an agreement signed in 2017. These shares were issued at a value of \$1.80 per share.

At the year ended December 31, 2019, the Company had 10,100,000 shares of Class B common stock issued and outstanding.

### Stock Options

On October 9, 2017, the Board of Directors authorized the 2017 Jinglz Stock Incentive Plan. The authorized the reservation of up to 3,500,000 shares of common stock. The plan authorizes the Board to determine from time to time eligible recipients, number of options to be issued, the exercise price and terms.

The following is a summary of the status of all Company's stock options as of December 31, 2019 and changes during the periods ended on December 31, 2019 and 2018, respectively:

	<b>Number of Stock Options</b>	<b>Weighted Average Exercise Price</b>	<b>Remaining Life (yrs)</b>
Outstanding at January 1, 2018	1,565,000	\$ 0.33	4.6
Granted	1,092,500	0.91	-
Exercised	-	-	-
Cancelled	(1,197,500)	0.39	4.3
Outstanding at December 31, 2018	1,460,000	\$ 0.76	4.0
Granted	231,272	1.50	-
Exercised	-	-	-
Cancelled	(115,000)	0.39	4.3
Outstanding at December 31, 2019	1,576,272	\$ 0.97	3.4
Options exercisable at December 31, 2019	474,792	\$ 0.78	3.4

### Warrants

During the years ended December 31, 2019 and December 31, 2018, the Company issued 0 and 286,613 warrants, respectively, with exercise prices ranging from \$0.01 to \$1.50 per share. Management determined that the value of the warrants was minimal.

The following is a summary of the status of all Company's stock options as of December 31, 2019 and changes during the periods ended December 31, 2019 and 2018, respectively.



	<b>Number of Warrants</b>	<b>Weighted Average Exercise Price</b>	<b>Remaining Life (yrs)</b>
Outstanding at January 1, 2018	2,733,616	\$ 0.18	4.7
Granted	515,386	-	-
Exercised	-	-	-
Expired	-	-	-
Outstanding at December 31, 2018	3,249,002	\$ 0.23	3.9
Granted	106,000	-	-
Exercised	-	-	-
Expired	-	-	-
Outstanding at December 31, 2019	3,355,002	\$ 0.32	4.3
Warrants exercisable at December 31, 2019	3,355,002	\$ 0.32	4.3

### Crowdfunding

On October 9, 2017, the Board of Directors authorized the sale of shares of Class A common stock pursuant to Title III of the Jumpstart Our Business Startups and to engage an SEC registered Crowd Funding Platform. The maximum proceeds authorized was \$1,070,000. This crowdfunding campaign was started in October 2017 by utilizing StartEngine Crowdfunding, Inc. The deadline for the campaign was February 28, 2018. Through this equity financing mechanism, the Company raised \$861,347. These shares of Class A common stock were issued in March 2018.

### **Note 11. Commitments and Contingencies**

Lawsuits, claims and proceedings have been or may be instituted or asserted against the Company in the normal course of business. The Company is also subject to local, state and federal laws and regulations related to land development activities, house construction standards, sales practices, employment practices and environmental protection. As a result, the Company is subject to periodic examinations or inquiry by agencies administering these laws and regulations.

The Company records a reserve for potential legal claims and regulatory matters when they are probable of occurring and a potential loss is reasonably estimable. The Company accrues for these matters based on facts and circumstances specific to each matter and revises these estimates when necessary.

In view of the inherent difficulty of predicting outcomes of legal claims and related contingencies, the Company generally cannot predict their ultimate resolution, related timing or eventual loss. If the Company evaluations indicate loss contingencies that could be material are not probable, but are reasonably possible, the Company will disclose their nature with an estimate of possible range of losses or a statement that such loss is not reasonably estimable. At the years ended December 31, 2019 and 2018, there were no claims that met this criterion, therefore, the Company did not have any accruals for asserted or unasserted matters.

### **Note 12. Subsequent Events**

During the first quarter of 2020, the Company issued 161,000 stock options to members of the advisory board. The exercise price of the options is \$1.50 and the expiration date is five years from the grant date.

# Custodial and Voting Agreement

This Custodial and Voting Agreement (this “Agreement”) is entered into as of the date of electronic consent by the parties on the NetCapital Funding Portal Inc. (the “Portal”), by and among Portal, Worldwide Stock Transfer LLC, a New Jersey limited liability company (“Custodian”), and the undersigned investor (“Investor”). Portal is signing this Agreement on behalf of the Investor pursuant to a power of attorney granted by Investor to Portal, but Investor is fully bound by this Agreement as if Investor had signed the Agreement.

Custodian has agreed to open and maintain the Account (as defined below) for Investor and to provide other services to Investor in connection with the Account. This Agreement sets out the terms under which Custodian will provide those services to Investor and the arrangements that will apply in connection with those services.

In consideration of the mutual promises herein made and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound, the parties hereto agree as follows:

## 1. Interpretation

### 1.1 Definitions

In this Agreement:

- “Account” means the account constituted by Investor’s purchase of beneficial interests in the Shares that were offered for sale by the Issuer on the Portal.
- “Account Balance” means, in relation to the Account, the number of Shares beneficially owned by Investor, including all of Investor’s rights to and interest in the balance from time to time on that Account.
- “Business Day” means a weekday that is not a federal holiday.
- “Fees” means the fees and charges referred to in clause 5.1 of this Agreement.
- “Issuer” means each issuer of the Shares.
- “Shares” means the beneficial interests in the uncertificated shares of common stock or preferred stock or the units of convertible debt, limited liability company membership interests or limited partnership interests that were beneficially purchased by Investor on the Portal.
- “Transfer Agent” means Worldwide Stock Transfer LLC, or a successor transfer agent.
- “Withdrawal Date” means the Business Day on which Investor wishes to withdraw Investor’s Account Balance.

### 1.2. Headings

The headings in this Agreement do not affect its interpretation.

### **1.3. Singular and plural**

References to the singular include the plural and vice versa.

## **2. Account**

### **2.1. Opening Account**

Custodian shall open and maintain the Account for the beneficial interests in the Shares beneficially held by Investor.

### **2.2. Deposits and withdrawals**

The balance of Investor's Account shall reflect the Shares beneficially held by Investor. A deposit is made into Investor's Account when the escrow agent sends money to the Issuer or a seller of Shares, as the case may be, and Custodian receives a record from the Transfer Agent of the number of Shares that Investor beneficially holds. A withdrawal occurs when Custodian receives notice from the Transfer Agent that the Shares have been beneficially sold or transferred.

### **2.3. Reports**

Reports relating to deposits into and withdrawals from the Account and the Account Balance will be available to Investor daily by means of a section on the Portal to which Investor may login (the "Website").

## **3. Custody Services**

### **3.1. Appointment**

Investor hereby appoints Custodian to act as custodian of the Shares in accordance with this Agreement and applicable law.

### **3.2. Ownership of Securities**

Custodian will be the sole holder of legal title to the Shares while Investor will hold beneficial ownership of the Shares. The Custodian will be the sole record holder of the Shares on the books and records of the Issuer. The sole dispositive record of Investor's beneficial ownership of the Shares will be in the books and records of the Transfer Agent.

### **3.3. Voting of Securities**

Prior to the Withdrawal Date, at every meeting of the equity or interest holders of the Issuer called with respect to any matter, and at every adjournment or postponement thereof, and on every action or approval by written consent or resolution of the equity or interest holders of the Issuer, Investor agrees that Custodian shall vote Investor's Shares, in the event Investor's Shares contain voting rights.

### **3.4. Insurance**

Custodian undertakes that Custodian may maintain insurance in support of Custodian's custodial obligations under this Agreement including covering any loss of the Shares. In the event that Custodian elects to reduce, cancel or not to renew such insurance, Custodian may give Investor prior written notice as follows: in the case of a reduction, Custodian may endeavor to provide such notice at least 30 days prior to the effective date of the reduction; and in the event of a cancellation or expiration of the insurance without renewal Custodian may provide such notice at least 30 days prior to the last day of insurance coverage. Investor acknowledges that any such insurance is held for Custodian's benefit and not for the benefit of Investor, and that Investor may not submit any claim under the terms of such insurance.

### **3.5. Notice of Changes**

Custodian may notify Investor promptly in writing of the following: (i) Custodian receives notice of any claim against the Account other than a claim for payment of safe custody or administration permitted by this Agreement; (ii) Custodian otherwise fails to comply with any of the provisions of this Agreement; or (iii) any of Custodian's representations and warranties in clause 4 shall cease to be true and correct.

## **4. Representations and Warranties**

### **4.1. Investor's representations**

Investor represents and warrants to us that:

1. Investor is the beneficial owner of the Shares;
2. Investor has all necessary authority, powers, consents, licenses and authorizations and has taken all necessary action to enable Investor lawfully to enter into and perform Investor's duties and obligations under this Agreement; and
3. this Agreement and the obligations created under it are binding upon Investor and enforceable against Investor in accordance with its terms (subject to applicable principles of equity) and do not and will not violate the terms of the rules or any order, charge or agreement by which Investor is bound.

### **4.2. Custodian's representations**

Custodian represents and warrants to Investor that:

1. this Agreement has been duly authorized, executed and delivered on Custodian's behalf and constitutes Custodian's legal, valid and binding obligation; and
2. the execution, delivery and performance of this Agreement by Custodian does not and will not violate any applicable law or regulation and does not require the consent of any governmental or other regulatory body except for such consents and approvals as have been obtained.

## **5. Fees and Expenses**

### **5.1. Fees**

Custodian's fees will be paid in accordance with the fee agreement that has been executed by the Portal. There are no fees payable by the Investor.

## **6. Scope of Responsibility**

### **6.1. Exclusion of liability**

Custodian may use reasonable care in the performance of its duties under this Agreement and will only be responsible for any loss or damage suffered by Investor as a direct result of any gross negligence, fraud or willful misconduct on Custodian's part in the performance of Custodian's duties, and in which case Custodian's liability will not exceed the aggregate market value of the Shares at the time of such gross negligence, fraud or willful misconduct.

### **6.2. Force majeure**

Neither Custodian, nor any of Custodian's directors, employees, agents or affiliates shall incur any liability to Investor if, by reason of any provision of any present or future law or regulation of any governmental or regulatory authority or stock exchange, or by reason of any act of God or war or terrorism or other circumstances beyond Custodian's control, Custodian is prevented or forbidden from, or would be subject to any civil or criminal penalty on account of, or are delayed in, doing or performing any act or thing which by the terms of this Agreement it is provided shall be done or performed and accordingly Custodian does not do that thing or does that thing at a later time than would otherwise be required.

### **6.3. Exculpation in respect of offer document**

Custodian and its officers, directors, employees, agents and sub-custodians shall not be responsible or liable in any manner for any recitals, statements, representations or warranties made by any person other than Custodian.

## **7. Termination**

## **7.1. Method**

Custodian may terminate this Agreement by giving not less than 60 Business Days written notice to Investor and Portal, provided that Custodian may terminate this Agreement immediately on written notice in the event that any of the statements set out in clause 4.1(a)-(c) become untrue. Clauses 6, 7.2 and 9 shall survive termination of this Agreement.

## **7.2. Existing rights**

Termination shall not affect rights and obligations then outstanding under this Agreement, which shall continue to be governed by this Agreement until all obligations have been fully performed.

## **7.3. Website**

Effective upon the Termination Date, the use of the Website will automatically be terminated and no further access to the Website will be permitted.

# **8. Notices and Record-Keeping**

## **8.1. Form**

A notice or other communication under or in connection with this Agreement may be given using the contact information Investor provided to the Portal.

## **8.2. Method of transmission**

Any notice or other communication required to be in writing may be delivered by email.

# **9. General**

## **9.1. No advice**

Custodian's duties and obligations under this Agreement do not include providing Investor with investment advice. In asking Custodian to open and maintain the Account, Investor does so in reliance upon Investor's own judgment and Custodian shall not owe to Investor any duty to exercise any judgment on Investor's behalf as to the merits or suitability of any deposits into, or withdrawals from, an Account.

## **9.2. Assignment**

This Agreement is for the benefit of and binding upon the parties and their respective heirs, successors and assigns. Investor may not assign, transfer or encumber, or purport to

assign, transfer or encumber, Investor's right, title or interest in relation to any Account or any right or obligation under this Agreement or any part of any of the foregoing unless Custodian otherwise agrees in writing.

### **9.3. Amendments**

amendment to this Agreement must be agreed in writing and be signed by all parties. Unless otherwise agreed, an amendment will not affect any legal rights or obligations that may already have arisen.

### **9.4. Partial invalidity**

If any of the clauses (or part of a clause) of this Agreement becomes invalid or unenforceable in any way, the validity of the remaining clauses (or part of a clause) will not in any way be affected or impaired.

### **9.5. Entire agreement**

This document represents the entire agreement, and supersedes any previous agreements among the parties relating to the subject matter of this Agreement.

### **9.6. Joint and several liability**

Investor's responsibilities under this Agreement are joint and several if applicable.

### **9.7. Counterparts**

This Agreement may be executed in any number of counterparts each of which when executed and delivered is an original, but all the counterparts together constitute the same agreement.

### **9.8. Governing Law and Jurisdiction**

This Agreement is governed by the laws of the State of Delaware without regard to its conflicts of laws principles.