

## **Offering Memorandum: Part II of Offering Document (Exhibit A to Form C)**

SanMelix Laboratories, Inc.  
1150 North 35th Avenue Suite 225  
HOLLYWOOD, FL 33021  
[www.sanmelixlaboratories.com](http://www.sanmelixlaboratories.com)

Up to \$106,999.80 in Common Stock NV at \$0.60  
Minimum Target Amount : \$9,999.60

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.

## Company:

**Company:** SanMelix Laboratories, Inc.

**Address:** 1150 North 35th Avenue Suite 225, HOLLYWOOD, FL 33021

**State of Incorporation:** DE

**Date Incorporated:** January 13, 2017

## Terms:

### Equity

**Offering Minimum:** \$9,999.60 | 16,666 shares of Common Stock NV

**Offering Maximum:** \$106,999.80 | 178,333 shares of Common Stock NV

**Type of Security Offered:** Common Stock NV

**Purchase Price of Security Offered:** \$0.60

**Minimum Investment Amount (per investor):** \$249.60

*\*Maximum subject to adjustment for bonus shares. See Bonus info below*

### Investment Bonuses

If you invest \$500+, you will receive a 5% bonus.

If you invest \$1,000+, you will receive a 10% bonus.

If you invest \$2,500+, you will receive a 15% bonus.

If you invest \$5,000+, you will receive a 20% bonus.

### The 10% Bonus for StartEngine Shareholders

SanMelix Laboratories, Inc. will offer 10% additional bonus shares for all investments that are committed by StartEngine Crowdfunding Inc. shareholders who invested over \$1,000 in StartEngine's own offerings.

StartEngine shareholders who invested \$1,000 or more in any StartEngine offering will receive a 10% bonus on this offering. This means you will receive a bonus for any shares you purchase. For example, if you buy 100 shares of Common Stock NV at \$0.60 / share, you will receive 110 Common Stock NV shares, meaning you'll own 110 shares for \$60. Fractional shares will not be distributed and share bonuses will be determined by rounding down to the nearest whole share.

This 10% bonus is only valid for one year from the time StartEngine Crowdfunding Inc. investors received their countersigned StartEngine Crowdfunding Inc. subscription agreement.

## The Company and its Business

### *Company Overview*

SanMelix Laboratories, LLC was formed on 09/01/2016 in the State of Florida. SanMelix Laboratories, Inc. was incorporated on 01/13/2017 in the State of Delaware. On 02/06/2017, SanMelix Laboratories LLC, a Florida limited liability company, was merged into SanMelix Laboratories, Inc., a Delaware Corporation. The Company was founded by Dr. Sabacinski, Diana Sabacinski, CPA, and John Kaufman in 2016. SanMelix Laboratories is a bioactive wound care company focusing on the unique medicinal properties of Buckwheat Honey for tissue regeneration and accelerated healing. Our BeeCure™ bioactive buckwheat honey formulations demonstrate intrinsic healing activity with anti-microbial additives to prevent infection. Dr. Sabacinski co-invented 3 patent pending natural Buckwheat Honey BEECure™ medical devices which we believe demonstrated superior clinical outcomes.

### *Competitors and Industry*

For Advanced Wound Care (AWC) dressings, SanMelix's main competitors include: Acelity (formerly KCI), Smith & Nephew, MiMedx, Molnlycke and Convatec. The main honey based AWC dressing competitors are Intergra who purchased DermaScience Medihoney product and Medline who distributes Therahoney. OTC FDA Monograph competitors with existing radiotherapy, minor burns and skin care products do not contain buckwheat honey. The main competitors for these products include Difinsa53, J & J, Water Gel, and Gold Bond

### *Current Stage and Roadmap*

For our advanced wound care, we have manufactured samples currently being tested by the U.S. Air Force for our 510(K) pre-market clearance. We have 3 patents pending. For our OTC products we have entered into negotiations with a European company to purchase or distribute its existing buckwheat honey ointment (CE Mark) for radiodermatitis and laser therapy patients. Future road map includes commercializing our initial skin care product, obtaining 510(K) clearance for our advanced wound care dressings and obtaining patents' approvals. The trademark has been filed and is soon to be registered.

## **The Team**

### **Officers and Directors**

**Name:** Dr. Kenneth Sabacinski

Dr. Kenneth Sabacinski's current primary role is with Kenneth Sabacinski DPM PA d/b/a Harvard Podiatry d/b/a Harvard Foot and Ankle. Dr. Kenneth Sabacinski currently services 16 to 20 hours hours per week in his role with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** Chief Medical Officer  
**Dates of Service:** September 21, 2016 - Present  
**Responsibilities:** Dr. Sabacinski will be responsible for coordination of clinical

studies and research and development. In addition, he will be responsible for presenting the products to other physicians at medical trade shows and training other physicians in the use of the products. Dr. Sabacinski is the inventor of multiple advanced wound care patents, including the SanMelix's BEECure wound care dressings. Dr. Sabacinski is not currently receiving any compensation from SanMelix. Our business plans have him earning a consulting fee of \$120,000 annually upon receiving additional funding in excess of \$750,000.

- **Position:** Director

**Dates of Service:** September 21, 2016 - Present

**Responsibilities:** To provide for fiscal accountability, approve the budget, and formulate policies related to contracts from public or private resources. Chairs meetings of the Board after developing the agenda with the Chief Executive. Reviews with the Chief Executive any issues of concern to the Board. Performs other responsibilities assigned by the Board. There is no compensation anticipated for this position. His anticipated compensation for Chief Medical Officer is his only anticipated compensation.

- **Position:** Secretary

**Dates of Service:** September 21, 2016 - Present

**Responsibilities:** Board meetings, record keeping, and advisor. There is no compensation anticipated for this position. His anticipated compensation for Chief Medical Officer is his only anticipated compensation.

- **Position:** Treasurer

**Dates of Service:** September 21, 2016 - Present

**Responsibilities:** Responsible for corporate liquidity, investments, and risk management related to the company's financial activities. There is no compensation anticipated for this position. His anticipated compensation for Chief Medical Officer is his only anticipated compensation.

Other business experience in the past three years:

- **Employer:** Kenneth Sabacinski DPM PA d/b/a Harvard Podiatry d/b/a Harvard Foot and Ankle

**Title:** Podiatrist-Private Practice

**Dates of Service:** January 15, 1990 - Present

**Responsibilities:** Diagnose and provide treatment for foot, ankle, and lower-leg problems through physical exams, x rays, medical laboratory tests, and other methods. Perform foot and ankle surgeries

**Name:** Diana Sabacinski

Diana Sabacinski's current primary role is with the Issuer.



Positions and offices currently held with the issuer:

- **Position:** Director  
**Dates of Service:** September 21, 2016 - Present  
**Responsibilities:** To provide for fiscal accountability, approve the budget, and formulate policies related to contracts from public or private resources. Chairs meetings of the Board after developing the agenda with the Chief Executive. Presents any issues of concern to the Board. Performs other responsibilities assigned by the Board. There is no compensation for this role. Please refer to CEO compensation.
- **Position:** President  
**Dates of Service:** September 21, 2016 - Present  
**Responsibilities:** Creating, communicating and implementing the organization's vision, mission and overall direction. There is no compensation for this role. Please refer to CEO compensation.
- **Position:** CEO  
**Dates of Service:** September 21, 2016 - Present  
**Responsibilities:** Creating, communicating and implementing the organization's vision, mission and overall direction. Diana's anticipated compensation is \$150,000 per year. She is currently not taking or accruing any compensation until adequate funding is received in excess of \$750,000.

Other business experience in the past three years:

- **Employer:** Hammer Navarro & Associates  
**Title:** Director of Advisory Services  
**Dates of Service:** October 05, 2012 - November 17, 2017  
**Responsibilities:** provided advisory services as it relates to business forecasting and modeling, litigation support, forensic audits, regulatory compliance, mergers and acquisitions, and various consulting projects.

**Name:** John Kaufman

John Kaufman's current primary role is with InteSec Group FL, LLC. John Kaufman currently services 10 hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** Director  
**Dates of Service:** September 21, 2016 - Present  
**Responsibilities:** Acquire sufficient resources for the organization's operation

Other business experience in the past three years:

- **Employer:** Be Power Tech, Inc  
**Title:** Chairman/Director  
**Dates of Service:** February 01, 2014 - January 01, 2017  
**Responsibilities:** Consultant

Other business experience in the past three years:

- **Employer:** InteSec Group FL, LLC  
**Title:** Managing Director  
**Dates of Service:** December 01, 2008 - Present  
**Responsibilities:** Consulting Services

## **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.

These are the risks that relate to the Company:

### ***Uncertain Risk***

An investment in the Company (also referred to as “we”, “us”, “our”, or “Company”) involves a high degree of risk and should only be considered by those who can afford the loss of their entire investment. Furthermore, the purchase of any of the Common Stock NV should only be undertaken by persons whose financial resources are sufficient to enable them to indefinitely retain an illiquid investment. Each investor in the Company should consider all of the information provided to such potential investor regarding the Company as well as the following risk factors, in addition to the other information listed in the Company's Form C. The following risk factors are not intended, and shall not be deemed to be, a complete description of the commercial and other risks inherent in the investment in the Company.

### ***Our business projections are only projections***

There can be no assurance that the Company will meet our projections. There can be no assurance that the Company will be able to find sufficient demand for our product, that people think it's a better option than a competing product, or that we will be able to provide the service at a level that allows the Company to make a profit and still attract business.

### ***Any valuation at this stage is difficult to assess***

The valuation for the offering was established by the Company. 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.

***The transferability of the Securities you are buying is limited***

Any Common Stock NV purchased through this crowdfunding campaign is subject to SEC limitations of transfer. This means that the stock/note that you purchase cannot be resold for a period of one year. The exception to this rule is if you are transferring the stock back to the Company, to an "accredited investor," as part of an offering registered with the Commission, to a member of your family, trust created for the benefit of your family, or in connection with your death or divorce.

***Your investment could be illiquid for a long time***

You should be prepared to hold this investment for several years or longer. For the 12 months following your investment there will be restrictions on how you can resell the securities you receive. More importantly, there is no established market for these securities and there may never be one. As a result, if you decide to sell these securities in the future, you may not be able to find a buyer. The Company may be acquired by an existing player in the advanced wound care and skin care industries. However, that may never happen or it may happen at a price that results in you losing money on this investment.

***If the Company cannot raise sufficient funds it will not succeed***

The Company, is offering Non-Voting Common Stock in the amount of up to \$107,000 in this offering, and may close on any investments that are made. Even if the maximum amount is raised, the Company is likely to need additional funds in the future in order to grow, and if it cannot raise those funds for whatever reason, including reasons relating to the Company itself or the broader economy, it may not survive. If the Company manages to raise only the minimum amount of funds, sought, it will have to find other sources of funding for some of the plans outlined in "Use of Proceeds."

***We may not have enough capital as needed and may be required to raise more capital.***

We anticipate needing access to credit in order to support our working capital requirements as we grow. Although interest rates are low, it is still a difficult environment for obtaining credit on favorable terms. If we cannot obtain credit when we need it, we could be forced to raise additional equity capital, modify our growth plans, or take some other action. Issuing more equity may require bringing on additional investors. Securing these additional investors could require pricing our equity below its current price. If so, your investment could lose value as a result of this additional dilution. In addition, even if the equity is not priced lower, your ownership percentage would be decreased with the addition of more investors. If we are unable to find additional investors willing to provide capital, then it is possible that we will choose to cease our sales activity. In that case, the only asset remaining to generate a return on your investment could be our intellectual property. Even if we are not forced to cease our sales activity, the unavailability of credit could result in the Company performing below expectations, which could adversely impact the value of your



investment.

***Terms of subsequent financings may adversely impact your investment***

We will likely need to engage in common equity, debt, or preferred stock financings in the future, which may reduce the value of your investment in the Common Stock. Interest on debt securities could increase costs and negatively impact operating results. Preferred stock could be issued in series from time to time with such designation, rights, preferences, and limitations as needed to raise capital. The terms of preferred stock could be more advantageous to those investors than to the holders of Common Stock. In addition, if we need to raise more equity capital from the sale of Common Stock, institutional or other investors may negotiate terms that are likely to be more favorable than the terms of your investment, and possibly a lower purchase price per share.

***Management Discretion as to Use of Proceeds***

Our success will be substantially dependent upon the discretion and judgment of our management team with respect to the application and allocation of the proceeds of this Offering. The use of proceeds described below is an estimate based on our current business plan. We, however, may find it necessary or advisable to re-allocate portions of the net proceeds reserved for one category to another, and we will have broad discretion in doing so.

***Projections: Forward Looking Information***

Any projections or forward looking statements regarding our anticipated financial or operational performance are hypothetical and are based on management's best estimate of the probable results of our operations and will not have been reviewed by our independent accountants. These projections will be based on assumptions which management believes are reasonable. Some assumptions invariably will not materialize due to unanticipated events and circumstances beyond management's control. Therefore, actual results of operations will vary from such projections, and such variances may be material. Any projected results cannot be guaranteed.

***We may never have an operational product or service***

It is possible that there may never be an operational BEECure™ product or that the product may never be used to engage in transactions. It is possible that the failure to release the product is the result of a change in business model upon Company's making a determination that the business model, or some other factor, will not be in the best interest of Company and its stockholders/members/creditors.

***Some of our products are still in prototype phase and might never be operational products***

It is possible that there may never be an operational product or that the product may never be used to engage in transactions. It is possible that the failure to release the product is the result of a change in business model upon the Company's making a determination that the business model, or some other factor, will not be in the best interest of the Company and its stockholders.

***Developing new products and technologies entails significant risks and uncertainties***

We are currently in the research and development stage and have only manufactured a prototype for our advanced wound care dressing. Delays or cost overruns in the development of our advanced wound care dressing and failure of the product to meet our performance estimates may be caused by, among other things, unanticipated technological hurdles, difficulties in manufacturing, changes to design and regulatory hurdles. Any of these events could materially and adversely affect our operating performance and results of operations.

***Minority Holder; Securities with No Voting Rights***

The Non- Voting Common Stock that an investor is buying has no voting rights attached to them. This means that you will have no rights in dictating on how the Company will be run. You are trusting in management discretion in making good business decisions that will grow your investments. Furthermore, in the event of a liquidation of our company, you will only be paid out if there is any cash remaining after all of the creditors of our company have been paid out.

***You are trusting that management will make the best decision for the company***

You are trusting in management discretion. You are buying non-voting membership interest as a minority holder, and therefore must trust the management of the Company to make good business decisions that grow your investment.

***Insufficient Funds***

The company might not sell enough securities in this offering to meet its operating needs and fulfill its plans, in which case it will cease operating and you will get nothing. Even if we sell all the common stock we are offering now, the Company will (possibly) need to raise more funds in the future, and if it can't get them, we will fail. Even if we do make a successful offering in the future, the terms of that offering might result in your investment in the company being worth less, because later investors might get better terms.

***Our new product could fail to achieve the sales projections we expected***

Our growth projections are based on an assumption that with an increased advertising and marketing budget our products will be able to gain traction in the marketplace at a faster rate than our current products have. It is possible that our new products will fail to gain market acceptance for any number of reasons. If the new products fail to achieve significant sales and acceptance in the marketplace, this could materially and adversely impact the value of your investment.

***We face significant market competition***

We will compete with larger, established companies who currently have products on the market and/or various respective product development programs. They may have much better financial means and marketing/sales and human resources than us. They may succeed in developing and marketing competing equivalent products earlier than us, or superior products than those developed by us. There can be no assurance that competitors will 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 competition will intensify.



***We are an early stage company and have not yet generated any profits***

SanMelix Laboratories, Inc., was formed on 01/13/2017. Accordingly, the Company has a limited history upon which an evaluation of its performance and future prospects can be made. Our current and proposed operations are subject to all business risks associated with new enterprises. These include likely fluctuations in operating results as the Company reacts to developments in its market, managing its growth and the entry of competitors into the market. We will only be able to pay dividends on any shares once our directors determine that we are financially able to do so. SanMelix Laboratories, Inc., has incurred a net loss and has had no revenues generated since inception. There is no assurance that we will be profitable in the next 3 years or generate sufficient revenues to pay dividends to the holders of the shares.

***We are an early stage company and have limited revenue and operating history***

The Company has a short history, few customers, and effectively no revenue. If you are investing in this company, it's because you think that BEECure™ is a good idea, that the team will be able to successfully market, and sell the product or service, that we can price them right and sell them to enough people so that the Company will succeed. Further, we have never turned a profit and there is no assurance that we will ever be profitable.

***We have pending patent approval's that might be vulnerable***

One of the Company's most valuable assets is its intellectual property. The Company's intellectual property such as patents, trademarks, copyrights, Internet domain names, and trade secrets may not be registered with the proper authorities. We believe one of the most valuable components of the Company is our intellectual property portfolio. Due to the value, competitors may misappropriate or violate the rights owned by the Company. The Company intends to continue to protect its intellectual property portfolio from such violations. It is important to note that unforeseeable costs associated with such practices may invade the capital of the Company due to its unregistered intellectual property.

***Our trademarks, copyrights and other intellectual property could be unenforceable or ineffective***

Intellectual property is a complex field of law in which few things are certain. It is possible that competitors will be able to design around our intellectual property, find prior art to invalidate it, or render the patents unenforceable through some other mechanism. If competitors are able to bypass our trademark and copyright protection without obtaining a sublicense, it is likely that the Company's value will be materially and adversely impacted. This could also impair the Company's ability to compete in the marketplace. Moreover, if our trademarks and copyrights are deemed unenforceable, the Company will almost certainly lose any potential revenue it might be able to raise by entering into sublicenses. This would cut off a significant potential revenue stream for the Company.

***The cost of enforcing our trademarks and copyrights could prevent us from enforcing them***

Trademark and copyright litigation has become extremely expensive. Even if we

believe that a competitor is infringing on one or more of our trademarks or copyrights, we might choose not to file suit because we lack the cash to successfully prosecute a multi-year litigation with an uncertain outcome; or because we believe that the cost of enforcing our trademark(s) or copyright(s) outweighs the value of winning the suit in light of the risks and consequences of losing it; or for some other reason. Choosing not to enforce our trademark(s) or copyright(s) could have adverse consequences for the Company, including undermining the credibility of our intellectual property, reducing our ability to enter into sublicenses, and weakening our attempts to prevent competitors from entering the market. As a result, if we are unable to enforce our trademark(s) or copyright(s) because of the cost of enforcement, your investment in the Company could be significantly and adversely affected.

***The loss of one or more of our key personnel, or our failure to attract and retain other highly qualified personnel in the future, could harm our business***

To be successful, the Company requires capable people to run its day to day operations. As the Company grows, it will need to attract and hire additional employees in sales, marketing, design, development, operations, finance, legal, human resources and other areas. Depending on the economic environment and the Company's performance, we may not be able to locate or attract qualified individuals for such positions when we need them. We may also make hiring mistakes, which can be costly in terms of resources spent in recruiting, hiring and investing in the incorrect individual and in the time delay in locating the right employee fit. If we are unable to attract, hire and retain the right talent or make too many hiring mistakes, it is likely our business will suffer from not having the right employees in the right positions at the right time. This would likely adversely impact the value of your investment.

***Our ability to sell our product or service is dependent on outside government regulation which can be subject to change at any time***

Our ability to sell product is dependent on the outside government regulation such as the FDA (Food and Drug Administration), FTC (Federal Trade Commission) and other relevant government laws and regulations. The laws and regulations concerning the selling of product may be subject to change and if they do then the selling of product may no longer be in the best interest of the Company. At such point the Company may no longer want to sell product and therefore your investment in the Company may be affected.

***We rely on third parties to provide services essential to the success of our business***

We rely on third parties to provide a variety of essential business functions for us, including manufacturing, shipping, accounting, legal work, public relations, advertising, retailing, and distribution. It is possible that some of these third parties will fail to perform their services or will perform them in an unacceptable manner. It is possible that we will experience delays, defects, errors, or other problems with their work that will materially impact our operations and we may have little or no recourse to recover damages for these losses. A disruption in these key or other suppliers' operations could materially and adversely affect our business. As a result, your investment could be adversely impacted by our reliance on third parties and their

performance.

***The Company is vulnerable to hackers and cyber-attacks***

As an internet-based business, we may be vulnerable to hackers who may access the data of our investors and the issuer companies that utilize our platform. Further, any significant disruption in service on SanMelix Laboratories, Inc. or in its computer systems could reduce the attractiveness of the platform and result in a loss of investors and companies interested in using our platform. Further, we rely on a third-party technology provider to provide some of our back-up technology. Any disruptions of services or cyber-attacks either on our technology provider or on SanMelix Laboratories, Inc. could harm our reputation and materially negatively impact our financial condition and business.

***FDA 510(K) Market Clearance***

The FDA may not provide 510(K) market clearance to our advanced wound care dressings. If clearance is not obtained SanMelix cannot sell the products in the U.S.

***Preferred Stock Rights***

The company plans to offer Preferred Stock to accredited investors which have preferences over the Non-Voting Common Stock including liquidation and voting rights. The preferred stock holders will be offered additional rights due to larger investment amounts.

***Pending Patent Application Inventorship Changes***

SanMelix has been assigned the pending patent rights. During the prosecution of a patent application, inventorship may change depending upon claim amendments or other requirements. Any person who is an inventor or co-inventor of only the subject matter of the canceled claims must then be removed from the list of inventors. If inventorship changes, this will not affect the Company's ownership rights.

***Costs Associated with Patent Pending Prosecution***

Other significant risks and uncertainties with the patents include failing to secure additional funding to continue prosecution of the patent pending formulations. The inability to secure additional funding to prosecute the pending patents could have a negative affect on the Company's financial condition.

***FDA Regulations***

The FDA regulates cosmetics, such as our radiodermatitis product, under the Federal Food, Drug and Cosmetic Act and the Fair Packaging and Labeling Act. It has not yet been determined if our radiodermatitis labelling is FDA compliant. If the FDA deems the label non-compliant, the Company will need to change its labels prior to commercialization.



## Ownership and Capital Structure; Rights of the Securities

### Ownership

The following table sets forth information regarding beneficial ownership of the company's holders of 20% or more of any class of voting securities as of the date of this Offering Statement filing.

Stockholder Name	Number of Securities Owned	Type of Security Owned	Percentage
Dr. Kenneth Sabacinski	3,980,000	Common Stock	36.39
Diana Sabacinski	3,980,000	Common Stock	36.39

### The Company's Securities

The Company has authorized Common Stock, Common Stock NV, and Preferred Stock. As part of the Regulation Crowdfunding raise, the Company will be offering up to 178,333 of Common Stock NV.

#### *Common Stock*

The amount of security authorized is 22,000,000 with a total of 10,936,000 outstanding.

#### *Voting Rights*

1 vote 1 share

#### *Material Rights*

#### Stock Based Compensation

The Company authorized 50,000 total shares of its common stock as stock-based compensation for consulting services of an individual. The fair value of the services provided which included such shares will vest at the rate of 1,390 shares at the end of each calendar month starting January 31, 2018 and continuing until December 31, 2020, with the final 1,350 shares vesting on January 31, 2021, provided that the consulting services continue and have not been terminated prior to any such vesting date. The stock-based compensation was recorded within design and development expense within the income statement which totaled \$8,340 and \$0 for the year ended December 31, 2018 and 2017, respectively. Note that these shares are authorized with common stock voting rights; however, none of these shares are outstanding or issued as of December 31, 2018.

#### 2017 Stock Incentive Plan

The Company has entered into two stock option agreements as mentioned below;

Incentive Stock Option Agreement: On January 1, 2018, the Company granted an employee an option to purchase, in whole or in part, on the terms provided in the Company's 2017 Stock Incentive Plan (the "Plan"), a total of 20,000 shares of common stock, \$0.001 par value per share at \$0.50 per Share. The option will vest as to 25% of the original number of Shares beginning one year after the commencement date of January 1, 2018 and as to an additional 2.0833% of the original number of Shares at the end of each successive month following until the fourth anniversary of the vesting commencement date, this option will be vested for all shares. No options vested as of December 31, 2018.

Non-statutory Stock Option Agreement: On January 1, 2018, the Company granted a consultant an option to purchase, in whole or in part, on the terms provided in the Company's 2017 Stock Incentive Plan (the "Plan"), a total of 30,000 shares of common stock, \$0.0001 par value per share at \$0.50 per Share. The vesting period begins one year after the commencement date of January 1, 2018 with 10,000 shares vesting and as to an additional 834 shares at the end of each successive month following until the 36th month when the final 818 shares vest provided that on each such vest date the consultant remains a member of the Company's Advisory Committee. No options vested as of December 31, 2018.

#### *Common Stock NV*

The amount of security authorized is 3,000,000 with a total of 0 outstanding.

#### *Voting Rights*

There are no voting rights associated with Common Stock NV.

#### *Material Rights*

There are no material rights associated with Common Stock NV.

#### *Preferred Stock*

The amount of security authorized is 5,000,000 with a total of 0 outstanding.

#### *Voting Rights*

1 vote 1 share

#### *Material Rights*

The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited (including, by way of illustration and not limitation, in excess of one vote per share), or without voting powers, and with such designations, preferences and relative participating, option or other rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation or any amendment



hereto

## **What it means to be a minority holder**

As a minority holder of Non-Voting Common Stock of the company, you will have limited rights in regards to the corporate actions of the company, including additional issuances of securities, company repurchases of securities, a sale of the company or its significant assets, or company transactions with related parties. Further, investors in this offering may have rights less than those of other investors, and will have limited influence on the corporate actions of the company.

## **Dilution**

Investors should understand the potential for 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, 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 Non-Voting Common Stock, 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).

## **Transferability of securities**

For a year, the securities can only be resold:

- In an IPO;
- To the company;
- To an accredited investor; and
- 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 the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

## **Recent Offerings of Securities**

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

- **Name:** Common Stock  
**Type of security sold:** Equity  
**Final amount sold:** \$418,000.00  
**Number of Securities Sold:** 836,000  
**Use of proceeds:** ☒ Conducted target market analysis to determine multiple product applications to penetrate \$8.3B bioactive wound care market ☒ Constructive meeting with the FDA for our 510(k) Pre-submission needed for BeeCure™ MGO regulatory clearance ☒ Secured authentic raw buckwheat honey supplier ☒ Manufacturing order completed for our bioactive BeeCure™ MGO (AWC) dressing samples ☒ Executed master service agreement (MSA) with Trauma Insight (CRO) to provide 510(k) testing through US Air Force 59MDW CRADA starting in Q1 2019 ☒ Broadened our lineup of Bioactive Buckwheat BeeCure™ products through collaboration with an European buckwheat honey product company to commercialize our initial skin product, BeeCure™ RMelix for radiodermatitis and laser therapy relief ☒ Established strategic relationships with U.S. distributors and contract manufacturers ☒ Continued patent prosecution of our three patent pending formulations  
**Date:** August 19, 2018  
**Offering exemption relied upon:** 506(b)
- **Name:** Common Stock  
**Type of security sold:** Equity  
**Final amount sold:** \$96,686.16  
**Number of Securities Sold:** 10,000,000  
**Use of proceeds:** Founder shares issuances and Patent Prosecution and assignment  
**Date:** January 13, 2017  
**Offering exemption relied upon:** Founder Stock

## Financial Condition and Results of Operations

### Financial Condition

*You should read the following discussion and analysis of our financial condition and results of our operations together with our financial statements and related notes appearing at the end of this Offering Memorandum. This discussion contains forward-looking statements reflecting our current expectations that involve risks and uncertainties. Actual results and the timing of events may differ materially from those contained in these forward-looking statements due to a number of factors, including those discussed in the section entitled "Risk Factors" and elsewhere in this Offering Memorandum.*

### Results of Operations

**Circumstances which led to the performance of financial statements:**

In 2017 the majority of the cash disbursements related to patents' prosecution, organizational costs (including legal and accounting) and initial offering expenses. In 2018 we are still a development stage company. Net losses related to patents' prosecution, FDA consulting, 510(K) product testing, research and development, and operating expenses.

**Historical results and cash flows:**

The company plans on recognizing revenues upon its product launch of its initial skin care product. We expect the product to be have a gross profit; however, additional marketing expenses may result in further losses. For the advanced wound care dressings, the company anticipates additional testing expenses to the Air Force along with consulting expenses to complete the FDA 510(k) pre-market clearance. The company expects to be profitable in 2021 when we have revenues from our skin care and wound care products.

**Liquidity and Capital Resources**

**What capital resources are currently available to the Company? (Cash on hand, existing lines of credit, shareholder loans, etc...)**

The company currently has \$50,000 remaining from its initial offering. In addition there is \$37,200 in shareholders loans.

**How do the funds of this campaign factor into your financial resources? (Are these funds critical to your company operations? Or do you have other funds or capital resources available?)**

These funds are critical to company operations. We anticipate raising funds from a Series A stock offering of \$650,000 after our campaign. In order to complete development the company anticipates a combined raise of \$750,000. In addition we hope to have additional investor funding of \$2 million dollars in 2020.

**Are the funds from this campaign necessary to the viability of the company? (Of the total funds that your company has, how much of that will be made up of funds raised from the crowdfunding campaign?)**

The funds are necessary for the viability of the company.

**How long will you be able to operate the company if you raise your minimum? What expenses is this estimate based on?**

1 month. Based on employee salary, liability insurance, IT security, and computer expenses.

**How long will you be able to operate the company if you raise your maximum funding goal?**

12 months. Based on employee salary, liability insurance, IT security, and computer expenses. In addition, complete testing on wound dressings and radiodermatitis products.

**Are there any additional future sources of capital available to your company?**  
(Required capital contributions, lines of credit, contemplated future capital raises, etc...)

The company is in the process of raising additional funds through a Series A Preferred Stock offering of \$650,000. In addition, the company expects a Series B offering in 2020. The company also plans to apply for government grants and another crowdfunding campaign for our initial product launch.

## **Indebtedness**

- **Creditor:** Kenneth & Diana Sabacinski  
**Amount Owed:** \$35,000.00  
**Interest Rate:** 2.0%  
**Maturity Date:** December 31, 2021
- **Creditor:** John Kaufman  
**Amount Owed:** \$2,200.00  
**Interest Rate:** 2.0%  
**Maturity Date:** December 31, 2021

## **Related Party Transactions**

- **Name of Entity:** Diana Sabacinski  
**Relationship to Company:** 20%+ Owner  
**Nature / amount of interest in the transaction:** Diana and Kenneth Sabacinski loaned the company \$35,000 at a 2% interest rate in 2017.  
**Material Terms:** Diana Sabacinski entered in to an employment contract with the company for an annual salary of \$150,000 plus benefits. Diana took a reduced salary of \$40,000 plus \$11,258 for her health insurance. She agreed to suspend salary until the \$750,000 combined offering is raised.
- **Name of Entity:** Kenneth Sabacinski  
**Relationship to Company:** 20%+ Owner  
**Nature / amount of interest in the transaction:** Shareholder loan with Diana Sabacinski of \$35,000 at an interest rate of 2% in 2017.  
**Material Terms:** Interest rate is at 2%.
- **Name of Entity:** John Kaufman  
**Relationship to Company:** Director  
**Nature / amount of interest in the transaction:** Shareholder loan of \$2,200.



**Material Terms:** Interest rate at 2%.

## **Valuation**

**Pre-Money Valuation:** \$6,561,600.00

### **Valuation Details:**

We had a 5 million valuation for the initial common stock offering. The Company has not undertaken any formal efforts to obtain a valuation of the Company. The price of the Units merely reflects the opinion of the Company as to what would be the fair market value of the Units. The Company based this on the U.S. Air Force's interest in the testing of the advanced wound care dressing, the addressable market sizes for the skin care products, the value of the patent pending applications, and the strength of the team and its advisors.

## **Use of Proceeds**

If we raise the Target Offering Amount of \$9,999.60 we plan to use these proceeds as follows:

- *StartEngine Platform Fees*  
6.0%
- *Working Capital*  
94.0%  
Use of proceeds to be used for product testing, operating expenses and initial inventory for skin product launch.

If we raise the over allotment amount of \$107,000.00, we plan to use these proceeds as follows:

- *StartEngine Platform Fees*  
6.0%
- *Company Employment*  
30.0%  
Salaries for Executive Administrative Asst.
- *Research & Development*  
30.0%  
Product testing--swine test with the Air Force
- *Inventory*  
25.0%  
Initial Skin product prepaid inventory
- *Marketing*



9.0%

Market plan for initial skin product

The Company may change the intended use of proceeds if our officers believe it is in the best interests of the company.

## **Regulatory Information**

### **Disqualification**

No disqualifying event has been recorded in respect to the company or its officers or directors.

### **Compliance Failure**

The company has not previously failed to comply with the requirements of Regulation Crowdfunding.

### **Ongoing Reporting**

The Company will file a report electronically with the SEC annually and post the report on its website no later than April 29 (120 days after Fiscal Year End). Once posted, the annual report may be found on the Company's website at [www.sanmelixlaboratories.com](http://www.sanmelixlaboratories.com) (<http://sanmelixlaboratories.com/annual-reports/>).

The Company must continue to comply with the ongoing reporting requirements until:

- (1) it is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;
- (2) it has filed at least one (1) annual report pursuant to Regulation Crowdfunding and has fewer than three hundred (300) holders of record and has total assets that do not exceed \$10,000,000;
- (3) it has filed at least three (3) annual reports pursuant to Regulation Crowdfunding;
- (4) it 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) it liquidates or dissolves its business in accordance with state law.

### **Updates**

Updates on the status of this Offering may be found at:  
[www.startengine.com/sanmelix](http://www.startengine.com/sanmelix)

## Investing Process

See Exhibit E to the Offering Statement of which this Offering Memorandum forms a part.

**EXHIBIT B TO FORM C**

**FINANCIAL STATEMENTS AND INDEPENDENT ACCOUNTANT'S REVIEW FOR San Melix  
Laboratories, Inc.**

*[See attached]*

I, Diana Sabacinski the CEO of SanMelix Laboratories, Inc., hereby certify that the financial statements of SanMelix Laboratories, Inc., and notes thereto for the periods ending December 31, 2017 and December 31, 2018 included in this Form C offering statement are true and complete in all material respects and that the information below reflects accurately the information reported on our federal income tax returns.

For the year 2018 the amounts reported on our tax returns were total income of \$ 0.00 taxable income of -\$288,835 and total tax of \$0.

IN WITNESS THEREOF, this Principal Executive Officer's Financial Statement Certification has been executed as of the 05/30/2019.

Diana Sabacinski (Signature)

CEO (Title)

5/30/2019 (Date)

**SanMelix Laboratories, Inc.**  
**Balance Sheets**  
**As of December 31, 2018 and 2017**  
**(Unaudited)**

	<u>December 31,</u> <u>2018</u>	<u>December 31,</u> <u>2017</u>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and equivalents	\$ 78,623	\$ 298,229
Other Assets- Samples	\$ 16,415	\$ -
Total Current Assets	\$ 95,038	\$ 298,229
<b>Noncurrent Assets</b>		
Property, plant & equipment, net	\$ 4,740	\$ -
Intangible assets, net	\$ 159,654	\$ 138,859
Total Noncurrent Assets	\$ 164,394	\$ 138,859
<b>Total Assets</b>	<b>\$ 259,432</b>	<b>\$ 437,088</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 3,528	\$ 13,702
Accrued interest	\$ 744	\$ -
Total Current Liabilities	\$ 4,272	\$ 13,702
<b>Stockholders' Equity (Deficit)</b>		
Common stock: 20,000,000 shares authorized, \$0.0001 par value; 10,836,000 and 10,607,000 shares issued and outstanding as of December 31, 2018 and 2017, respectively	\$ 1,084	\$ 1,061
Additional paid-in capital	\$ 507,855	\$ 385,125
Shareholder Loan	\$ 37,200	\$ 37,200
Accumulated deficit	\$ (290,979)	\$ -
Total Stockholders' Equity (Deficit)	\$ 255,160	\$ 423,386
<b>Total Liabilities and Stockholders' Equity (Deficit)</b>	<b>\$ 259,432</b>	<b>\$ 437,088</b>

See accompanying notes to financial statements.



**SanMelix Laboratories, Inc.**  
**Statements of Operations**  
**For the Years Ended December 31, 2018 and 2017**  
**(Unaudited)**

	<b>2018</b>	<b>2017</b>
<b>Operating Expenses</b>		
Amortization expense	\$ 1,165	\$ -
Computer and internet expense	\$ 8,526	\$ -
Depreciation expense	\$ 948	\$ -
Design and development	\$ 107,190	\$ -
Dues and subscriptions	\$ 823	\$ -
Employees benefit & payroll fees	\$ 11,759	\$ -
Insurance expense	\$ 5,868	\$ -
Interest expense	\$ 744	\$ -
Licenses and permits	\$ 150	\$ -
Meals	\$ 2,366	\$ -
Office expense	\$ 2,780	\$ -
Payroll taxes	\$ 8,495	\$ -
Professional fees	\$ 24,240	\$ -
Salaries & wages	\$ 105,000	\$ -
Stock compensation expense	\$ 913	\$ -
Travel expense	\$ 10,012	\$ -
<b>Total Operating Expenses</b>	<b>\$ 290,979</b>	<b>\$ -</b>
<b>Operating Loss</b>	<b>\$ (290,979)</b>	<b>\$ -</b>
Provisions for income taxes	\$ -	\$ -
<b>Net Loss</b>	<b>\$ (290,979)</b>	<b>\$ -</b>
<b>Net Loss per Common Share - Basic and Dil</b>	<b>\$ (0.03)</b>	<b>\$ -</b>
<b>Weighted Average Common Shares</b>		
<b>Outstanding - Basic and Diluted:</b>	<b>10,794,500</b>	<b>10,050,583</b>

See accompanying notes to financial statements.

**SanMelix Laboratories, Inc.**  
**Statements of Cash Flows**  
**For the Years Ended December 31, 2018 and 2017**  
**(Unaudited)**

	<u>2018</u>	<u>2017</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$(290,979)	\$ -
Adjustments to reconcile net loss to net cash flows used in operating activities:		
Consultant services provided from share-based payment	\$ 8,340	\$ -
Depreciation and Amortization Expense	\$ 2,113	\$ -
Stock Compensation Expense	\$ 913	\$ -
Changes in operating assets and liabilities:		
Other Asset- Samples	\$ (16,415)	\$ -
Accounts Payable	\$ (10,174)	\$ 13,702
Accrued Interest	\$ 744	\$ -
Net cash used/from in operating activities	<u>\$(305,459)</u>	<u>\$ 13,702</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of PP&E	\$ (5,688)	\$ -
Payment for Intangibles	<u>\$ (21,960)</u>	<u>\$(138,859)</u>
Net cash used in investing activities	<u>\$ (27,648)</u>	<u>\$(138,859)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Common stock issued for cash	\$ 114,500	\$ 386,186
Offering costs	\$ (1,000)	\$ -
Contributed capital/ Shareholder Loan	<u>\$ -</u>	<u>\$ 37,200</u>
Net cash provided by financing activities	<u>\$ 113,500</u>	<u>\$ 423,386</u>
(Decrease)/ Increase in cash and cash equivalents	\$(219,607)	\$ 298,229
Cash, Beginning of Year	<u>\$ 298,229</u>	<u>\$ -</u>
Cash, End of Year	\$ 78,623	\$ 298,229
<b>Supplemental disclosures of cash flow information:</b>		
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>

See accompanying notes to financial statements.

**SanMelix Laboratories, Inc.**  
**Statements of Stockholders' Equity (Deficit)**  
**For the Years Ended December 31, 2018 and 2017**  
**(Unaudited)**

	<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Shareholder Loan</u>	<u>Accumulated Deficit</u>	<u>Stockholders' Equity (Deficit)</u>
	<u>Shares</u>	<u>Amount</u>				
<b>Balance at January 17, 2017 (Inception)</b>	-	\$ -	\$ -	\$ -	\$ -	\$ -
Issuance to co-founders	10,000,000	\$ 1,000				\$ 1,000
Patent assignment- contributed capital			\$ 95,686			\$ 95,686
Common stock issued for cash	607,000	\$ 61	\$ 303,439			\$ 303,500
Offering costs			\$ (14,000)			\$ (14,000)
Shareholder loan				\$ 37,200		\$ 37,200
Net income					\$ -	\$ -
<b>December 31, 2017</b>	<u>10,607,000</u>	<u>\$ 1,061</u>	<u>\$ 385,125</u>	<u>\$ 37,200</u>	<u>\$ -</u>	<u>\$ 423,386</u>
Common stock issued for cash	229,000	\$ 23	\$ 114,477			\$ 114,500
Offering costs			\$ (1,000)			\$ (1,000)
Stock compensation expense			\$ 913			\$ 913
Consultant services provided from share-based payment			\$ 8,340			\$ 8,340
Net loss					\$ (290,979)	\$ (290,979)
<b>December 31, 2018</b>	<u>10,836,000</u>	<u>\$ 1,084</u>	<u>\$ 507,855</u>	<u>\$ 37,200</u>	<u>\$ (290,979)</u>	<u>\$ 255,160</u>

See accompanying notes to financial statements.

**SanMelix Laboratories, Inc.**  
**Notes to the Financial Statements**  
**For the Years Ended December 31, 2018 and 2017**  
**(Unaudited)**

**NOTE 1: NATURE OF OPERATIONS**

SanMelix Laboratories, LLC was formed on August 29, 2016 in the State of Florida. SanMelix Inc. was incorporated on January 13, 2017 in the State of Delaware. SanMelix Laboratories, LLC was merged into SanMelix Laboratories, Inc. on February 6, 2018, with SanMelix Laboratories, Inc. being the surviving entity. The Company is headquartered in Hollywood, Florida. The financial statements of SanMelix Laboratories, Inc. (which may be referred to as the "Company", "we", "us", or "our") are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Note that the only operation for SanMelix Laboratories, LLC related to previous capitalized patent prosecution costs, which was contributed to SanMelix Laboratories, Inc at the date of the merger.

SanMelix Laboratories, Inc. is a bioactive wound care and skin care product company focusing on the unique medicinal properties of Buckwheat Honey for tissue regeneration and accelerated healing. Our BeeCure™ bioactive buckwheat honey formulations demonstrate intrinsic healing activity with anti-microbial additives to prevent infection. The Company is a business whose planned principal operations are the design, formulation, and manufacturing of these advanced wound care and skin care honey-based products.

**NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amount of expenses during the reporting periods. Actual results could materially differ from these estimates. It is reasonably possible that changes in estimates will occur in the near term.

*Fair Value of Financial Instruments*

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants as of the measurement date. Applicable accounting guidance provides an established hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the factors that market participants would use in



valuing the asset or liability. There are three levels of inputs that may be used to measure fair value:

Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - Include other inputs that are directly or indirectly observable in the marketplace.

Level 3 - Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2018 and 2017. These financial instruments include cash, accounts payable, and accrued liabilities. Fair values for these items were assumed to approximate carrying values because of their short term in nature or they are payable on demand.

#### *Risks and Uncertainties*

The Company has a limited operating history and has not yet generated revenue from its intended operations. The Company is currently conducting research and development activities to operationalize certain patent pending technologies that the Company owns. The development of the Company's product and service offerings are expected to take an extended amount of time to develop and may be subject to government regulatory requirements. The Company's business operations are sensitive to general business and economic conditions in the U.S. and worldwide along with policy decisions. A host of factors beyond the Company's control could cause fluctuations in these conditions. Adverse developments may also include but are not limited to: the USPTO not granting the Company's pending patents, not obtaining clearance from the FDA, changes in medical device technology, government policy decisions and law changes, changes in consumer tastes and trends, and acceptance of its products in the market place.

The Company also is in the process of raising additional equity capital to support the completion of its development activities to obtain 510(k) market clearance and begin manufacturing and commercialization of its initial skin product. Like any new business, the Company faces challenges that come from early-stage branding and financing. Other significant risks and uncertainties include failing to secure additional funding to operationalize the Company's current technology before another company develops similar technology and products. These adverse conditions could affect the Company's financial condition and the results of its operations.

#### *Cash and Cash Equivalents*

The Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

#### *Other Assets- Samples*

The Company manufactured samples of our product to be utilized in 510k testing. The Company plans to expense these samples totaling \$16,415 as of December 31, 2018 as the testing progresses throughout the next fiscal year.

#### *Property, Plant, and Equipment*

Property and equipment are stated at cost, less accumulated depreciation. Depreciation is computed primarily using the straight-line method over the estimated useful lives of the assets, which is three (3) years for the existing assets as of December 31, 2018. Expenditures for repairs and maintenance are charged to expense as incurred.

#### *Intangible Assets*

The company capitalizes its patent filing fees and legal patent prosecution fees in connection with internally developed pending patents. When pending patents are issued, patents will be amortized over the expected period to be benefitted, not to exceed the patent lives, which may be as long as 17 years.

Other intangibles include organizational costs and trademark filing and related attorney fees. Organizational costs are being amortized over 15 years and totaled \$1,165 and \$0 for year ended December 31, 2018 and 2017, respectively.

#### *Impairment of Long-Lived Assets*

The long-lived assets held and used by the Company are reviewed for impairment no less frequently than annually or whenever event or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In the event that facts and circumstances indicate that the cost of any long-lived assets may be impaired, an evaluation of recoverability is performed. There were no impairment losses during 2017 and 2018. There can be no assurance, however, that the patents will be issued, the market conditions will not change or demand for the Company's products and services will continue, which could result in impairment of long-lived assets in the future.

#### *Concentration of Credit Risk*

The Company maintains its cash with a major financial institution located in the United States of America which it believes to be creditworthy. Balances are insured by the Federal Deposit Insurance Corporation up to \$250,000. At times, the Company may maintain balances in excess of the federally insured limits.

#### *Equity Offering Costs*

The Company accounts for offering costs in accordance with Accounting Standards Codification ("ASC") 340, Other Assets and Deferred Costs. Prior to the completion of an offering, offering costs will be capitalized as deferred offering costs on the balance sheet. The deferred offering

costs will be charged to stockholders' equity (deficit) upon the completion of an offering or to expense if the offering is not completed. Offering costs charged to stockholders' equity (deficit) totaled \$1,000 and \$14,000 for the year ended December 31, 2018 and 2017, respectively.

#### *Revenue Recognition*

In May 2014, the Financial Accounting Standard Board (the "FASB") issued Accounting Standards Update ("ASU") No. 2014-09, *Revenue from Contract with Customers (Topic 606)*. Under this guidance, revenue is recognized when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. The updated standard will be effective for the Company beginning January 1, 2018.

The Company is currently developing its products and has not generated any revenue to date. Future revenue recognition policies will be in accordance with ASU No. 2014-09, *Revenue from Contract with Customers (Topic 606)*.

#### *Design and Development Costs*

The Company incurs research and development costs during the process of developing and designing its advanced wound care and skin care products. Research and development costs consist primarily of outside services. The Company expenses these costs as incurred until the resulting products have been completed, tested, and made ready for commercial use.

#### *Stock Based Compensation*

The Company accounts for stock options issued to employees under ASC 718 *Share-Based Payment*. Under ASC 718, share-based compensation cost to employees is measured at the grant date, based on the estimated fair value of the award, and is recognized as expense over the employee's requisite vesting period. The fair value of each stock option or warrant award is estimated on the date of grant using the Black-Scholes option valuation model.

Currently, share-based payment arrangements with employees are accounted for under ASC 718 while nonemployee share-based payments issued for goods and services are accounted for under ASC 505-Equity. On June 20, 2018, the FASB issued ASU 2018-07—*Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting*, which simplifies the accounting for share-based payments granted to nonemployees for goods and services. ASC 505-Equity, before the ASU's amendments, differs significantly from ASC 718. Differences include (but are not limited to) the guidance on (1) the determination of the measurement date (which generally is the date on which the measurement of equity classified share-based payments becomes fixed), (2) the accounting for performance conditions, (3) the ability of a nonpublic entity to use certain practical expedients for measurement, and (4) the accounting for (including measurement and classification) share-based payments after vesting. Under the ASU 2018-07, most of the guidance on such payments to nonemployees would be aligned with the requirements for share-based payments granted to employees.



The Company has elected early adoption of ASU 2018-07—*Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting*. Accordingly, the Company has recorded nonemployee share-based payments and stock option costs measured at the date of grant based on the fair value of the award during the year ending December 31, 2018.

#### *Income Taxes*

The Company applies ASC 740 Income Taxes (“ASC 740”). Deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial statement reported amounts at each period end, based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. The provision for income taxes represents the tax expense for the period, if any and the change during the period in deferred tax assets and liabilities.

ASC 740 also provides criteria for the recognition, measurement, presentation and disclosure of uncertain tax positions. A tax benefit from an uncertain position is recognized only if it is “more likely than not” that the position is sustainable upon examination by the relevant taxing authority based on its technical merit.

The Company is subject to tax in the United States (“U.S.”) and files tax returns in the U.S. Federal jurisdiction and state jurisdiction. The Company is subject to U.S. Federal, state and local income tax examinations by tax authorities for all periods since Inception. The Company currently is not under examination by any tax authority.

#### *Loss per Common Share*

The Company presents basic earnings/loss per share (“EPS”) and diluted EPS on the face of the statement of operations. Basic loss per share is computed as net loss divided by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur from common shares issuable through stock options, warrants, and convertible securities. For periods in which we incur a net loss, the effects of potentially dilutive securities would be antidilutive and would be excluded from diluted EPS calculations. For the year ended December 31, 2018 and 2017, the Company had no dilutive securities outstanding.

#### *Recent Accounting Pronouncements*

On June 20, 2018, the FASB issued ASU 2018-07—*Compensation—Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting*, which simplifies the accounting for share-based payments granted to nonemployees for goods and services. Under the ASU 2018-07, most of the guidance on such payments to nonemployees would be aligned with the requirements for share-based payments granted to employees. The Company has elected early adoption of the ASU for the year ending December 31, 2018.



The FASB issues ASUs to amend the authoritative literature in ASC. There have been a number of ASUs to date, including those above, that amend the original text of ASC. Management believes that those issued to date either (i) provide supplemental guidance, (ii) are technical corrections, (iii) are not applicable to us, or (iv) are not expected to have a significant impact on our financial statements.

### **NOTE 3: GOING CONCERN**

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. The Company has not yet commenced revenue generating activities, incurred losses from operations, and had an accumulated deficit of \$292,004 and \$0 as of December 31, 2018 and 2017, respectively. Losses are expected to continue until such time that Company can design, produce, and sell its product offerings. These matters raise substantial doubt about the Company's ability to continue as a going concern.

During the next twelve months, the Company intends to fund its operations through debt and/or equity financing.

There are no assurances that management will be able to raise capital on terms acceptable to the Company. If it is unable to obtain sufficient amounts of additional capital, it may be required to reduce the scope of its planned development, which could harm its business, financial condition, and operating results. The accompanying financial statements do not include any adjustments that might result from these uncertainties.

### **NOTE 4: PROPERTY, PLANT & EQUIPMENT, NET**

The components of property, plant and equipment, net as of December 31, 2018 and 2017, consisted of the following:

	<u>2018</u>	<u>2017</u>
Software & Hardware	\$ 5,688	\$ -
Less: Accumulated Depreciation	<u>\$ (948)</u>	<u>\$ -</u>
Property, Plant, and Equipment, Net	\$ 4,740	\$ -

Depreciation expense was approximately \$948 and \$0 for the years ended December 31, 2018 and 2017, respectively.

### **NOTE 5: INTANGIBLE ASSETS**

The components of intangible assets, net as of December 31, 2018 and 2017, consisted of the following:

	2018	2017
Organizational Fees	\$ 17,477	\$ 17,477
Patents	\$141,843	\$121,382
Trademarks	\$ 1,500	\$ -
Less: Accumulated Amortization	\$ (1,165)	\$ -
Intangible Assets, Net	\$159,654	\$138,858

Amortization expense relating to organizational costs was approximately \$1,165 and \$0 for the years ended December 31, 2018 and 2017, respectively.

If the patents are not granted, the Company will be required to write-off the capitalized costs relating to these patents as noted above, which could affect the Company's financial condition and the results of its operations.

#### **NOTE 6: COMMITMENTS AND CONTINGENCIES**

We are currently not involved with or know any pending or threatening litigation against the Company or any of its officers.

#### **NOTE 7: STOCKHOLDERS' EQUITY (DEFICIT)**

##### *Common Stock*

We have authorized the issuance of 20,000,000 shares of our common stock with par value of \$0.0001. As of December 31, 2018, the Company has issued 10,816,000 shares of our common stock.

##### *Preferred Stock*

We have authorized the issuance of 5,000,000 shares of our preferred stock with par value of \$0.0001. As of December 31, 2018, the Company has issued 0 shares of our preferred stock. The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, or without voting powers, and with such designations, preferences and relative participating, option or other rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in the Articles of Incorporation.

##### *Stock Based Compensation*

The Company authorized 50,000 shares of its common stock as stock-based compensation for consulting services of an individual. The fair value of the services provided which included such shares will vest at the rate of 1,390 shares at the end of each calendar month starting January 31, 2018 and continuing until December 31, 2020, with the final 1,350 shares vesting on January 31, 2021, provided that the consulting services continue and have not been terminated prior to any such vesting date. The stock-based compensation was recorded within design and development expense within the income statement which totaled \$8,340 and \$0 for the year ended December

31, 2018 and 2017, respectively. Note that these shares are authorized with common stock voting rights; however, none of these shares are outstanding or issued as of December 31, 2018.

#### *2017 Stock Incentive Plan*

The Company has entered into two stock option agreements as mentioned below;

**Incentive Stock Option Agreement:** On January 1, 2018, the Company granted an employee an option to purchase, in whole or in part, on the terms provided in the Company's 2017 Stock Incentive Plan (the "Plan"), a total of 20,000 shares of common stock, \$0.001 par value per share at \$0.50 per Share. The option will vest as to 25% of the original number of Shares beginning one year after the commencement date of January 1, 2018 and as to an additional 2.0833% of the original number of Shares at the end of each successive month following until the fourth anniversary of the vesting commencement date, this option will be vested for all shares. No options vested as of December 31, 2018.

**Non-statutory Stock Option Agreement:** On January 1, 2018, the Company granted a consultant an option to purchase, in whole or in part, on the terms provided in the Company's 2017 Stock Incentive Plan (the "Plan"), a total of 30,000 shares of common stock, \$0.0001 par value per share at \$0.50 per Share. The vesting period begins one year after the commencement date of January 1, 2018 with 10,000 shares vesting and as to an additional 834 shares at the end of each successive month following until the 36<sup>th</sup> month when the final 818 shares vest provided that on each such vest date the consultant remains a member of the Company's Advisory Committee. No options vested as of December 31, 2018.

The Company recognized stock option costs in the amount of \$913 and \$0 for the year ended December 31, 2018 and 2017, respectively. Note that these shares are authorized with common stock voting rights; however, none of these shares are outstanding or issued as of December 31, 2018.

#### *Contributed Capital*

The Company's founders contributed \$95,686 in additional paid-in capital to the Company during 2017 to pay for patent prosecution fees associated with its pending patents' applications and assignment of patents to the Company.

### **NOTE 8: INCOME TAXES**

On December 22, 2017, the Tax Cuts and Jobs Act ("Tax Act") was signed into law in the U.S. The Tax Act has resulted in significant changes to the U.S. corporate income tax system. These changes include a federal statutory rate reduction from 35% to 21%, the elimination or reduction of certain domestic deductions and credits, and limitations on the deductibility of interest expense and executive compensation. These changes are effective beginning in 2018 and are reflected in our financial statements.

The following table presents the current and deferred tax provision for federal and state income taxes for the year ended December 31, 2018 and 2017;

	<u>2018</u>	<u>2017</u>
Current tax provision:		
Federal	\$ -	\$ -
State	\$ -	\$ -
Total	<u>\$ -</u>	<u>\$ -</u>
Deferred tax provision:		
Federal	\$ 58,141	\$ -
State	\$ 13,204	\$ -
Total	<u>\$ 71,345</u>	<u>\$ -</u>
Valuation Allowance	<u>\$(71,345)</u>	<u>\$ -</u>
Total provision for income taxes	<u>\$ -</u>	<u>\$ -</u>

The components of our deferred tax assets (liabilities) for federal and state income taxes consisted of the following as of December 31:

	<u>Asset (Liability)</u>	
	<u>2018</u>	<u>2017</u>
Noncurrent:		
Stock options expense	\$ 231	\$ -
Net operating loss carryforwards	<u>\$ 71,345</u>	<u>\$ -</u>
Valuation Allowance	<u>\$(71,576)</u>	<u>\$ -</u>
Net deferred tax asset (liability)	<u>\$ -</u>	<u>\$ -</u>

The reconciliation between statutory income tax rate and the Company's effective income tax provision (benefit) rate for the years ended December 31, 2018 and 2017 is as follows:

	<u>2018</u>		<u>2017</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
Income tax at federal statutory rate	\$(61,214)	21.0%	\$ -	0.00%
State taxes, net of federal benefit	\$(10,431)	3.6%	\$ -	0.00%
Nondeductible stock options expense	\$ (231)	0.1%	\$ -	0.00%
Permanent Difference - Meals	\$ 300	-0.1%	\$ -	0.00%
Valuation Allowance	<u>\$ 71,576</u>	<u>-24.6%</u>	<u>\$ -</u>	<u>0.00%</u>
Income tax provision(benefit)	<u>\$ -</u>	<u>0%</u>	<u>\$ -</u>	<u>0.00%</u>

Based on federal tax returns filed, or to be filed, through December 31, 2018, we had available approximately \$289,833 in U.S. tax net operating loss carryforwards, pursuant to the Tax Cuts and Jobs Act ("Tax Act"), which assesses the utilization of a Company's net operating loss carryforwards resulting from retaining continuity of its business operations and changes within its ownership structure.



The Company is subject to tax in the United States ("U.S.") and files tax returns in the U.S. Federal jurisdiction and Florida State jurisdiction. The Company is subject to U.S. Federal, state and local income tax examinations by tax authorities for all period starting in 2017. The Company currently is not under examination by any tax authority.

#### **NOTE 9: RELATED PARTY TRANSACTIONS**

In December 2017, the Company executed two shareholder loans totaling \$37,200 with 2% annual interest rate. The proceeds from the loans were used to pay organizational costs and design and development expenses. The loans are due on demand. As of December 31, 2018, an outstanding balance on the related party loan payable of \$37,200 was included in the accompanying balance sheet, and related interest expense of \$744 was recorded in the Statement of Operations.

#### **NOTE 10: SUBSEQUENT EVENTS**

Subsequent to December 31, 2018, the Company is in process of selling common stock through a Regulation Crowd Funding ("Reg CF"). The Company has incurred \$10,000 in expenses. As part of the Reg CF, the Board of Directors adopted a resolution that the Company is authorized to issue and sell up to 2,500,00 Shares of its Common Stock for a price of \$.60 per share in a Reg CF funding.

In addition, the Company's Articles of Incorporation were amended to increase the number of Common Shares from 20,000,000 to 25,000,000 and provide that 3,000,000 of such shares be a non-voting-class called "Class NV." The Class NV shares will be offered in the Reg CF funding and the par value, dividend and liquidation and other rights of the Class NV shares shall be the same as the other shares of Common Stock except that Class NV shares shall not be entitled to a vote on any matters whatsoever and shall not be taken into account in calculating a quorum.

The Company has evaluated subsequent events that occurred after December 31, 2018 through April 1, 2019, the issuance date of these financial statements. There have been no other events or transactions during this time which would have a material effect on these financial statements.

**EXHIBIT C TO FORM C**

**PROFILE SCREENSHOTS**

*[See attached]*

This offering is not live or open to the public at this moment.



## SanMelix Laboratories

Helping You Heal with Honey



WebSite

REG CF CONSUMER PRODUCTS

Our Goal is Simple, Faster and Healthier Healing

Overview Team Terms Updates Comments

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\$0.00 raised

0 Investors 91 Days Left

\$0.60 Price per Share \$7M Valuation

Equity Offering Type \$250 Min. Investment

INVEST NOW



This Offering is eligible for the StartEngine Owner's 50% Bonus

## Reasons to Invest

- First patent pending honey-based wound dressing formulations with Antidipated FDA microbial claim
- U.S. Air force currently performing 510 (k) testing on wound dressing prototype
- Our bioactive buckwheat honey products promote faster and healthier healing

Bringing faster healthier healing to all

### OVERVIEW

## Invest in SanMelix

Using the natural healing properties of Buckwheat honey, combined with our advanced bioactive enhancements, SanMelix has created a product that aids in the healing of acute, chronic and minor wounds. With pending patents, co-created by a renowned Harvard trained podiatric physician, SanMelix's advanced bioactive wound care products can be used in a host of settings and situations. We have created over-the-counter (OTC) skin care products such as ointments and creams designed to help in the healing of minor burns, scrapes, radiodermatitis and more. Our products will also be used for advanced wound care healing in hospitals and rehabilitation centers, by physicians through the use of dressings and ointments.

We have a talented and world-renowned physician group who puts patient care first. Our goal is to improve the lives of patients and help speed up the healing process using the natural therapeutic properties that already exist in honey. Honey has been used in medicine since 8000 BC because of its unique healing

properties and with our team of doctors and scientists, we have enhanced it through the use of broad-spectrum antimicrobials. Dr. Sabacinski developed the BEECure™ dressings to help prevent the dangerous side effects and adverse drug interactions that often arise with the use of predominantly synthetic pharmaceuticals.

Dr. Sabacinski has been working in the wound care space for over thirty years, and he knows the patients' needs for a product that encourages fast wound closure and provides protection from bacteria and infection. Our mission at SanMelix is to help people. We want to give caregivers, physicians, and the general public the ability to heal using a natural product that's been used for centuries. At SanMelix, the proof is in the honey.

With the funds raised through StartEngine, we plan to complete the testing on our products as well as prepare inventory. Our first product launch will be our OTC cosmetic line. We are in negotiations with a European company to license or purchase the CE Marked formulation for our first buckwheat honey skin care product and will use the funds to help complete this arrangement.



#### THE MARKET

### The entire population requires wound care

- 50 million people annually are affected by acute and chronic ulcerations\*
- Chronic wounds affect over 5.7 million patients in the U.S. alone and are estimated to cost \$20 billion annually, thus impacting the market growth positively\*\*
- Everyday people require wound care therapies for minor cuts, scrapes, abrasions, and rashes\*\*\*
- The global bioactive wound care market was valued at \$6.9 billion in 2015 and is expected to grow at a CAGR of 6.3% through 2024\*\*

#### Sources:

\*<https://www.forbes.com/sites/genemarcial/2014/02/03/overlooked-advanced-wound-care-market-catches-attention-of-healthcare-analysts-investors/#5c53948c48a3>

\*\*<https://www.grandviewresearch.com/industry-analysis/bioactive-wound-care-market>

\*\*\*<https://medbroadcast.com/condition/getcondition/cuts-and-scrapes>

#### THE PROBLEM

### But synthetic wound care products have issues

- Potentially dangerous side effects can occur from entirely synthetic wound



care products

- There are environmental consequences to the manufacturing of chemical based products
- There are multi drug resistant super infections such as MRSA and A. baumannii\*
- Skin grafts and skin substitutes require repeated application\*\*
- There are few effective therapies for radiotherapy, laser therapy and minor thermal burns\*\*\*
- Often severe wounds can result in amputations

Sources:

\*<https://www.reuters.com/investigate/special-report/usa-uncounted-cdc/>

\*\*<https://www.ncbi.nlm.nih.gov/pmc/articles/PMC4775710/>

\*\*\*<https://www.ncbi.nlm.nih.gov/pmc/articles/PMC5677297/>

## THE SOLUTION

### Using natural products we can solve them

- SanMelex OTC formulations would be considered a first aid antibiotic/antiseptic/antimicrobial to treat minor cuts, scrapes and burns
- In vitro findings show that our honey formulations support the efficacy against MRSA and A. baumannii
- Buckwheat honey reduces scarring and inflammation related to radiotherapy, laser therapy and minor thermal burns
- Case studies illustrated accelerated healing and skin regeneration on severe limb threatening wounds
- Need for fewer applications of skin grafts and skin substitute when honey dressings are applied to graft site
- Studies have shown buckwheat honey has bactericidal activity against antibiotic-resistant pathogens\*
- Greener product in use and in manufacturing

Sources:

\*<https://www.ncbi.nlm.nih.gov/pmc/articles/PMC5326189/>

## WHAT WE DO

### We create products using Buckwheat Honey

We are focusing on the unique medicinal properties of Buckwheat Honey for tissue regeneration and accelerated healing. Our bio active buckwheat honey formulations demonstrate intrinsic healing activity with anti-microbial additives to prevent infection. Dr. Sabacinski co-invented 3 patent pending natural Buckwheat Honey BEECure™ medical devices which demonstrated superior clinical outcomes. Studies have proven that buckwheat honey has superior medicinal properties to Manuka honey and other natural remedies. Our products also have higher standardization and broader spectrum anti-microbial activity allowing them to be used on a physician level. Buckwheat honey also has higher anti-inflammatory and anti-oxidant activities than other products currently being used.

The anti-oxidant properties in Buckwheat honey assist in wound closure and help to stimulate the wound healing process. This means wounds are healing faster and better without the risk of further complications that could be a great hindrance to the lives of patients. The mix of Buckwheat honey with our patent pending formulations creates a microbial barrier to prevent life-threatening bacteria from penetrating through the dressing while it is in use. The nutrients in the honey help spur tissue regeneration because it contains large quantities of easily assimilable sugars, amino acids, vitamins, specifically vitamin C. Our products are made to heal chronic and difficult to close wounds.





## Our Products in Use

Our BEECure™ products can be used for a wide variety of skin irritations and advanced wound care. Because of the microbial barrier claim in our wound care dressings, they will be instrumental in the treatment and healing of:

- Ulcers, diabetic and otherwise
- Skin grafts
- Burns
- Trauma and triage
- And more!

We are working in tandem with Trauma Insight, who has formed a CRADA with the Air Force, to perform the \$10(k) performance and microbial barrier testing. On the battlefield, being able to dress injuries quickly and carefully while keeping bacteria out of the wound is of the utmost importance. Right now, there's an antibiotic-resistant infection that is affecting military personnel overseas. Our dressings create a barrier that will keep the wound clean even in the harshest of conditions.

*The advanced wound care MGO dressing is currently in the testing phase, and being tested by the U.S. Air Force. The radiodermatitis cream is in the testing phase for the product and packaging. All other products have not yet been created.*



## Advanced Wound Care (AWC)

BEECure™ MGO wound dressings  
BEECure™ IMelix wound dressings  
BEECure™ BMelix wound dressings



## Over The Counter (OTC)

BEECure™ RMelix (radiodermatitis)  
BEECure™ Skin Care  
BEECure™ Minor Burns  
BEECure™ DFU Cream

## HOW WE ARE DIFFERENT

### The difference is in the ingredients

Although manuka honey is the most commonly used honey-based wound treatment on the market, studies have shown that buckwheat honey has superior inherent healing properties when compared to manuka honey due to its higher anti-inflammatory and higher anti-oxidant activities. In addition, SanMelix's advanced wound care products have been fortified with antimicrobials to ensure a higher standardized and broader spectrum antibacterial activity. Our patent-pending formulations utilized in our AWC dressings permit SanMelix to launch the first bioactive honey dressing to make a microbial barrier claim in the U.S. Our

bioactive dressing will be for any wound type of any depth and severity. The dressing will prevent biofilms from forming, control wound odor, reduce pain and treatment time while being cost-effective and more environmentally sound.

Additionally, there will be improved skin and tissue regeneration and debriding action. This prevents the necessity for excess skin grafts or skin substitutes, which run the added risk of infection or rejection. Studies have shown buckwheat honey has bactericidal activity against antibiotic-resistant pathogens.

The bottom line is that our enhanced Buckwheat honey dressings and ointments are making the lives of patients and doctors easier. We are here to assist in the healing process and make a painful experience as painless as possible. We have seen firsthand the need for such products as the ones we've been creating and know that our BEECure™ products are going to be a big step forward in changing the lives of many.

Natural ingredients that reduce inflammation and rehydrate your skin



**Bisabolol**

(Matricaria Recutita)



**Willow Bark Extract**

(Cassia Syriensis)



**Rosemary Essential Oil**

(Rosmarinus Officinalis)



**Shea Butter**

(Vitellaria Paradoxa)

#### OUR TRACTION

### Securing powerful partnerships

Through our collaboration with our Contract Research Organization, Trauma Insight, we have been able to establish a collaboration with the Air Force in order to conduct pre-clinical research that will support the \$10(k) product testing. Trauma Insight builds on the lessons learned from combat casualty care delivered on the battlefield in Afghanistan and Iraq.

We are looking to continue testing our advanced wound care products to obtain \$10(k) pre-market clearance from the FDA and to continue prosecuting our pending patent for formulation applications. We are in negotiations with a European company to distribute its existing buckwheat honey CE Mark products for radio-dermatitis and laser therapy induced skin reactions and secure our main authentic raw buckwheat honey supplier.

On top of this, we are negotiating with other GMPs to contract manufacture our skin care products. We will continue to test, research and expand our products utilizing world renowned physicians and scientists.

We are thrilled about all that lies ahead for the SanMelix team and the effect our nature-based products will have on healing.



#### OUR TEAM

## A team of experts

SanMelix is proud to have some of the most experienced and widely renowned minds behind our products. Dr. Kenneth Sabacinski has worked in the advanced wound care space for over thirty years. He is a podiatric physician who started his training at Harvard Medical School and Beth Israel Deaconess Medical Center in Boston. People come from all over the world to see him for treatment of limb and life-threatening wounds including diabetic-related foot ulcers.

In addition to co-founder Dr. Sabacinski, our medical team of experts includes Dr. Jason Green, D.O., Board Certified Dermatologist, and COI (ret) George E. Peoples, MD, FACS. Dr. Green is our Advisory Board Director and is currently performing product testing of our initial CE Mark skin care product for radiodermatitis. Dr. George Peoples is the founder of Trauma Insight. Through his military career as a staff surgeon at a level I trauma center and multiple combat deployments, Dr. Peoples has extensive trauma experience and has developed close relationships with some of the most prominent military and civilian trauma and critical care physicians in the country.

Diana Sabacinski and John Kaufman also serve as directors. Diana has over 25 years of accounting experience across a swath of fields, as well as starting her career in a Big 4 CPA international accounting firm. John Kaufman is the founder of InteSec Group Fla LLC. He also founded Be Power Tech Inc. and served as its Chairman, Director, co-patent holder, and consultant. Together, the directors boast business acumen and scientific prowess and along with partnerships with other leading researchers and scientists, SanMelix is proud to have such strong and exciting leaders at the helm.



Dr. Kenneth Sabacinski



Diana Sabacinski

### NEXT STEPS

## Bringing buckwheat honey's healing power to skin care

Our skin care product line will provide honey-based ointment for a myriad of conditions like radiodermatitis, rashes, acne and much more. We are currently in the testing phase, running skin irritation and comparative performance tests. Our initial skin care product will be regulated under the United States Federal Food, Drug, and Cosmetic Act. The FDA OTC monograph program will use the patent pending formulations while using already recognized FDA products to enhance our creams and ointments.









## Meet Our Team



### Kenneth A. Sabacinski, DPM, MHS, FACFAS

Chief Medical Officer (Director)

Dr. Sabacinski is board certified and has over 30 years' clinical experience in Foot & Ankle medicine, surgery, and Ambulance. Dr. Sabacinski performed his internship, residency and fellowship training at the Beth Israel Deaconess Medical Center, Harvard Medical School, Boston, MA. During his residency at the Beth Israel Deaconess Medical Center and the Joslin Diabetes Center, he was specifically trained in the treatment of acute and chronic diabetic foot ulcers. His private practice continues to focus on wound care treatment. Dr. Sabacinski will be responsible for coordination of clinical studies and research and development. In addition, he will be responsible for presenting the products to other physicians or medical trade shows and training other physicians in the use of the products. Dr. Sabacinski is the inventor of multiple advanced wound care patents, including the SanMateo's BEECure™ wound care dressings.



### Diana Sabacinski, CPA

Chief Executive Officer/President (Director)

Mrs. Sabacinski is a Certified Public Accountant (CPA) and Certified Fraud Examiner (CFE) with more than 25 years of public accounting and Chief Management experience in the service, manufacturing, distribution, government contracting, and health care industries. She began her career at the international accounting firm of Deloitte, Hastings & Sells and Coopers & Lybrand. After obtaining her CPA license, she worked as a Vice President of Finance of a public manufacturing company. Subsequently from 1989 to 2000, she co-founded, co-owned, and operated a multi-location IT computer training organization, ExecuTrain of Florida (ETF). ETF was listed on the NASDAQ National Market in 1992, and ETF received numerous awards for revenue, growth, profitability, and quality of services. Upon sale of the company, Mrs. Sabacinski started US Associates, Inc., a consulting firm, to assist others in the development, planning, start-up, and operations of their companies. In 2012, Diana joined the firm, Hoerner, Harzog and Associates, P.A., as the Director of Advisory Services, where she provided advisory services as it relates to business forecasting and modeling, litigation support, forensic audits, regulatory compliance, mergers and acquisitions, and various consulting projects.

**John Kaufman****Director**

Mr. Kaufman has 40 years of management experience working with and for the Government, business, startups, and large-scale manufacturing. He is the founder of Inovent Group Pte Ltd. He was one of the founders and developers of Be Power Tech Inc. and served as its Chairman, Director, co-patent holder and a Consultant. Be Power Tech has developed the BeCool™, an electrolysis producing air conditioning technology. Mr. Kaufman was the co-founder of International Battery and served as its Chairman and Chief Executive Officer. International Battery manufactured Lithium-Ion cells, batteries, and systems.

**Dr. Jason Green****Director of SanMelix Advisory Board**

Dr. Jason Green, D.O., FAACO, FAAD, Board Certified Dermatologist, is the founder of Green Dermatology & Cosmetic Center in Deerfield Beach, Florida. Providing outstanding dermatological care, state-of-the-art procedures, cutting-edge technology, and personalized patient attention is his priority. Dr. Jason Green is known for providing the latest approaches to patient care. Dr. Green offers consultations for non-surgical and surgical procedures as well as anti-aging and acne treatments. Dr. Jason Green's first office, Fort Lauderdale Dermatology & Cosmetic Center opened in 2005. Given the success of this first practice, in the next two and a half years Dr. Green, in partnership, opened three more branches respectively named after their locations, Bay Harbor Dermatology & Cosmetic Center, Aventura Dermatology & Cosmetic Center, and Fort Lauderdale Dermatology.

**COL (ret) George E. Peoples,****M.D., FACS****Advisor**

Through his military career as a staff surgeon at a level I trauma center and multiple combat deployments, Dr. Peoples is the founder of Trauma Insight. He has extensive trauma experience and has developed close relationships with some of the most prominent military and civilian trauma and critical care physicians in the country. Additionally, Dr. Peoples is a Professor of Surgery at USUHS and a Professor Adjunct of Surgical Oncology at MD Anderson Cancer Center (MDACC). He is the past Chair of the Cancer Program, San Antonio Military Medical Center (SAMMC) and the past Deputy Director of the United States Military Cancer Institute. Dr. Peoples served as the Chief of Surgical Oncology at Walter Reed Army Medical Center (WRAMC) (1993-2000) and at SAMMC (2006-2014). He is a graduate of the United States Military Academy, West Point (1989) and the Johns Hopkins School of Medicine (1980). He completed his surgical training at Harvard's Brigham and Women's Hospital and during that time, also completed a postdoctoral fellowship at the Laboratory of Biologic Cancer Therapy at Harvard Medical School (1988-1990). He then completed a surgical oncology fellowship at MDACC (1990) before becoming Chief of Surgical Oncology at WRAMC.

**Allison C. Komiya, Ph.D.,****RAC****Advisor**

Allison is a former FDA reviewer who is an expert in regulatory submissions, quality systems, and bioequivalency evaluation. She started AcKranVid's Regulatory Strategies in order to serve clients who manufacture implantable and other patient-contacting medical devices. She received her Ph.D. in Neuroscience from Stanford University and her B.A. in Molecular and Cell Biology from University of California, Berkeley. She received her Regulatory Affairs Certification (RAC) in 2014. Allison has worked with clients from all around the world whose companies range from small 2-person startups to large firms with over 40,000 employees. She has worked on a diverse assortment of devices, including orthopedic devices (spine, hip, knee, and other surgical implants), bone void fillers, general purpose devices, urological devices, dental implants, in vitro diagnostic devices, wearable technology, combination products, mobile medical applications and neuro-stimulating devices.

**Offering Summary**

**Company :** SanMelix Laboratories, Inc.

**Corporate Address :** 1150 North 35th Avenue Suite 225,  
HOLLYWOOD, FL 33021

**Offering Minimum :** \$9,999.60

**Offering Maximum :** \$107,000.00

**Minimum Investment Amount :** \$249.60  
**(per investor)**

**Terms**

**Offering Type :** Equity

**Security Name :** Common Stock NV

**Minimum Number of Shares Offered :** 16,666

**Maximum Number of Shares Offered\* :** 178,333

**Price per Share :** \$0.60

**Pre-Money Valuation :** \$6,561,600.00

\*Maximum subject to adjustment for bonus shares. See Bonus info below

**Investment Bonuses**

If you invest \$500+, you will receive a 5% bonus.

If you invest \$1,000+, you will receive a 10% bonus.

If you invest \$2,500+, you will receive a 15% bonus.

If you invest \$5,000+, you will receive a 20% bonus.

**The 10% Bonus for StartEngine Shareholders**

SanMelix Laboratories, Inc. will offer 10% additional bonus shares for all investments that are committed by StartEngine Crowdfunding Inc. shareholders who invested over \$1,000 in StartEngine's own offerings.

StartEngine shareholders who invested \$1,000 or more in any StartEngine offering will receive a 10% bonus on the offering. This means you will receive a bonus for any shares you purchase. For example, if you buy 100 shares of Common Stock NV at \$0.60 / share, you will receive 110 Common Stock NV Shares, meaning you'll own 110 shares for 160. Fractional shares will not be distributed and share bonuses will be determined by rounding down to the nearest whole share.

This 10% bonus is only valid for one year from the time StartEngine Crowdfunding Inc. investors received their countersigned StartEngine Crowdfunding Inc. subscription agreement.

**Irregular Use of Proceeds**

Example - The Company might incur Irregular Use of Proceeds that may include but are not limited to the following over a \$10,000: Vendor payments.

**Offering Details**

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### Risks

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.

### Updates

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Based on our Previous interests. The broad selection of issues is based on the (1) factors within your prior investment history, such as industry sector, industry, and sector type. This selection of issues should not be taken as investment advice, and does not constitute investment advice by Starline Engine. Prior to making any investment decision, you should make your own evaluation of the merits of any particular securities offering in relation to the high level of risk inherent in investing under Regulation Crowdfunding.

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(1) Regulation A offerings (also known as "Rule A offerings"), which are offered to non-accredited and accredited investors alike. However, to offer partial or limited liability, these offerings are made through Starline Engine Crowdfunding, Inc. (2) Regulation D offerings (also known as "Rule D offerings"), which are offered only to accredited investors. No broker-dealer, funding portal, or investment advisor is involved in these offerings. These offerings are made through Starline Engine Crowdfunding, Inc. (3) Regulation Crowdfunding offerings (also known as "Rule C offerings"), which are offered to non-accredited and accredited investors alike. These offerings are made through Starline Engine Capital, LLC. Some of these offerings are open to the general public, however, there are important differences and risks. You can learn more about each type of offering.

Investment opportunities posted and accessible through the website are not offered to Canadian resident investors.

Foreign investors are strongly advised to consult their legal, tax, and financial advisors before investing. The securities offered on this site are not listed in jurisdictions where public solicitation of offerings is not permitted, or is subject to regulatory requirements. These securities are not registered in your country of residence.



## EXHIBIT D TO FORM C

### VIDEO TRANSCRIPT

VO: Over 50 million people are affected by acute and chronic, hard-to-close wounds. What if we could provide a solution to treat these types of wounds without the dangerous side effects of synthetic drugs. It's no secret honey bees and the honey they produce have a very long history in medicine, and that's why SanMelix Laboratories is introducing you to our buckwheat honey bioactive wound care solutions. (SanMelix logo & SanMelix Laboratories-Healing Honey Therapy)

On screen: Dr. Ken Sabacinski -Chief Medical Officer, SanMelix Laboratories

Ken: My life has been dedicated to caring for patients suffering from diabetic foot ulcers and hard to close wounds. From my residency at Harvard to my 30 years' experience in podiatry I've been searching for a natural treatment to help heal these patients. At SanMelix we finally found a way to combine nature and science to create our patent pending wound dressing and skin care solutions.

On screen: Diana Sabacinski -CEO, SanMelix Laboratories

Diana: We truly believe that Buckwheat honey is nature's preferred healing remedy. It's full of antioxidants which help with skin regeneration, and it's an antibacterial. You could not ask for better ingredients to heal wounds and soothe the minor burns caused by radiation therapy.

Ken: We've seen firsthand the need for the products we've been creating. We know our BEECure dressings are going to be a big step forward in changing the lives of many. Our goal is simple, faster & healthier healing.

VO: SanMelix products are made with Buckwheat honey, rather than Manuka honey.

Ken: We chose Buckwheat honey because it's been shown in numerous studies to have superior healing properties. Our bioactive wound dressings are made with an anti-microbial agent, making our products more effective for advanced wound care.

VO: Potential customers for SanMelix include patients, physicians, hospitals, medical supply companies, as well as the Department of Defense and the VA.

Diana: We decided to launch an equity crowd funding campaign to allow the public to help us heal others. We're raising the funds to test our radiodermatitis product, and we're very excited that the Airforce will be testing our advanced wound care dressings. We hope you'll join us.

On Screen: Logo Help us heal others

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On Screen: Logo Help us heal others

## STARTENGINE SUBSCRIPTION PROCESS (Exhibit E)

### Platform Compensation

- As compensation for the services provided by StartEngine Capital, the issuer is required to pay to StartEngine Capital a fee consisting of a 6-8% (six to eight percent) commission based on the dollar amount of securities sold in the Offering and paid upon disbursement of funds from escrow at the time of a closing. The commission is paid in cash and in securities of the Issuer identical to those offered to the public in the Offering at the sole discretion of StartEngine Capital. Additionally, the issuer must reimburse certain expenses related to the Offering. The securities issued to StartEngine Capital, if any, will be of the same class and have the same terms, conditions and rights as the securities being offered and sold by the issuer on StartEngine Capital's website.

### Information Regarding Length of Time of Offering

- Investment Cancellations: Investors will have up to 48 hours prior to the end of the offering period to change their minds and cancel their investment commitments for any reason. Once within 48 hours of ending, investors will not be able to cancel for any reason, even if they make a commitment during this period.
- Material Changes: Material changes to an offering include but are not limited to: A change in minimum offering amount, change in security price, change in management, material change to financial information, etc. If an issuer makes a material change to the offering terms or other information disclosed, including a change to the offering deadline, investors will be given five business days to reconfirm their investment commitment. If investors do not reconfirm, their investment will be cancelled and the funds will be returned.

### Hitting The Target Goal Early & Oversubscriptions

- StartEngine Capital will notify investors by email when the target offering amount has hit 25%, 50% and 100% of the funding goal. If the issuer hits its goal early, and the minimum offering period of 21 days has been met, the issuer can create a new target deadline at least 5 business days out. Investors will be notified of the new target deadline via email and will then have the opportunity to cancel up to 48 hours before new deadline.
- Oversubscriptions: We require all issuers to accept oversubscriptions. This may not be possible if: 1) it vaults an issuer into a different category for financial statement requirements (and they do not have the requisite financial statements); or 2) they reach \$1.07M in investments. In the event of an oversubscription, shares will be allocated at the discretion of the issuer.
- 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.
- If a StartEngine issuer reaches its target offering amount prior to the deadline, it may conduct an initial closing of the offering early if they provide notice of the new offering deadline at least five business days prior to the new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). StartEngine will notify investors when the issuer meets its



target offering amount. Thereafter, the issuer may conduct additional closings until the offering deadline.

#### Minimum and Maximum Investment Amounts

- In order to invest, to commit to an investment or to communicate on our platform, users must open an account on StartEngine Capital and provide certain personal and non-personal information including information related to income, net worth, and other investments.
- Investor Limitations: Investors are limited in how much they can invest on all crowdfunding offerings during any 12-month period. The limitation on how much they can invest depends on their net worth (excluding the value of their primary residence) and annual income. If either their annual income or net worth is less than \$107,000, then during any 12-month period, they can invest up to the greater of either \$2,200 or 5% of the lesser of their annual income or net worth. If both their annual income and net worth are equal to or more than \$107,000, then during any 12-month period, they can invest up to 10% of annual income or net worth, whichever is less, but their investments cannot exceed \$107,000.

EXHIBIT F TO FORM C

ADDITIONAL CORPORATE DOCUMENTS

*[See attached]*

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SANMELIX LABORATORIES, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JANUARY, A.D. 2017, AT 1:33 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



6281477 8100  
SR# 20170226266

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 201870551  
Date: 01-13-17

CERTIFICATE OF INCORPORATION  
OF  
SANMELIX LABORATORIES, INC.

**FIRST:** The name of the corporation is SanMelix Laboratories, Inc. (the "Corporation").

**SECOND:** The address of the registered office of the Corporation in the State of Delaware is 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, 19904. The name of its registered agent at such address is National Registered Agents, Inc.

**THIRD:** The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law

**FOURTH:** The aggregated number of shares which the Corporation shall have authority to issue is Twenty Million (20,000,000) Common Shares with a par value of \$0.0001 per share; and Five Million (5,000,000) Preferred Shares with a par value of \$0.0001 per share. The terms preferences, limitations and relative rights of the foregoing shares shall be as follows:

**A** **Common Stock**

1. **General.** The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

2. **Voting.** The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting.

**B. Preferred Stock.** The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited (including, by way of illustration and not limitation, in excess of one vote per share), or without voting powers, and with such designations, preferences and relative participating, option or other rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation or any amendment hereto

**FIFTH:** Subject to any additional vote required by the Certificate of Incorporation or Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.



**SIXTH:** Subject to any additional vote required by the Certificate of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

**SEVENTH:** Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide

**EIGHTH:** Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

**NINTH:** To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article Ninth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article Ninth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

**TENTH:** The following indemnification provisions shall apply to the persons enumerated below.

1. Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article Tenth, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board of Directors.

2. Prepayment of Expenses of Directors and Officers. The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any

Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article Tenth or otherwise.

3. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Article Tenth is not paid in full within thirty (30) days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

4. Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the Board of Directors in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the Board of Directors.

5. Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorneys' fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board of Directors.

6. Non-Exclusivity of Rights. The rights conferred on any person by this Article Tenth shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, these by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

7. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

8. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article Tenth shall not adversely affect any right or protection hereunder of any person in

respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.

**EXECUTED** this 13th day of January, 2017.



By: \_\_\_\_\_  
Paul Share, Sole Incorporator  
Law Office of Paul Share, LLC  
236 West 30<sup>th</sup> Street, Suite 5R  
New York, NY 10001-4904

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF AMENDMENT OF "SANMELIX LABORATORIES,  
INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF FEBRUARY,  
A.D. 2019, AT 3:10 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
KENT COUNTY RECORDER OF DEEDS.



6281477 8100  
SR# 20191148037

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202288590  
Date: 02-19-19



State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:10 PM 02/19/2019  
FILED 03:10 PM 02/19/2019  
SR 20191148037 - File Number 6281477

STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
  
OF  
  
SANMELIX LABORATORIES, INC.

---

SanMelix Laboratories, Inc. (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the corporation is SanMelix Laboratories, Inc.
2. The date of filing of the certificate of incorporation of the corporation with the Delaware Secretary of State was January 13, 2017.
3. The Certificate of Incorporation is hereby amended to change Article FOURTH, to increase the number of authorized Shares and create a new class of non-voting Common Stock. To accomplish the foregoing Paragraph FOURTH of the certificate of incorporation is amended to read as follows:

**"FOURTH:** The aggregated number of shares which the Corporation shall have authority to issue is Twenty-Five Million (25,000,000) Common Shares with a par value of \$0.0001 per share, of which Three Million (3,000,000) shares shall be designated as Class NV; and Five Million (5,000,000) Preferred Shares with a par value of \$0.0001 per share. The terms preferences, limitations and relative rights of the foregoing shares shall be as follows:

**A     Common Stock.**

1.     General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

2. Voting. Except for the shares of Common Stock designated "Class NV", the holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting.

3. Class NV. The par value, dividend and liquidation and other rights of the holders of the shares of Common Stock that are designated as "Class NV" shall be the same as the other shares of Common Stock except that Class NV shares shall not be entitled to a vote on any matters whatsoever and shall not be taken into account in calculating the existence of a quorum at a shareholders meeting or determining the percentage of shares voted in favor of or against any matter being voted on at any shareholders meeting.

B. Preferred Stock. The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited (including, by way of illustration and not limitation, in excess of one vote per share), or without voting powers, and with such designations, preferences and relative participating, option or other rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation or any amendment hereto."

4. That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Executed on this 19th day of February, 2019.

/S/ Diana Sabacinski

Diana Sabacinski, President