

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

Apis Cor Inc.
3060 Venture Lane #101
Melbourne, FL 32934
<http://apis-cor.com>

Up to \$3,621,492.00 in Common Stock at \$1.47
Minimum Target Amount: \$14,999.88

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.

In the event that we become a reporting company under the Securities Exchange Act of 1934, we intend to take advantage of the provisions that relate to "Emerging Growth Companies" under the JOBS Act of 2012, including electing to delay compliance with certain new and revised accounting standards under the Sarbanes-Oxley Act of 2002.

Company:

Company: Apis Cor Inc.
Address: 3060 Venture Lane #101, Melbourne, FL 32934
State of Incorporation: DE
Date Incorporated: December 19, 2019

Terms:

Equity

Offering Minimum: \$14,999.88 | 10,204 shares of Common Stock
Offering Maximum: \$3,621,492.00 | 2,463,600 shares of Common Stock
Type of Security Offered: Common Stock
Purchase Price of Security Offered: \$1.47
Minimum Investment Amount (per investor): \$249.90

*Maximum Number of Shares Offered subject to adjustment for bonus shares. See Bonus info below.

Investment Incentives and Bonuses*

Reservation Bonus (stackable)

Bonus Shares: 5 %

Loyalty Bonus (stackable)

Bonus Shares: 7%

Early Bird Time Based (not stackable)

Super Early Birds

Invest within the first 72 hours and receive 15% bonus shares

Early Bird Bonus

Invest within the next 10 days and receive 10% bonus shares

Mid-Campaign Time Based (not stackable)

Invest on 45th - 51th day of the offering and receive 7% bonus shares

Invest on 65th - 71th day and receive 5% bonus shares

Volume-Based Perks (not stackable)

\$2,500+

Online course "Fundamentals of Construction 3D Printing". Spot in the waitlist for a 3D-printed house built by Apis Cor, its affiliates, or its partners

\$10,000+

+5% share bonus

Online course "Fundamentals of Construction 3D Printing"; 30 minute Zoom meeting with the executive team.

\$25,000+

+10% share bonus

Online course "Fundamentals of Construction 3D Printing"; Join an investor dinner with founders. Lodging and traveling are not included.

\$50,000+

+15% share bonus

Online course "Fundamentals of Construction 3D Printing"; Join an investor dinner with the founders; come to see live printing of a house, scheduled at Apis Cor's discretion. Lodging and travel are not included.

*Traveling and Lodging Not Included. Zoom meeting to schedule obligations of Apis Cor. Any expenses related to travel and lodging for the meeting are the sole responsibility of the recipient.

*In order to receive perks from an investment, one must submit a single investment in the same offering that meets the minimum perk requirement. Bonus shares from perks will not be granted if an investor submits multiple investments that, when combined, meet the perk requirement. All perks occur when the offering is completed. Crowdfunding investments made through a self-directed IRA cannot receive perks due to tax laws. The Internal Revenue Service (IRS) prohibits self-dealing transactions in which the investor receives an immediate, personal financial gain on investments owned by their retirement account. As a result, an investor must refuse those perks because they would be receiving a benefit from their IRA account.

The 10% StartEngine Venture Club Bonus

Apis Cor Inc. will offer 10% additional bonus shares for all investments that are committed by investors that are eligible for the StartEngine Venture Club.

This means eligible StartEngine shareholders will receive a 10% bonus for any shares they purchase in this offering. For example, if you buy 100 shares of Common Stock at \$1.47 / share, you will receive 110 shares of Common Stock, meaning you'll own 110 shares for \$147. 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 during the investors' eligibility period. Investors eligible for this bonus will also have priority if they are on a waitlist to invest and the company surpasses its maximum funding goal. They will have the first opportunity to invest should room in the offering become available if prior investments are canceled or fail.

Investors will receive the highest single bonus they are eligible for among the bonuses based on the amount invested and time of offering elapsed (if any). Eligible investors will also receive the Venture Club bonus, Reservation Bonus, and Loyalty Bonus in addition to the aforementioned bonus.

The Company and its Business

Company Overview

Apis Cor Inc. ("Apis Cor" or the "Company") is a robotics technology design and manufacturing company. The Company was formed with the purpose of designing and developing the underlying robotics and construction materials to 3D print full-scale concrete single-family style houses (collectively, the "Technology" or "Structural 3D Printing Technology").

Additive manufacturing, or 3D printing, is a process whereby a material is deposited one layer at a time to create a three-dimensional structure. Over the past 20 years, 3D printing has revolutionized the manufacturing world, providing a cheaper and more efficient way to create prototypes and test designs. Apis Car is bringing 3D printing to building structures.

Structural 3D printing allows developers to build faster, cheaper, and more consistently.

The intention of the Company is to provide advanced Structural 3D Printing Robotics and durable 3D Print Materials to developers and homebuilders to reduce the costs of building. Structural 3D printing will enable construction companies to decrease labor costs, increase productivity, and enhance the quality of the building itself through consistency between structures.

History of the Business

Apis Cor Inc. is a Delaware Corporation incorporated on December 19, 2019. The Company used to operate under a prior entity, Apis Cor Engineering LLC, a Maryland limited liability company formed on September 29, 2016.

Since its inception, the Company has been mainly conducting research and development and product improvement activities regarding Technology as well as delivering commercial projects for a limited number of selected customers. In 2022, the Company formed a 100% subsidiary entity, Apis Cor Construction LLC formed in the State of Florida. The purpose of the business of Apis Cor Construcion LLC is to provide services of 3D printing wall structures in the USA using the Technology as a part of the Company's market penetration strategy. In 2023, the Company began commercializing by initiating its first sales of 3D printers and, accepting \$3,000 reservations for Construction 3D printers. In cooperation with a local General Contractor, Apis Cor started construction of their model house, a fully permitted residential house. In 2023, the Company expanded its manufacturing space in Melbourne, FL, by renting additional space and purchasing CNC machinery and tools. Additionally, the Company constructed and began operating a prototype of their batch plant to produce 3D printing materials.

The Company's Products and Services

Apis Cor Inc. is a robotics technology design and manufacturing company. The Company was formed with the purpose of designing and developing the underlying robotics and construction materials to 3D print full-scale concrete single-family style houses and other structures.

The Company's products and services derive directly from the 3D printing process, which enables real estate developers and the construction industry, just like others in the manufacturing sector the following benefits:

- (1) Increased productivity and fast construction process;
- (2) Better and constant quality including a drastic reduction of human error which cuts off the cost for fixing the errors and post-finishing works;
- (3) Significant reduction of reliance on human labor on job sites causing an unprecedented ability to scale the development process;
- (4) Marked increase in freedom in design for any structure. Less limitation on prefabricated materials such as cinderblocks;
- (5) Marked reduction in the cost of construction through cutting the need for human labor costs.

Modern construction cannot keep up with the growing demand because construction mainly relies on manual labor which:

The US Census Bureau's 2018 Survey of Construction found the average stick-built house takes 7.7 months to construct. This includes about one month for building authorization and permits, followed by 6.7 months of actual construction. Note that this timeline refers to houses built for sale, such as custom homes in a new housing development. Homes built by the homeowners themselves took considerably longer, at 12.5 months, likely due to less experience and smaller crews.

In contrast, the Company's Structural 3D Robotic Printers do not require a large crew to operate, and are capable of building the walls of a 2,300 SF house in about 40 hours which may drastically reduce the overall construction to 2-3 months (the remaining parts like roofing, windows and finishing are still done traditionally).

Nationally, the United States is facing a shortage of more than 7.2 million affordable homes, with over 500,000 people experiencing homelessness on any given night. Due to a lack of skilled labor, the construction industry simply cannot keep up with the growing demand. The Company's Structural 3D Printing Technology provides an optimal solution to fill the national shortage gap by delivering more houses without filling a human's role.

Sources:

<https://nlihc.org/news/us-has-national-shortage-more-72-million-affordable-available-rental-homes-families-most-need>

<https://www.forbes.com/sites/niallmccarthy/2016/11/25/the-u-s-cities-where-the-largest-homeless-pop-infographic/?sh=25ee9caa4dde>

Competitors and Industry

Principal Market and Distribution of the Company's Products and Services

The Company has adopted an equipment leasing strategy with respect to the Structural 3D Robotic Printers, and a material sale strategy with respect to the 3D Print Material(s). In addition to these two revenue streams, the Company will provide technical assistance and customer support for its Customers. In 2023, the Company added the direct sales of the Structural 3D Robotic Printers.

The Company plans to distribute the "Apis Cor University" training and promotional materials through its website. The Company does intend to generate revenues from Apis Cor University.

The Company intends to host in-house workshops showcasing its equipment in action through live printing at the Company Headquarters in Melbourne, FL. Such workshops have been in high demand since 2021, and the Company hosted 10 sessions in 2023 as a marketing activity to engage potential customers. The Company plans to continue this initiative and expand it to a larger scale, showcasing live printing of houses.

Target Customers and Market

The Company's target customers (the "Customers") include, but are not limited to, the low-rising residential construction companies, contractors, subcontractors, homebuilders, and real estate developers in the United States. Due to the agility of Apis Cor's structural 3D Robotic Printers, which feature compact dimensions, extreme mobility, ease of transport, deployment, and operation, the Company's target market is not limited to single-family or tiny homes. Larger structures of almost any square footage, such as storage facilities, malls, and retail stores, can also be built using the Company's technology.

The Customers the Company will be marketing to are those who build multiple units within a single development including, but not limited to, residential housing projects/subdivisions (50+ units annually). The Customers will generally have previously built masonry and wood-framed single-family residences, luxury residences, and middle-class residences.

In 2018, approximately 876,000 single-family homes were built, and 920,000 in 2020. Within the United States, there are 200 home builders who build from 150 to 58,434 units annually and there are 178,619 companies classified as General

Contractors-Single-Family Houses in this industry in the USA.

<https://www.statista.com/statistics/192190/single-family-building-by-us-region-2010/>

<https://www.builderonline.com/builder-100/builder-100-list/2020/>

<https://siccode.com/sic-code/1521/contractors-single-family-houses>

Competitive Advantages

There are a handful of companies with a strong presence and positive track record in the 3D printing construction market. However, most of these competitors use bulky equipment and expensive methods. Because of this, the competitors do not provide a service that achieves significant cost savings relative to traditional construction.

Unlike Apis Cor, most competitors utilize existing equipment like gantry printers, which have many additional site costs, transportation costs, operation costs, maintenance costs, and setup costs. Gantry printers are massive and require an additional slab apron or concrete footer to be constructed to support the weight of the printer. Based on the Company's estimation, a gantry printer requires a team of about 4-10 people to assemble and disassemble, 2-3 semi-trucks to transport, a crane, and a tedious leveling and calibration procedure which can take about a week in total, adding up to \$10,000 in cost. Transporting Apis Cor's printing equipment only requires a pick-up truck and a small, flatbed trailer. Apis Cor's printer "Frank" and pump mixer "Gary" are self-driving and once on-site, they can begin printing in 30 minutes; no assembly/disassembly is required. This continuous set-up and breakdown of large gantry printers typically accelerate the depreciation of the equipment, making the printer expensive to own and maintain on average. Gantry printers usually require a large crew to operate (5+ people), mix and load material, and frequently clean the system. Apis Cor's printing equipment only requires one to two operators and self-cleans. Additionally, Gantry printers limit the size and shape of the printed house, because a gantry printer must be larger than the home it is going to build. For a larger building, you need a larger gantry printer - the transportation and setup costs for such large equipment will likely increase substantially. In contrast, due to mobility, transportability, ease of use, and deployment of Apis Cor's Frank and Gary, the Company's system is designed to be more scalable and economically feasible for construction companies. For example, Apis Cor's 3D printing Equipment can 3D print walls for buildings of nearly unlimited sizes and square footage thanks to Apis Cor's 3D printing Equipment's ability to print buildings in multiple sections. Apis Cor demonstrated this concept by printing the largest 3D-printed building on Earth, which, to our knowledge, remains the Guinness World Record. It unlocks the wider market for Apis Cor - larger commercial buildings up to 3 floors.

Apis Cor's advantage is the unique design of the Structural 3D Robotic Printers which feature true mobility and compact dimensions causing the Technology to be easy to use and very scalable. The mobility of the equipment allows the Technology to print houses of any square footage, as the Structural 3D Robotic Printers can be easily moved along a whole construction area. No other current 3D construction technology matches this capability.

Our technology is protected with 4 granted patents and multiple patent applications;

We also have advanced material that was successfully used in different climate zones - Dubai, Boca Chica TX, Missouri and for NASA competition which set the highest bar for material quality, durability, and physical properties.

<https://www.guinnessworldrecords.com/world-records/397929-largest-3d-printed-structure>

Current Stage and Roadmap

Synopsis of the Company's Structural 3D Printing Technology

The Company has invented and developed three main technologies for Structural 3D Printing. The primary technology is the Structural 3D Robotic Printer "Frank". The secondary, yet just as crucial is the proprietary 3D Print Material(s), which provides the raw material for the walls of the structure. The third major technology is the 3D Print Material mixing and pumping unit "Gary". The Company will supply its customers with all of these Technologies through equipment lease arrangements and direct sales.

Structural 3D Robotic Printers "Frank"

Apis Cor has invented and developed robotics equipment to 3D print full-scale walls on various structure types, including full-scale houses, using proprietary cementitious materials. The current Structural 3D Robotic Printer "Frank" design weighs approximately 2,900 pounds, has the ability to print up to three floors, and only takes 30 minutes to set up. "Frank" can be set up by two persons and is controlled by a tablet such as an iPad. "Frank" printing arm comes equipped with a Company-designed smart spatula installed on the printing nozzle's end. The proprietary design prevents the "sausage" effect common to other structural 3D printers, eliminating the need for long and costly finishing processes.

The Structural 3D Robotic Printer "Frank" is mounted on tracks and includes a four-point leveling system. This ensures that the Printer is able to move around the printed structure and deposit the material in a level and consistent manner.

The Company intentionally made the Structural 3D Robotic Printer extremely mobile. Small enough to fit onto a flatbed

trailer hauled with a standard pickup truck. Because of this, the Structural 3D Robotic Printer can be moved all around the job site. The only restriction to the printed structure's size is the area of the development site itself. Using the Structural 3D Robotic Printer's continuous track mobile platform, the Printer can reposition itself when a layer is complete and continue depositing 3D Print Material in a matter of minutes. This compact size increases the accessibility of 3D-printed structures to a greater number of developers. Additionally, the setup does not require cranes or heavy machinery. The rugged lightweight design means the Structural 3D Robotic Printer can travel over any surface including sand, grass, and gravel.

In addition to decreased labor and opportunity costs normally associated with construction, the Structural 3D Robotic Printer allows for an immeasurable amount of consistency between structures. The Company has essentially invented a skilled robot equipped with precise dosage devices and sophisticated algorithms to ensure repeatable builds with machine accuracy.

3D Print Materials

While concrete is the construction industry standard, its use poses myriad problems within 3D printing applications. The Company, therefore, has developed proprietary printing material(s) that would flow easily through the Mix and Pump Machine and the Structural 3D Robotic Printer's extruder without slumping - while still bonding between layers, curing quickly, and maintaining its layer shape. The end product is a dry mortar with aggregates pre-mixed in the proper ratio, delivering perfect results every time with no guesswork.

By means of the Company's equipment, the cementitious material is distributed layer-by-layer forming the walls. The material itself is manufactured by the Company and will exclusively be sold through the Company.

The Company intends to manufacture several types of 3D Print Materials for different uses and applications.

3D Structure Printing Design

When referring to the "3D Structural Printing Design" within this Offering Circular, it includes the proprietary shape of the walls and methodologies employed by the Company in printing any structure. The term is inclusive in that the Company has more than one Design for structural elements (walls).

The 3D Structural Printing Design employs a Company-designed shape designed to emulate Concrete Masonry Units ("CMU(s)") also known as cinderblocks. CMUs are the gold standard for resilient construction because they are independently stable and allow for reinforcement with reinforcing bars ("rebar(s)") and other stabilization/reinforcement methods. The Company has designed the 3D Structure Printing Design to emulate CMUs with respect to the ability to sustain stability independently and with reinforcement. Additionally, the Company's Structure Design allows for mechanical, electrical, and plumbing components to be seamlessly included in the structures.

Apis Car's 3D-printed walls are virtually identical to CMU construction walls in both form and function. This enables the 3D Structural Printing Design to:

- Conform with existing CMU-based building codes
- Resist wind, water, fire, mold, and pests
- Simplify integration with plumbing, electrical, mechanical and finishing work

The 3D Structural Printing Design was developed by Company engineers to simplify the necessary structural calculations such that the design complies with local building codes that incorporate and are based on the use of CMUs. The Company's 3D material reaches the ability to withstand 3,627 psi of vertical pressure after 28 days of curing, exceeding construction code standards for CMUs. The 3D Structural Printing Design conforms with the International Building Code for masonry construction - which many regional/local building codes adopted and incorporate. In 2023, the Company designed its second 3D Structural Printing Design, featuring an optimized shape and reduced amount of material, while still conforming structurally to CMU wall design standards. The Company envisions this new 3D Structural Printing Design as a significant competitive advantage of their technology, aiming to substantially increase the scalability of the business and gain a significant market share and customer base.

Mixing and Pump Machine for 3D Printing Structural Material "Gary"

The Company has also developed a proprietary 3D print material delivery system specific to the Company's 3D Printing Robot, "Gary". The inclusion of the mixer to the whole system reduces labor time significantly by reducing the need to mix the concrete or structuring materials by hand on the job site. The mixer will mix the correct ratio of materials and pump it to the 3D Printing Robotics. In 2023, the Company unveiled Gary 2.0 – the second generation of the mixing and pump unit "Gary", designed after extensive testing on two construction projects and in-house testing. Gary 2.0 incorporates essential improvements to make the printing process more consistent and the cleaning process almost hands-free. Gary 2.0 is the initial commercial version that will go into manufacturing.

Company Bulk Trucks "Mary"

The Company also redesigned the existing Bulk Trucks to deliver the perfect blend of dry print material in a sealed container to the construction site. Transportation of the 3D Printing Structural Material requires a sealed container to avoid exposure of the material to humidity and achieve the reduction of cost to transport the material. Dry 3D print material is automatically and directly pumped out of the Bulk Truck into the Mixing and Pump Machine where the material is mixed with water. No extra silos, storage containers, and no extensive manual work to unload tons of 3D print material is required. The Company successfully tested and used its first redesigned Bulk Truck "Mary" on several projects.

Status of the Apis Car Products

The Company has announced all of the above-named products to the public through the Company website (www.apis-cor.com). All of the Technologies are past the "proof of concept" prototype stage. The designs are now being optimized for the production stage. The Company will use the Proceeds of this Offering to continue research and development and product development activities for the underlying Technologies. This research and development process will continue throughout the life of the Company, but the ratio of funds devoted to research and development will decrease as funds devoted to marketing, manufacturing, and scaling activities increase. The Company's Technologies are essentially fully deployable as of the date of this Offering document, however, the Company will devote time and Proceeds to expand manufacturing capabilities, including minor alterations of the Technologies to achieve manufacturing scaling and efficiency. This will require a material investment of the Proceeds and Company assets to achieve the intended scaling capacity.

Planned Road Map

With the ultimate goal of steadily increasing the number of 3D printers to scale the technology and business, the Company then intends to: 1) keep pushing its commercialization plans by increasing sales of equipment, printing more houses with selected customers, and showcasing the live printing process of such houses; 2) increase manufacturing capabilities to meet the growing demand for the Company's products; 3) continue investing in product development and R&D to maintain technological advancement.

The Team

Officers and Directors

Name: Anna Cheniuntai

Anna Cheniuntai's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- Position: COO, Co-Founder and Director
Dates of Service: March, 2020 - Present
Responsibilities: (1) Directing the Operations of the Company; (2) Directing day-to-day affairs of the Company; (3) Implementing business and sales strategies; (4) Finding, recruiting, vetting key employees including new Executive Officers and Significant Employees. Annual salary is 162,000. No additional equity compensation.

Other business experience in the past three years:

- Employer: Apis Cor Engineering LLC
Title: Co-founder
Dates of Service: March, 2016 - March, 2020
Responsibilities: Co-founder

Name: Nikita Cheniuntai

Nikita Cheniuntai's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- Position: Founder, CTO and Director
Dates of Service: December, 2019 - Present
Responsibilities: (1) Product Development and Design (including software and hardware); (2) Design and direction of the Technology; (3) Building technical team; selecting the key employees and C-Suite officers related to technology side of the business; (4) Setup manufacturing processes; determining fabrication and manufacturing processes, approaches and technologies; (5) Determining key vendors and suppliers; (6) Driving Technology and product development strategy. The annual salary is \$70,293.60. No additional equity compensation.

Other business experience in the past three years:

- Employer: Apis Cor Engineering LLC
Title: CEO and Founder
Dates of Service: September, 2016 - March, 2020
Responsibilities: Running day-to-day operations, technology development, business development, and engineering.

Name: Trevor Ragno

Trevor Ragno's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- Position: Director of Construction Technologies
Dates of Service: September, 2021 - Present
Responsibilities: Research, develop, and implement emerging and current applied construction technologies for construction 3D printing processes; Development of educational content and information needed to demonstrate the integration of 3D printing with conventional construction technologies; salary is \$54,000 gross annually. Equity compensation is 1,511,244 restricted common shares vested by 10/01/2025 and 1,322,337 restricted common shares vested by 1/24/2025.

Other business experience in the past three years:

- Employer: Apis Cor Inc
Title: Chief Revenue Officer
Dates of Service: April, 2021 - September, 2021
Responsibilities: Increase company revenue through all available and potential channels; developing the strategies, procedures and business processes to execute such revenue channels.

Other business experience in the past three years:

- Employer: Aeronyde Corporation
Title: Chief Real Estate Officer, Partner
Dates of Service: April, 2016 - Present
Responsibilities: Develop a global network of UAV nesting systems to autonomously charge, dispatch and service large fleets of UAV (drones) at the edge.

Name: Lawrence Wojcik

Lawrence Wojcik's current primary role is with Self Employed. Lawrence Wojcik currently services 5 hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

- Position: Fractional CFO
Dates of Service: May, 2024 - Present
Responsibilities: Primary responsibility for the planning, implementation, and management of financial activities and controls to advance and support rapid growth initiatives, under the supervision and guidance of the CEO.
Development of processes for financial forecasting and budgets, and overseeing the preparation of financial reporting.

Other business experience in the past three years:

- Employer: Self Employed
Title: Consulting CFO
Dates of Service: April, 2024 - Present
Responsibilities: Providing in-depth financial planning and analysis in support of informed financial and operational decision-making. Assisting a company with due diligence activities, if needed.

Other business experience in the past three years:

- Employer: Joseph P. Addabbo Family Health Center
Title: Chief Financial Officer
Dates of Service: June, 2021 - March, 2024

Responsibilities: Kept and maintained records of accounts of the properties and business transactions of the company, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and shares.

Other business experience in the past three years:

- Employer: Independent CFO Consultant
Title: Consultant
Dates of Service: October, 2017 - March, 2022
Responsibilities: Provided accounting, financial, bookkeeping, and filing advice

Name: Stefan Safko

Stefan Safko's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- Position: CEO
Dates of Service: October, 2024 - Present
Responsibilities: All responsibilities related to the CEO role, i.e. being the most senior executive oversee all aspects of the company operations. \$75,000 annual salary + stock.

Other business experience in the past three years:

- Employer: Luminar Technologies
Title: Head, Mapping (Business Development)
Dates of Service: June, 2022 - July, 2023
Responsibilities: Joined as the CEO of acquired company (Civil Maps). Made sure our company was successfully integrated with the acquirer and that the combined product was a success.

Other business experience in the past three years:

- Employer: Solstice Research, Inc. (dba Civil Maps)
Title: President and CEO
Dates of Service: February, 2017 - June, 2022
Responsibilities: Ran the company in all aspects as a CEO

Other business experience in the past three years:

- Employer: Sacardus Properties
Title: Managing Partner
Dates of Service: January, 2014 - Present
Responsibilities: Sacardus Properties is a real estate investment vehicle that Safko oversees.

Other business experience in the past three years:

- Employer: Wingz
Title: Board Member
Dates of Service: January, 2021 - Present
Responsibilities: Independent Board Member working with the CEO on the transformation of Wingz's core business and strategy.

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 the “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 securities 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 research thoroughly any offering before making an investment decision and consider all of the information provided regarding the Company as well as the following risk factors, in addition to the other information 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, financial, 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 its projections. There can be no assurance that the Company will be able to find sufficient demand for its product or service, that people think it’s a better option than a competing product or service, or that we will be able to provide a product or service at a level that allows the Company to generate revenue, make a profit, or grow the business.

Any valuation is difficult to assess

The valuation for the offering was established by the Company. Unlike listed companies that are independently valued through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess, may not be exact, and you may risk overpaying for your investment.

The transferability of the Securities you are buying is limited

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 the securities you purchase. More importantly, there are a limited number of established markets for the resale of these securities. As a result, if you decide to sell these securities in the future, you may not be able to find, or may have difficulty finding, a buyer, and you may have to locate an interested buyer when you do seek to resell your investment. The Company may be acquired by an existing player in the industry. However, that may never happen or it may happen at a price that results in you losing money on this investment.

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 are limited established markets for these securities. 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 same or a similar industry. However, that may never happen or it may happen at a price that results in you losing money on this investment.

The Company may undergo a future change that could affect your investment

The Company may change its business, management or advisory team, IP portfolio, location of its principal place of business or production facilities, or other change that may result in adverse effects on your investment. Additionally, the Company may alter its corporate structure through a merger, acquisition, consolidation, or other restructuring of its current corporate entity structure. Should such a future change occur, it would be based on management’s review and determination that it is in the best interests of the Company.

Your information rights are limited with limited post-closing disclosures

The Company is required to disclose certain information about the Company, its business plan, and its anticipated use of proceeds, among other things, in this offering. Early-stage companies may be able to provide only limited information about their business plan and operations because it does not have fully developed operations or a long history to provide more disclosure. The Company is also only obligated to file information annually regarding its business, including financial statements. In contrast to publicly listed companies, investors will be entitled only to that post-offering information that is required to be disclosed to them pursuant to applicable law or regulation, including Regulation CF. Such disclosure generally requires only that the Company issue an annual report via a Form C-AR. Investors are generally not entitled to interim updates or financial information.

Some early-stage companies may lack professional guidance

Some companies attribute their success, in part, to the guidance of professional early-stage advisors, consultants, or investors (e.g., angel investors or venture capital firms). advisors, consultants, or investors may play an important role in a company through their resources, contacts, and experience in assisting early-stage companies in executing their business plans. An early-stage company primarily financed through Regulation Crowdfunding may not have the benefit of such professional investors, which may pose a risk to your investment.

If the Company cannot raise sufficient funds it will not succeed

The Company, is offering Common Stock in the amount of up to 5,000,000 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's 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 that 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.

The amount raised in this offering may include investments from company insiders or immediate family members. Officers, directors, executives, and existing owners with a controlling stake in the company (or their immediate family members) may make investments in this offering. Any such investments will be included in the raised amount reflected on the campaign page.

We may never have an operational product or service

It is possible that there may never be an operational Construction of 3D printers or services of 3D printed walls 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/members/creditors.

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

Developing new products and technologies can be a complex process that involves significant risks and uncertainties. Technical challenges, design flaws, manufacturing defects, and regulatory hurdles can all impact the success of a product or service. 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.

Supply Chain and Logistics Risks

The availability of raw materials, transportation costs, and supply chain disruptions can all impact the ability to manufacture and distribute products or services, leading to lost revenue or increased costs. Products and services that are not available when customers need them can lead to lost sales and damage to the brand's reputation.

Quality and Safety of our Product and Service

The quality of a product or service can vary depending on the manufacturer or provider. Poor quality can result in customer dissatisfaction, returns, and lost revenue. Furthermore, products or services that are not safe can cause harm to customers and result in liability for the manufacturer or provider. Safety issues can arise from design flaws, manufacturing defects, or improper use.

Minority Holder; Securities with Voting Rights

The Common Stock that an investor is buying has voting rights attached to them. However, you will be part of the minority

shareholders of the Company and therefore will have a limited ability to influence management's decisions on how to run the business. 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 securities as a minority holder, and therefore must trust the management of the Company to make good business decisions that grow your investment.

This offering involves "rolling closings," which may mean that earlier investors may not have the benefit of information that later investors have.

Once we meet our target amount for this offering, we may request that StartEngine instruct the escrow agent to disburse offering funds to us. At that point, investors whose subscription agreements have been accepted will become our investors. All early-stage companies are subject to a number of risks and uncertainties, and it is not uncommon for material changes to be made to the offering terms, or to companies' businesses, plans, or prospects, sometimes with little or no notice. When such changes happen during the course of an offering, we must file an amendment to our Form C with the SEC, and investors whose subscriptions have not yet been accepted will have the right to withdraw their subscriptions and get their money back. Investors whose subscriptions have already been accepted, however, will already be our investors and will have no such right.

Our new product could fail to achieve the sales projections we expect

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 that 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 competing against other recreational activities

Although we are a unique company that caters to a select market, we do compete against other recreational activities. Our business growth depends on the market interest in the Company over other activities.

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

Apis Cor Inc. was formed on December 19, 2019. 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. Apis Cor Inc. has incurred a net loss and has had limited revenues generated since its 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 Apis Cor Technology 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 peoples 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 are an early stage company operating in a new and highly competitive industry

The Company operates in a relatively new industry with a lot of competition from both startups and established companies. As other companies flood the market and reduce potential market share, Investors may be less willing to invest in a company with a declining market share, which could make it more challenging to fund operations or pursue growth opportunities in the future.

Intense Market Competition

The market in which the Company operates may be highly competitive, with established players, emerging startups, and potential future entrants. The presence of competitors can impact the company's ability to attract and retain customers, gain market share, and generate sustainable revenue. Competitors with greater financial resources, brand recognition, or established customer bases may have a competitive advantage, making it challenging for the Company to differentiate itself and achieve long-term success.

Vulnerability to Economic Conditions

Economic conditions, both globally and within specific markets can significantly influence the success of early-stage startups. Downturns or recessions may lead to reduced consumer spending, limited access to capital, and decreased demand for the company's products or services. Additionally, factors such as inflation, interest rates, and exchange rate fluctuations can affect the cost of raw materials, operational expenses, and profitability, potentially impacting the company's ability to operate.

Uncertain Regulatory Landscape

Due to the unestablished nature of the market the business operates within, the potential introduction of new laws or industry-specific standards can impose additional costs and operational burdens on the company. Non-compliance or legal disputes may result in fines, penalties, reputational damage, or even litigation, adversely affecting the company's financial condition and ability to operate effectively.

We have existing patents that we might not be able to protect properly

One of the Company's most valuable assets is its intellectual property. The Company owns several trademarks, copyrights, Internet domain names, and trade secrets. 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.

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

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.

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.

Economic and market conditions

The Company's business may be affected by economic and market conditions, including changes in interest rates, inflation, consumer demand, and competition, which could adversely affect the Company's business, financial condition, and operating results.

Force majeure events

The Company's operations may be affected by force majeure events, such as natural disasters, pandemics, acts of terrorism, war, or other unforeseeable events, which could disrupt the Company's business and operations and adversely affect its financial condition and operating results.

Adverse publicity

The Company's business may be negatively impacted by adverse publicity, negative reviews, or social media campaigns that could harm the Company's reputation, business, financial condition, and operating results.

The Company is an early stage company and have not generated any profits since inception. Since the Company has been exclusively conducting research and development activities regarding the Company's Technology and has not generated significant revenue as of the date of this Offering Circular, the Company may not be able to succeed as a business without additional financing. The Company has incurred losses from operations and has had negative cash flows from operating activities since its inception. Its current operating plan indicates that Apis Cor will continue to incur losses from operating activities given ongoing expenditures related to the implementation of the Technology. Without sufficient additional funds, the Company's ability to continue is a going concern for the next twelve months and is dependent upon the Company's ability to raise the necessary funds from Investors to meet financial obligations.

If the Company is unable to raise the capital requirements identified in this Offering Document, it is unlikely that it will be able to continue as a going concern.

The Company's auditors have issued a "going concern" opinion. The Company's ability to continue as a "going concern" is dependent on many factors, including, among other things, its ability to raise the necessary capital to fund its operations as identified in this Offering, growth in product production, and improved operating margins. If the Company is unable to achieve these goals, its business would be jeopardized and the Company may not be able to continue. If the Company ceased operations, it is likely that all of its investors would lose their investment.

The Company's Technology may never be commercially accepted by the market

It is possible that the intended market and customers may not generally accept the Company's Technology due to its novelty. It is possible that the failure to market the Technology is the result of a change in business model due to the Company making a determination that the business model needs to be changed, or some other external factor not in the Company's control. Even though the Board will make an effort to steer the Company towards success, the Company cannot guarantee that any changes to the business model will be in the best interest of the Company and its Shareholders.

Developing new products and technologies entails significant risks and uncertainties, including if the Technology does not meet the Company's projected performance goals, or if unforeseen development costs are incurred and Apis Cor's cost estimates are understated.

The Company is currently in the research and development stage and has only manufactured prototypes for the Technology. Delays or cost overruns in the development of the Technology and failure of the such to meet anticipated 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 the performance success of the Technology and the results of operations.

The 3D printing Technology could fail to achieve the sales projections expected.

The growth projections are based on the assumptions that the Company's 3D Printing Technology can be successfully industrialized, manufactured, sold and supported. The Company assumes that the research, development, and design process will be successful in developing strategic partnerships that will financially support the development of the Technology. It is possible that the Technology 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 the investment.

The loss of one or more of Apis Cor's key personnel, could harm the Company's operations.

The Company currently depends on the continued services and performance of key members of its management team. The loss of key personnel from disability, death, or attrition could disrupt operations and have an adverse effect on the operational success of the business.

Costs may grow more quickly than the Company's revenues, harming the business and profitability.

Delivering the Apis Cor's products is costly because of the upfront research and development expenses to get a functional, safe, and marketable Structural 3D Printer Technology to market. Furthermore, the technical and specialized nature of the Company's products may result in a higher demand for more specialized and skilled, and therefore more expensive, employees. The Company expects operational expenses to continue to increase in the future as the Technology expands and there is a need to hire additional employees. Projected expenses and/or the time to market may be greater than anticipated and any capital investments intended to make the business more efficient may not be successful. In addition, the Company

may need to increase marketing, sales, and other operating expenses in order to grow and expand its operations and to remain competitive. Increases in costs may adversely affect the Company's business and profitability.

The Company relies on third parties to provide services essential to the success of the business. Unavailability of engineers and technicians to support development efforts could cause disruptions in the business.

The Company relies on third parties to provide a variety of essential business functions, including manufacturing, systems integration specialists, marketing, proposal drafting, distribution, and other partners. Quality and timeliness of parts manufacturers is critical to Apis Cor's ability to build prototypes for development and internal testing. The Company intends to use the manufacturing licensees, systems integrators, OEMs, and distributors for the manufacturing and distribution of the Company's products. Discussions with some of those industry players are currently in the early stages. 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 the Company will experience delays, defects, errors, or other problems with their work that will materially impact operations and the Company may have little or no recourse to recover damages for these losses. A disruption in these third parties' operations could materially and adversely affect the business. As a result, any investment could be adversely impacted by the Company's reliance on third parties and their performance.

The Company depends on large industrial partners as customers.

The Company may not be able to consummate such strategic partnering agreements with developers and go-to-market partners, which could seriously limit or delay the projected revenue growth and profitability.

The Company's business, including costs and supply chain, is subject to risks associated with sourcing and manufacturing. In the event of a significant disruption in the supply of the raw materials used in the manufacture of the Company's products, Apis Cor might not be able to locate alternative suppliers of materials of comparable quality at an acceptable price.

The Company will face significant market competition, which could adversely affect the Company's results of operations and financial condition

The industry in which the Company operates in general is subject to intense and increasing competition. Some of its competitors may have greater capital resources, facilities, and diversity of product lines, which may enable them to compete more effectively in this market. The Company's competitors may devote their resources to developing and marketing products that will directly compete with its product lines. Due to this competition, there is no assurance that the Company will not encounter difficulties in obtaining revenues and market share or in the positioning of its products. There are no assurances that competition in its respective industry will not lead to reduced prices for its products. If the Company is unable to successfully compete with existing companies and new entrants to the market this will have a negative impact on its business and financial condition.

Local regulation and evaluation challenges may delay the start or completion of the development of the Company's properties, increase expenses or limit project building and other activities.

The Company's projects may be subject to government regulations in the jurisdictions in which they operate. A system of model building codes is adopted by local jurisdictions who have the authority to enforce construction regulations. The International Building Code ("IBC") is the predominant code in the United States. IBC Section 104.11 allows for the integration of new construction products, systems, and technologies not explicitly described in the code itself, permitting manufacturers to demonstrate that these products are compliant with the intent of the code. There are no provisions for 3D printed construction in the IBC, but acceptance criteria has been developed. This may affect the Company's ability to sell the Company's products and may negatively affect Company revenues.

Government regulation could negatively impact the business.

Due to the potential wide geographic scope of the Company's operations, the Company could be subject to regulation by political and regulatory entities throughout the world. The Company may incur increased costs necessary to comply with existing and newly adopted laws and regulations or penalties for any failure to comply. The Company's sales could be adversely affected, directly or indirectly, by existing or future laws and regulations relating to its products or industry. For example, as building projects will cross many differing municipal and state jurisdictions, the Company could be faced with myriad regulations from these jurisdictions as well as the federal government. The Company will need to comply with all government regulations which the Company expects will relate to items such as local zoning codes, technology support applications, quality control procedures, fabrication procedures, maintenance and safety, fire regulations, environmental impact on construction and usage, and other matters. A failure to know the applicable regulations or to successfully abide by such regulations, could negatively impact the Company with potential fines, stoppages or other remedies. As the Company is introducing a novel concept and innovative plan to the marketplace, the Company is unaware of any specific government regulation that could negatively affect its business. However, because this industry niche is new and because there is a component of risk of loss to persons and property, the Company believes that there may ultimately be regulation affecting its projects on both a state and federal level. It is impossible to predict what such regulation would encompass, but any regulation would most likely be at least include additional reporting requirements, potential project specifications or requirements and possibly even regulation of additional aspects of the industry.

Zoning issues may delay the start of the projects.

By and large, this risk section concerns parts of a project area where a zoning change or variance may be required. While

such could be extremely rare, and any delays short-lived, Company Management thought to mention same here. The blends of Structural 3D Print Materials being extruded by the Structural 3D Robotic Printers, for example, can change as the Company continuously works to improve their formulas, which are often proprietary and adapted to local conditions. Company management raises this issue here, therefore, in the unlikely event that there may be zoning ordinances, or community ordinances that do not cover such existing assets. Company management or the Company's customers would retain local zoning counsel, to seek any necessary variance.

Future success is difficult to predict because the Company operates in an emerging and evolving market, and the industry in which the Company competes is subject to volatile and unpredictable cycles.

The 3D printing construction industry in which the Company operates is an emerging and evolving market making it difficult to evaluate its future prospects and which may lead to period-to-period variability in operating results. Products and services are based on unique technology which the Company believes offers significant advantages to customers, but the markets the Company serves are in a relatively early stage of development and it is uncertain how rapidly they will develop. It is also uncertain whether the Technology will achieve high levels of demand and acceptance as these markets grow. To meet rapidly changing demand in the industry the Company serves, it must effectively manage its resources and production capacity. During periods of decreasing demand for its products, the Company must be able to appropriately align its cost structure with prevailing market conditions, and effectively manage its supply chain. If the Company is not able to timely and appropriately adapt to changes in its business environment or to accurately assess where the Company is positioned within a business cycle, its business, financial condition, or results of operations may be materially and adversely affected.

Even if the Company receives regulatory approval for its products, the Company will be subject to ongoing obligation and continued regulatory review, which may result in significant additional expenses.

The Company believes its products will require ongoing regulatory approval for the future of its products. Even if the Company receives regulatory approval for any of its products, it will be subject to ongoing obligations and continued regulatory review, which may result in significant additional expense.

The Company relies on patents and proprietary rights to protect its Technology and enforcing those rights could disrupt its business operation and divert precious resources that could ultimately harm its future prospects.

The Company relies on a combination of trade secrets, provisional and non-provisional patent applications, confidentiality agreements, and procedures to protect its proprietary Technologies. The Company has three granted patents, and it has submitted a number of provisional and non-provisional patent applications to United States Patent and Trademark Office ("USPTO"). The claims contained in any patent may not provide adequate protection for the Company's products and Technology. In the absence of patent protection for some of the Company's inventions, the Company may be vulnerable to competitors who attempt to copy its products or gain access to its trade secrets and know-how. There is a risk that potential competitors who have received patents for their technology will seek to block the approval of any patents or related intellectual property that the Company has applied for. The Company's dependence on any patents secured by our outsourced manufacturing partners may also come under scrutiny by potential competitors and existing patent holders who may attempt to block the manufacture and distribution of its products for an extended timeframe, limiting its ability to generate revenues. In addition, the laws of foreign countries may not protect its proprietary rights to this technology to the same extent as the laws of the U.S. If a dispute arises concerning its Structural 3D Printer Technology, the Company could become involved in litigation that might involve substantial cost. Litigation could divert substantial management attention away from its operations and into efforts to enforce its patents, protect its trade secrets or know-how or determine the scope of the proprietary rights of others. If a proceeding resulted in adverse findings, the Company could be subject to significant liabilities to third parties. The Company might also be required to seek licenses from third parties to manufacture or sell its products. The Company's ability to manufacture and sell its products may also be adversely affected by other unforeseen factors relating to any proceeding or its outcome.

The Company holds three active patents on its products, and its business employs proprietary technology knowledge and information may be difficult to protect and/or infringe on the intellectual property rights of third parties.

The Company currently relies on patents, trade secrets, proprietary know-how, and technology methods that it seeks to protect, in part, by confidentiality agreements and ongoing patent prosecution. The Company cannot assure you that these agreements will not be breached, that it will have adequate remedies for any breach, or that its trade secrets and proprietary knowledge will not otherwise become known or be independently discovered by others. The Company currently holds three patents from the USPTO. The Company's success depends, in part, on its ability to keep competitors from copying its products, methods, knowledge and maintain trade secrecy and operate without infringing on the proprietary rights of third parties. The Company cannot assure you that the patents of others will not have an adverse effect on its ability to conduct its business, that any of its trade secrets and applications will be protected, that it will develop additional proprietary technology knowledge or methods that is defensible against theft or will provide us with competitive advantages or will not be challenged by third parties.

The Company's Business Depends on the Protection of Its Patents and Other Intellectual Property, and the Company May Suffer if It Is Unable to Adequately Protect such Intellectual Property

The Company's success and ability to compete are substantially dependent upon its intellectual property. The Company shall rely on patent laws, trade secret protection and confidentiality or license agreements with its employees, consultants, strategic partners and others to protect its intellectual property rights. However, the steps it takes to protect its intellectual

property rights may be inadequate. There are events outside of the Company's control that pose a threat to the Company's intellectual property rights as well as to the Company's products and services. For example, effective intellectual property protection may not be available in every country in which the Company licenses its technology. Also, the efforts the Company will take to protect its proprietary rights may not be sufficient or effective. Also, protecting the Company's intellectual property rights is costly and time consuming. Any unauthorized use of the Company's intellectual property could make it more expensive to do business and harm the Company's operating results. In addition, other parties may independently develop similar or competing technologies designed around any patents that may be issued to the Company.

If the Company is unable to protect its proprietary and technology rights the Company's operations will be adversely affected.

The Company's success will depend in part on its ability to protect its proprietary rights and Technologies. The Company's failure to adequately protect its proprietary rights may adversely affect its operations. Despite its efforts to protect its proprietary rights, unauthorized parties may attempt to copy aspects of its services or to obtain and use trade secrets or other information that it regards as proprietary. Specifically, independent contractors the Company hires to provide technical support may breach confidentiality agreements for proprietary information they obtain during their work performed for us. Based on the nature of its business, the Company may or may not be able to adequately protect its rights through patent, copyright and trademark laws. The Company's means of protecting its proprietary rights in the United States or abroad may not be adequate, and competitors may independently develop similar technologies. In addition, litigation may be necessary in the future to: Enforce intellectual property rights; Protect its trade secrets; Determine the validity and scope of the rights of others; or Defend against claims of infringement or invalidity. Any such litigation could result in substantial costs if the Company is held to have willfully infringed or to expend significant resources to develop non-infringing technology and would divert the attention of management from the implementation of its business strategy. Furthermore, the outcome of litigation is inherently difficult to predict and the Company may not prevail in any litigation in which it becomes involved.

Manufacturing and bringing products to market involves the potential for product recalls, product liability and other claims against the Company.

The Company will likely be subject to international, national, state and potentially local consumer product safety and other laws and regulations concerning consumer products generally and 3D printing construction manufacturers specifically, and more restrictive laws and regulations may be adopted in the future. The 3D printing industry in general has been subject to potential product liability claims and it expects 3D printing construction products carry a high risk of such claims due to the close association with newly developed technology procedures. Any significant defects in its designs, products or failure in its quality control procedures may result in, among other things, delay in time-to-market, loss of sales and market acceptance, product liability claims, and damage to its reputation. The costs the Company may incur in correcting any product or design defects may be substantial. Additionally, errors, defects or other performance problems could result in financial damages to its customers, which could result in litigation. Product liability litigation, even if the Company is to prevail, would be time consuming for management and costly to defend. The Company does not presently maintain product liability insurance, and any product liability insurance it may obtain in the future may not be adequate to cover such claims.

The Company Currently Has Limited Marketing And Limited Sales Organization In Place

The Company currently has limited marketing and limited sales organization for its products and services. If it is unable to establish sufficient marketing and sales capabilities or enter into agreements with third parties to market and sell its products and services, the Company may not be able to effectively market and sell its product and services, or generate product revenues.

The Company's planned products may never achieve market acceptance, which would adversely affect its business. The Company cannot predict whether its product will ever achieve market acceptance. Due to its currently undercapitalized condition, the Company has not yet engaged experts to advise it on the requirements and expense necessary for such product marketing, and it plans to use Proceeds from this Offering to do so. It is possible that the Company will fail to achieve consumer and customer acceptance of its product, in which case Investors in this Offering would likely lose their entire investment. A number of factors may limit the market acceptance of its product, including: Consumer acceptance of product; Full market launch relative to competitive products; Availability of alternative or competitive products; The cost of its product relative to any alternative or competitive products; and/or The extent and success of the marketing efforts by its competitors.

The Company is controlled by its Board of Directors, and Common Stock Shareholders have voting rights and distribution rights secondary to Preferred Stock Shareholders.

Control of the Company and all of its operations is the responsibility of its Board of Directors and will remain with them. Investors must rely upon the judgment and skills of the Board. The Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Company and may designate one or more committees. The committees generated by the Board of Directors have the right to exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Company. Holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of shareholders (and written actions in lieu of meetings). 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.

The Company may raise additional capital through equity offerings. Therefore, any ownership interest in Apis Cor may be diluted in the future if the Company does not raise enough funds in this fund-raising effort, Apis Cor will conduct another Reg A+ offering, and/or seek angel investors, Venture Capital funds or funds from an equity partner.

The Company might not sell enough securities through this Offering to meet its operational needs. Even if the Proceeds received equal the Maximum Offering Amount, the Company may need to raise more funds in the future through additional Offerings. Apis Cor may offer additional Shares and/or other classes of equity or debt, or other forms of securities. If equity, or a security convertible into equity, is offered in these future offerings, then Shareholders' ownership percentages in the Company may be diluted.

Management may revise the Use of Proceeds

It is possible that the use of the Proceeds will be revised by management or that adequate funds will not be raised by the Company. Management will have significant flexibility in applying the net Proceeds of this Offering within the scope of the business of the Company. The failure of management to apply such funds effectively could have a material adverse effect on the Company's business, prospects, financial condition, and results of operations.

The Company may require additional funds

The Company currently anticipates that the net Proceeds of this Offering will be sufficient to meet its anticipated needs for capital expansion. However, the Company may need to raise additional funds in order to fund more rapid expansion, to respond to capital needs, or to acquire complementary products or materials, particularly if less than the maximum Offering is borrowed by the Company. There can be no assurance that additional financing will be available on terms favorable to the Company, or at all. If adequate funds are not available or are not available on acceptable terms, the Company's ability to fund its Technology development, take advantage of the project expansion opportunities, or respond to capital needs would be significantly limited. Such limitation may have a material adverse effect on the Company's business, operating results, and financial condition.

Shareholders may vote on the management but have limited ability to influence decisions regarding the business.

Apis Cor's Bylaws provide that the assets, affairs and business of the Company will be managed under the direction of the Board of Directors. The Shareholders do vote on the management but have only limited voting rights on matters affecting the Company's business, and therefore limited ability to influence decisions regarding the business.

The Offering price of the Company's Shares was not established on an independent basis; the actual value of an investment may be substantially less than what the Investor pays.

The Company established the Offering price of the Company's Shares on an arbitrary basis. The selling price of the Shares bears no relationship to the book or asset values or to any other established criteria for valuing Shares. The Offering price of the Shares of common stock was determined by the Company using best estimates and is based on its own assessment of its financial condition, prospects, and the general condition of the securities market. Further, the Offering price may be significantly more than the price at which the Shares would trade if they were to be listed on an exchange or actively traded by broker-dealers or underwriters.

Investor interest in the Company will be diluted if Apis Cor issues additional shares, which could reduce the overall value of an investment.

Potential investors in this Offering do not have preemptive rights to any shares the Company issues in the future. Under Apis Cor's Amended And Restated Certificate of Incorporation, the Company has authority to issue a total of 400,000,000 Shares of Common Stock, although, under Regulation A, the Company is only allowed to sell up to 35 million of the Company's shares in a 12-month period. After an Investor's purchase in this Offering, the Board of Directors may elect to (i) sell additional Shares in this or future public offerings, (ii) issue equity interests in private offerings, or (iii) issue Shares to the Board of Directors, or its successors or assigns, in payment of an outstanding fee obligation. To the extent Apis Cor issues additional equity interests after your purchase in this Offering, an Investor's percentage ownership interest in the Company will be diluted. In addition, depending upon the terms and pricing of any additional offerings and the value of the Company's investments, an Investor may also experience dilution in the book value and fair value of your Shares.

In some cases, if an Investor fails to meet the fiduciary and other standards under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), the Code or common law as a result of an investment in the Company's shares, the Investor could be subject to liability for losses as well as civil penalties.

There are special considerations that apply to investing in the Company's Shares on behalf of pension, profit sharing or 401(k) plans, health or welfare plans, individual retirement accounts or Keogh plans. If the Investor are investing the assets of any of the entities identified in the prior sentence in the Company's Shares, Investor should satisfy yourself that: • The investment is consistent with your fiduciary obligations under applicable law, including common law, ERISA and the Code; • The investment is made in accordance with the documents and instruments governing the trust, plan or IRA, including a plan's investment policy; • The investment satisfies the prudence and diversification requirements of Sections 404(a)(1)(B) and 404(a)(1)(C) of ERISA, if applicable, and other applicable provisions of ERISA and the Code; • The investment will not impair the liquidity of the trust, plan or IRA; • The investment will not produce "unrelated business taxable income" for the plan or IRA; • The Investor will be able to value the assets of the plan annually in accordance with ERISA requirements and applicable provisions of the applicable trust, plan or IRA document; and • The investment will not constitute a prohibited transaction under Section 406 of ERISA or Section 4975 of the Code. Failure to satisfy the fiduciary standards of conduct and other applicable requirements of ERISA, the Code, or other applicable statutory or common law may result in the imposition

of civil penalties and can subject the fiduciary to liability for any resulting losses as well as equitable remedies. In addition, if an investment in the Company's Shares constitutes a prohibited transaction under the Code, the "disqualified person" that engaged in the transaction may be subject to the imposition of excise taxes with respect to the amount invested.

Non-accredited investors may not be eligible to participate in a future merger or acquisition of the Company and may lose a portion of their investment

Investors should be aware that under Rule 145 under the Securities Act of 1933 if they invest in a company through Regulation Crowdfunding and that company becomes involved in a merger or acquisition, there may be significant regulatory implications. Under Rule 145, when a company plans to acquire another and offers its shares as part of the deal, the transaction may be deemed an offer of securities to the target company's investors, because investors who can vote (or for whom a proxy is voting on their behalf) are making an investment decision regarding the securities they would receive. All investors, even those with non-voting shares, may have rights with respect to the merger depending on relevant state laws. This means the acquirer's "offer" to the target's investors would require registration or an exemption from registration (such as Reg. D or Reg. CF), the burden of which can be substantial. As a result, non-accredited investors may have their shares repurchased rather than receiving shares in the acquiring company or participating in the acquisition. This may result in investors' shares being repurchased at a value determined by a third party, which may be at a lesser value than the original purchase price. Investors should consider the possibility of a cash buyout in such circumstances, which may not be commensurate with the long-term investment they anticipate.

The Chief Revenue Officer of the Company is a defendant in an ongoing civil lawsuit

Apis Cor's CRO, Trevor Ragno, is a defendant in an ongoing Florida civil lawsuit that was filed on December 20, 2022. The suit stems from a 2017 motor vehicle collision where the plaintiff is seeking damages of more than \$50,000 for various vehicular infractions. Trevor is disputing the claims against him and all liability from the incident. As of February 2024, the case is set for pre-trial mediation in order to attempt a resolution.

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
Nikita Cheniuntai	62,766,954	Common Stock	61.2%
Anna Cheniuntai	26,900,123	Common Stock	26.2%

The Company's Securities

The Company has authorized Common Stock, Series A Preferred Stock, Series X Preferred Stock, SAFE, SAFE, SAFE, and Preferred Stock. As part of the Regulation Crowdfunding raise, the Company will be offering up to 2,463,600 of Common Stock.

Common Stock

The amount of security authorized is 400,000,000 with a total of 103,082,892 outstanding.

Voting Rights

1 vote per share - 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). The number of authorized Shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of Delaware.

Material Rights

The total amount outstanding includes 600,000 shares to be issued pursuant to stock options issued.

Dividends

The Corporation will not declare, pay or set aside any dividends, including any cash distributions, on Shares of any other class or series of capital stock of the Corporation (other than dividends on Shares of Common Stock payable in Shares of Common Stock) unless (in addition to the obtaining of any consents required elsewhere in the Certificate of Incorporation) the holders of the Series A Preferred Stock then outstanding shall first receive, or simultaneously receive, an equivalent or greater dividend on each outstanding share of Series A Preferred Stock.

Distributions and Liquidation

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (but not including a Deemed Liquidation Event), after the payment of all preferential amounts required to be paid to the holders of shares of Series A Preferred Stock, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of Shares of Common Stock, pro rata based on the number of Shares held by each such holder.

"Deemed Liquidation Events"

"Deemed Liquidation Events" include:

- (1) a merger or consolidation in which (i) the Corporation is a constituent party; or (ii) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation,
- (2) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole.

Distributions in forms other than Cash

If the amount deemed paid or distributed pursuant to a Deemed Liquidation Event is made in property other than in cash, the value of such distribution shall be the fair market value of such property, as determined pursuant to Section 2.3.3 of the Amended And Restated Certificate of Incorporation (see Exhibit F to this Offering Memorandum):

Redemption Provisions

Common Stock does not have any redemption rights.

Sinking Fund Provisions

The Amended And Restated Certificate of Incorporation does not contain any Sinking Fund Provisions.

Liability to Further Calls

The Amended And Restated Certificate of Incorporation does not contain any provisions regarding liability to further calls.

Restrictions on Alienability

The Shares have no restrictions on alienability for Shares of Common Stock.

* Please see the Company's Amended and Restated Certificate of Incorporation attached to the Offering Memorandum as Exhibit F.

Series A Preferred Stock

The amount of security authorized is 50,000,000 with a total of 33,347,232 outstanding.

Voting Rights

There are no voting rights associated with Series A Preferred Stock.

Material Rights

Dividends. The Corporation shall not declare, pay or set aside any dividends (for the sake of clarity including any cash distributions) on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless (in addition to the obtaining of any consents required elsewhere in the Certificate of Incorporation) the holders of the Series A Preferred Stock then outstanding shall first receive, or simultaneously receive, an equivalent or greater dividend on each outstanding share of Series A Preferred Stock.

Deemed Liquidation Events: Each of the following events shall be considered a "Deemed Liquidation Event" unless the holders of at least a majority of the outstanding shares of Series A Preferred Stock (the "Requisite Holders") elect otherwise by written notice sent to the Corporation at least five (5) days prior to the effective date of any such event: (a) a merger or consolidation in which (i) the Corporation is a constituent party or (ii) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation, except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation (provided that, for the purpose of this Subsection 3.3.1, all shares of Common Stock issuable upon exercise of options outstanding immediately prior to such merger or consolidation or upon conversion of convertible securities outstanding immediately prior to such merger or consolidation shall be deemed to be outstanding immediately prior to such merger or consolidation and, if applicable, converted or exchanged in such merger or consolidation on the same terms as the actual outstanding shares of Common Stock are converted or exchanged); or (b) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, or the sale or disposition (whether by merger or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

The total amount outstanding DOES NOT include approximately 272,265 shares of Series A Preferred Stock that have been issued subsequent to the offering's opening.

* Please see the Company's Amended and Restated Certificate of Incorporation attached to the Offering Memorandum as Exhibit F.

Series X Preferred Stock

The amount of security authorized is 400,000 with a total of 302,154 outstanding.

Voting Rights

There are no voting rights associated with Series X Preferred Stock.

Material Rights

Dividends

Series X Preferred Stock shall not entitle the holder thereof to be paid any dividend, distribution, or other amount by the Corporation, except in the case of liquidation, dissolution, or winding up of the Corporation.

Non-Voting

Notwithstanding anything to the contrary in this Certificate of Incorporation, the holders of Series X Preferred Stock shall have no voting, approval, or consent rights.

Conversion

With respect to each share of Series X Preferred Stock issued by the Corporation, if on or prior to the tenth (10th) anniversary of the issuance thereof, the Corporation consummates a Qualified Financing, such share shall automatically convert into one share of Common Stock of the Corporation, effective immediately prior to the effective closing of such Qualified Financing.

With respect to each share of Series X Preferred Stock issued by the Corporation, if on or prior to the tenth (10th) anniversary of the issuance thereof, the Corporation consummates a Change of Control, such share shall automatically convert into one share of Common Stock of the Corporation, effective immediately prior to the effective date of such Change of Control.

Liquidation, Dissolution or Winding Up.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Series X Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders an amount equal to One Cent (\$0.01).

*Please see the Company's Amended and Restated Certificate of Incorporation attached to the Offering Memorandum as Exhibit F.

SAFE

The security will convert into Preferred stock and the terms of the SAFE are outlined below:

Amount outstanding: \$200,000.00

Interest Rate: %

Discount Rate: 80.0%

Valuation Cap: \$16,000,000.00

Conversion Trigger: Equity Financing, Liquidity Event, or Dissolution Event

Material Rights

Convertible Instruments

As of February 15, 2024, the Company has three SAFE Agreements outstanding. The Company has the obligation to issue Preferred Stock with respect to each SAFE Agreement upon the closing of the sale of Preferred Stock at a fixed valuation. The number of shares of Preferred Stock to be issued upon conversion of the SAFE Agreements depends on the purchase amount and post-money valuation cap for each SAFE Agreement and the outstanding stock of the Company at the time of conversion.

Holders of the three outstanding SAFE Agreements are among the Company's earliest investors. In recognition of the holders' early and long-standing support of the Company, the outstanding SAFE Agreements reflect terms that are consistent with the holder's early investments. Accordingly, the terms of the outstanding SAFE Agreements do not reflect investment terms that are generally available to current or future investors.

Liquidation & Dissolution Priority. In a Liquidity Event or Dissolution Event, this Safe is intended to operate like standard non-participating Preferred Stock, which is on par with other SAFEs and Preferred Stock, and senior to Common Stock.

SAFE

The security will convert into Preferred stock and the terms of the SAFE are outlined below:

Amount outstanding: \$30,000.00

Interest Rate: %

Discount Rate: 0.0%

Valuation Cap: \$25,000,000.00

Conversion Trigger: Equity Financing, Liquidity Event, or Dissolution Event

Material Rights

Convertible Instruments

As of January 15, 2024, the company has two SAFE Agreements outstanding. The company has the obligation to issue Preferred Stock with respect to each SAFE Agreement upon the closing of the sale of Preferred Stock at a fixed valuation. The number of shares of Preferred Stock to be issued upon conversion of the SAFE Agreements depends on the purchase amount and post-money valuation cap for each SAFE Agreement and the outstanding stock of the company at the time of conversion.

Holders of the two outstanding SAFE Agreements are among the company's earliest investors. In recognition of the holders' early and long-standing support of the company, the outstanding SAFE Agreements reflect terms that are consistent with the holder's early investments. Accordingly, the terms of the outstanding SAFE Agreements do not reflect investment terms that are generally available to current or future investors.

Liquidation & Dissolution Priority. In a Liquidity Event or Dissolution Event, this Safe is intended to operate like standard non-participating Preferred Stock, which is on par with other SAFEs and Preferred Stock, and senior to Common Stock.

SAFE

The security will convert into Preferred stock and the terms of the SAFE are outlined below:

Amount outstanding: \$150,000.00

Interest Rate: %

Discount Rate: 80.0%

Valuation Cap: \$16,000,000.00

Conversion Trigger: Equity Financing, Liquidity Event, or Dissolution Event

Material Rights

Convertible Instruments

As of February 15, 2024, the Company has three SAFE Agreements outstanding. The Company has the obligation to issue Preferred Stock with respect to each SAFE Agreement upon the closing of the sale of Preferred Stock at a fixed valuation. The number of shares of Preferred Stock to be issued upon conversion of the SAFE Agreements depends on the purchase amount and post-money valuation cap for each SAFE Agreement and the outstanding stock of the Company at the time of conversion.

Holders of the three outstanding SAFE Agreements are among the Company's earliest investors. In recognition of the holders' early and long-standing support of the Company, the outstanding SAFE Agreements reflect terms that are consistent with the holder's early investments. Accordingly, the terms of the outstanding SAFE Agreements do not reflect investment terms that are generally available to current or future investors.

Liquidation & Dissolution Priority. In a Liquidity Event or Dissolution Event, this Safe is intended to operate like standard non-participating Preferred Stock, which is on par with other SAFEs and Preferred Stock, and senior to Common Stock.

Preferred Stock

The amount of security authorized is 49,600,000 with a total of 0 outstanding.

Voting Rights

There are no voting rights associated with Preferred Stock.

Material Rights

Shares of Preferred Stock may be issued from time to time in one or more series. The Board is hereby authorized to provide by resolution or resolutions from time to time for the issuance, out of the unissued shares of Preferred Stock, of one or more series of Preferred Stock, without stockholder approval. Such resolution or resolutions, in each case, shall set forth the number of shares of Preferred Stock of such series and shall describe the powers, designation, preferences and relative, participating, optional or other special rights, if any of the shares of each such series and any qualification, limitations, or restrictions thereof. To the extent required by the applicable laws of the State of Delaware, the Board shall cause there to be executed, acknowledged, and filed a certificate of designation setting forth a copy of such resolution or resolutions. The powers, designation, preferences and relative, participating, option and other special rights of each series of Preferred Stock, and the qualifications, limitations and restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

What it means to be a minority holder

As a minority holder of Common Stock of the Company, you will have limited rights in regard 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 the number of shares outstanding could result from a stock offering (such as an initial public offering, another crowdfunding round, a venture capital round, or angel investment), employees exercising stock options or by conversion of certain instruments (e.g. convertible bonds, preferred shares or warrants) into stock.

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

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: 2022 Reg A+ Common Stock Offering
Type of security sold: Equity
Final amount sold: \$1,144,127.00
Number of Securities Sold: 1,171,827
Use of proceeds: R&D
Date: December 21, 2022
Offering exemption relied upon: Regulation A+
- Type of security sold: SAFE
Final amount sold: \$2,930,000.00
Use of proceeds: seed investments
Date: August 26, 2022
Offering exemption relied upon: 506(b)
- Type of security sold: 2022 Convertible Promissory Note Conversion
Final amount sold: \$0.00
Use of proceeds: Type of security issued: Series A Preferred Stock and Common Stock Number of Series A Preferred Stock issued: 2,762,172 Number of Common Stock issued: 1,112,062
Date: September 01, 2022
Offering exemption relied upon: Convertible Promissory Note Conversion
- Type of security sold: 2022 SAFE Conversion
Final amount sold: \$0.00
Use of proceeds: Type of security issued: Series A Preferred Stock Number of Series A Preferred Stock issued: 30,585,060
Date: September 01, 2022
Offering exemption relied upon: SAFE Conversion
- Name: 2022 Reg CF Common Stock Offering
Type of security sold: Equity
Final amount sold: \$2,250,703.37
Number of Securities Sold: 2,367,017
Use of proceeds: R&D
Date: September 28, 2022

Offering exemption relied upon: Regulation CF

- Type of security sold: Convertible Note
Final amount sold: \$169,800.00
Use of proceeds: seed investment
Date: December 20, 2022
Offering exemption relied upon: 506(b)
- Type of security sold: SAFE
Final amount sold: \$230,000.00
Use of proceeds: seed investments
Date: December 15, 2023
Offering exemption relied upon: 506(b)
- Type of security sold: SAFE
Final amount sold: \$150,000.00
Use of proceeds: seed investments
Date: February 14, 2024
Offering exemption relied upon: 506(b)

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:

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE FINANCIAL CONDITION AND RESULT OF OPERATIONS

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE FINANCIAL CONDITION AND RESULT OF OPERATIONS

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is designed to provide a reader of our financial statements with a narrative from the perspective of our management on our financial condition, results of operations, liquidity and certain other factors that may affect our future results.

The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. The Company's actual results could differ significantly from those discussed in the forward-looking statements. Unless otherwise indicated, the latest results discussed Results of Operations below are as of December 31, 2023.

Revenue

Total revenue for the fiscal years ended December 31, 2023 and 2022, respectively, was \$17,063 and \$54,849. Customer deposits for future sales as of December 31, 2023 and 2022 were approximately \$982,000 and \$84,000, respectively.

The following summarizes the Company's major sources of revenue:

3D Printing Equipment

3D printing equipment includes proprietary Structural 3D Printers and Mixers comprised of proprietary mixing and pump machines. By means of the Company's equipment, the cementitious material is distributed layer-by-layer forming the walls. The material itself is manufactured by the Company and will exclusively be sold through the Company. The revenue is typically earned upon delivery and the customer takes control of the equipment.

The Company has developed the initial commercial version of the Structural 3D Printers and Mixers and has begun sales to customers. Customer deposits for future reservations and 3D printing equipment sales were approximately \$932,000 and \$14,000 at December 31, 2023 and 2022, respectively. No equipment deliveries were made in 2023 or 2022.

3D Printed Structures

These projects provide 3D-printed interior and exterior walls and could include any number of additional services including site preparation, insulation, roofing, HVAC and other mechanical components. There were no 3D structures printed during the fiscal years ended December 31, 2023 and 2022, respectively. Customer deposits for future reservations and 3D printed structures were approximately \$29,000 and \$49,000 at December 31, 2023 and 2022, respectively.

Training Programs

The Company has developed 3D printing training programs offered in on-demand downloads and live seminar formats. Total revenue from training programs for the fiscal years ended December 31, 2023 and 2022, respectively, was \$17,063 and \$54,849. Customer deposits for live training programs were approximately \$19,000 and \$18,000 at December 31, 2023 and 2022, respectively.

Operating Expenses

The Company classifies its operating expenses as payroll and related expenses, research and development, advertising and marketing, professional fees, facilities and maintenance expense, and other operating expenses (other general and administrative, depreciation, travel and entertainment and other operating supplies and expenses).

Payroll and Related Expenses for the fiscal years ended December 31, 2023 and 2022 were \$1,058,975 and \$299,3223, respectively. The increase in expense is primarily attributable to hiring additional staff as needed to optimize and support product offerings, manufacturing infrastructure and business development. Future increases are anticipated as we continue to increase product offerings and expand production capabilities.

Research and Development costs for the fiscal years ended December 31, 2023 and 2022 were \$422,828 and \$142,680, respectively. The increase in expense is primarily attributable to the Company's concentration in the fiscal year ended December 31, 2023 on the completion and launch of its initial commercial version of the Structural 3D Printers and Mixers. As a result, Research and Development will be budgeted at relatively lower costs as the Company is committed to a continuous improvement program for its Technologies and products. Research and development expenses have historically consisted primarily of salaries, materials, tooling, shipping costs, manufacturing costs, and testing costs to design, develop, and test the Technologies. Also included are parts, tools and equipment acquired to produce prototypes for testing.

Advertising and Marketing costs for the fiscal years ended December 31, 2023 and 2022 were \$258,389 and \$331,708, respectively. The decrease in expense is primarily attributable to the Company's concentration of efforts during the fiscal years ended December 31, 2022 on the launch of its Regulation A+ offering effective December 27, 2021 and its Regulation Crowdfunding offering in September 2022.

Other General and Administrative costs for the fiscal years ended December 31, 2023 and 2022 were \$202,093 and \$117,215, respectively. The increase in expenses is primarily attributable to recruiting fees and computer-related expenses to support the Company's growth and expansion.

Professional Fees for the fiscal years ended December 31, 2023 and 2022 were \$197,611 and \$436,122, respectively. The decrease in expense is primarily attributable to efforts during the fiscal year ended December 31, 2022 for the development and implementation of the corporate infrastructure, including compliance and contractual agreements, and process development and controls among others.

Facility and Maintenance costs for the fiscal years ended December 31, 2023 and 2022 were \$219,421 and \$153,335, respectively. This increase is primarily attributable to the new lease entered in April 2023 to expand its manufacturing and warehouse space to optimize and support its manufacturing infrastructure as the Company has begun offering its Technologies for sale to customers.

Net Loss from Operating Activities

As a result of the foregoing, the Company's Net Loss for the fiscal years ended December 31, 2023 and 2022 was \$2,547,576 and \$1,538,912, respectively. The increase in Net Loss from Operating Activities is primarily attributable to increased Payroll and Related Expenses, and Research and Development costs offset, in part, by decreased Professional Fees.

During the fiscal year ended December 31, 2023, the Company has developed the initial commercial version of the Structural 3D Printers and Mixers and has begun sales to customers. The Company has also focused on the implementation of its manufacturing infrastructure. During the fiscal year ended December 31, 2022, the Company's concentration of efforts was on expanding its brand recognition following the launch of its Regulation A+ offering effective December 27, 2021 and its Regulation Crowdfunding offering in September 2022, as well as securing early adopters and potential customers, development and implementation of the corporate infrastructure, including compliance and contractual agreements, and process development and controls.

Historical results and cash flows:

In 2022, the Company focused on equipment development and in 2023 the Company has completed the initial commercial version of the Structural 3D Printers and Mixers and has begun sales to customers however, we are still in the phase of

limited sales and production optimization. During this stage, the Company was primarily funded through proceeds of its Regulation A+ Offering and its Regulation CF Offerings launched in 2022, additional SAFE agreements, and customer deposits for 3D printing equipment and future reservations. A major expense of the Company during this product development stage was research and development expenses necessary for the Company's Technologies and product development, and production preparation. These one-time costs are not recurrent unless new products are developed in the future. However, certain research and development costs will be recurrent for improvements on the company's current Technologies and product enhancements. The Company's costs during initial sales and small batch production might be higher than that of the increased production phase due to economy of scale. Unit economics of the Company's product should significantly improve going into increased production. The historical financial result is thus not representative of future earnings and cash flow. The Company was also focused on building relationships with D.R.Horton largest national homebuilder by volume in the USA, who eventually placed strategic investment in the Company in 2024. D.R.Horton also designates an individual for a non-voting advisory role for the Company and the two companies plan to work together on a multi-unit construction project in South Florida after the finalization of the new 3D-printed wall system, which Apis Cor estimates will result in a significant increase in productivity. The Company is focused on keeping building relationships with the national homebuilder which the Company estimates will significantly help with technology adoption across the country for all homebuilders across the country.

Liquidity and Capital Resources

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

As of December 31, 2023, the Company's cash-on-hand was \$184,836 compared to \$480,985 at December 31, 2022. Cash-on-hand as of today is \$97,137.

Net cash used in operating activities for the fiscal years ended December 31, 2023 and 2022, respectively, was \$1,601,567 and \$1,487,881. The increase in net cash used in operating activities was concentrated on the Company's completion of the initial commercial version of the Structural 3D Printers and Mixers and the implementation of its manufacturing infrastructure.

As of December 31, 2023, the Company had cash of \$184,836, total assets of \$2,195,972, working capital deficit of \$924,568, and stockholders' equity of \$2,195,972. During 2023, the Company has financed its operations primarily through its Regulation CF offering and SAFE agreements.

The Company had a working capital deficit at December 31, 2023 of \$924,568 compared to working capital of \$261,472 at December 31, 2022. The additional working capital deficit was primarily attributable to an increase of \$897,791 in customer deposits for future sales and a decrease in cash on hand of \$296,149 primarily due to investments in production equipment.

In fiscal years 2023 and 2022, the Company raised capital through the sale of its securities from its Regulation CF offering launched in 2022 and issued 1,902,403 and 464,614 shares of common stock with gross proceeds of \$1,773,873 and \$405,197, respectively.

In fiscal year 2022, the Company raised additional capital through the sale of its securities from its Regulation A+ offering and issued 1,171,827 shares of common stock with gross proceeds of \$1,171,827.

The Company will have additional capital requirements during the fiscal year 2024 to bring its Technologies and products to market and grow the Company. During 2023, the Company completed the development of the initial commercial version of the product and has begun offering its equipment for sale, entered into sales agreements, and received deposits for future production.

During 2024, the Company will have additional capital requirements to expand manufacturing capabilities, including minor alterations of the Technologies and research and development to achieve manufacturing scaling and efficiency. The Company will also continue research and development and product development activities for the underlying Technologies. This research and development process will continue throughout the life of the Company.

Management believes that with the commencement of sales of its 3D printers in 2023, potential strategic investment from a national homebuilder, and with additional financing from private and public offerings of its common stock from this in-process Offering in 2024, the Company will have sufficient funds to continue operations for at least twelve months from the date of this report.

There can be no assurance that the Company will be successful in acquiring additional funding at levels sufficient to fund its future capital requirements. If the Company is unable to raise additional capital in sufficient amounts or on terms acceptable to it, the Company may have to significantly reduce, delay, scale back, or discontinue the development of its technologies and patents or discontinue operations completely.

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?)

We believe the funds of this campaign are not critical to our company operations. We have other funds and capital resources available in addition to the funds from this Regulation Crowdfunding campaign. During 2023, the Company completed development and began offering its equipment for sale, entered into sales agreements, and received deposits for future production.

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?)

We believe the funds from this campaign are not necessary to the viability of the Company. The funds raised from the crowdfunding campaign will be used to further develop its 3D printing technology and expand the Company.

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

If the Company raises the minimum offering amount, we anticipate the Company will be able to operate for 12 months. This is based on a current monthly burn rate of \$80,000 for expenses related to salaries, lease expenses, and business operation expenses.

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

If the Company raises the maximum offering amount, we anticipate the Company will be able to further develop its 3D printing technology and expand the business. As such, the funds will be used for additional headcount, lease expenses, materials to build 3D printers, and operations. This would provide funds for the Company to operate in this expanded capacity for 12 months at an estimated monthly burn rate of \$180,000.

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

Currently, the Company has an available line of credit for \$100,000 with a \$0 outstanding balance on December 31, 2023, and an additional available line of credit for \$2,000 with a \$0 outstanding balance as of December 31, 2022. The Company has contemplated additional future sources of capital including institutional fundraising, crowdfunding fundraising, grants, debt financing, venture debt financing, and standard bank financing.

Indebtedness

- **Creditor: Equipment Loans Payable**

Amount Owed: \$3,185.00

Interest Rate: 10.49%

Maturity Date: November 07, 2025

Amount owed is current as of 12/31/2023. This loan has a 60-month term with an interest rate of 10.49% and a monthly payment of \$155. Interest expense paid during the years ended December 31, 2023 and 2022, respectively, totaled \$412 and \$555. As of December 31, 2023 and 2022, respectively, the outstanding principal balance was \$3,185 and \$4,638, with \$1,611 and \$1,453 of the total payable recorded as a current liability

- **Creditor: Equipment Loans Payable**

Amount Owed: \$65,894.00

Interest Rate: 6.06%

Maturity Date: August 15, 2027

Amount owed is current as of 12/31/2023. This loan has a 72-month term with an interest rate of 6.06%. The first two monthly payments were \$500 each with the following 70 monthly payments of \$1,674. Interest expense paid during the years ended December 31, 2023 and 2022, respectively, totaled \$4,509 and \$7,406. As of December 31, 2023 and 2022, respectively, the outstanding principal balance was \$65,894 and \$81,472 with \$16,548 and \$15,578 of the total payable recorded as a current liability.

- **Creditor: Equipment Loans Payable**

Amount Owed: \$42,975.00

Interest Rate: 10.49%

Maturity Date: May 17, 2028

Amount owed is current as of 12/31/2023. This loan has a 75-month term with an interest rate of 10.49% and a monthly payment of \$1,016. Interest expense paid during the years ended December 31, 2023 and 2022, respectively,

totalled \$2,552 and \$4,672. As of December 31, 2023 and 2022, respectively, the outstanding principal balance was \$42,975 and \$50,243 with \$8,055 and \$7,268 of the total payable recorded as a current liability.

- **Creditor: Equipment Loans Payable**
Amount Owed: \$24,823.00
Interest Rate: 7.94%
Maturity Date: December 12, 2028
Amount owed is current as of 12/31/2023. This loan has a 75-month term with an interest rate of 7.94% and a monthly payment of \$503. Interest expense paid during the years ended December 31, 2023 and 2022, respectively, totaled \$4,515 and \$676. As of December 31, 2023 and 2022, respectively, the outstanding principal balance was \$24,823 and \$28,714 with \$4,207 and \$3,891 of the total payable recorded as a current liability.
- **Creditor: Equipment Loans Payable**
Amount Owed: \$28,127.00
Interest Rate: 7.03%
Maturity Date: March 19, 2027
Amount owed is current as of 12/31/2023. This loan has a 54-month term with an interest rate of 7.03% and monthly payments of \$99 for the first six months and \$809 for the remaining 48 months. Delivery of the equipment occurred in 2023. Interest expense paid during the years ended December 31, 2023 and 2022, respectively, totaled \$1,359 and \$0. As of December 31, 2023 and 2022, the outstanding principal balance was \$28,127 and \$34,345 with \$7,980 and \$5,710 of the total payable recorded as a current liability.
- **Creditor: Equipment Loans Payable**
Amount Owed: \$23,049.00
Interest Rate: 8.48%
Maturity Date: September 15, 2027
Amount owed is current as of 12/31/2023. This loan has a 60-month term with an interest rate of 8.48% and a monthly payment of \$600. Interest expense paid during the years ended December 31, 2023 and 2022, respectively, totaled \$2,187 and \$610. As of December 31, 2023 and 2022, respectively, the outstanding principal balance was \$23,049 and \$28,060 with \$5,448 and \$5,011 of the total payable recorded as a current liability.
- **Creditor: Equipment Loans Payable**
Amount Owed: \$243,922.00
Interest Rate: 10.1%
Maturity Date: June 10, 2029
Amount owed is current as of 12/31/2023. This loan has a 72-month term with an interest rate of 10.10% and a monthly payment of \$4,747. Interest expense paid during the year ended December 31, 2023 totaled \$11,519. As of December 31, 2023, the outstanding principal balance was \$243,922 with \$35,258 of the total payable recorded as a current liability.
- **Creditor: Nikita Cheniuntai**
Amount Owed: \$43,000.00
Interest Rate: 2.0%
Maturity Date: April 15, 2025
On January 3, 2020, the Company entered into an unsecured promissory note with a stockholder for \$43,000, with interest at 2% per annum. The note matured on January 3, 2023, with the principal balance outstanding plus accrued but unpaid interest being due and payable on the maturity date. On May 7, 2023, the note was amended to extend the maturity date and add an addendum for monthly installments of principal and interest through April 15, 2025, with \$14,913.85 having been paid by the stockholder. As of December 31, 2023, and 2022, accrued interest of \$581 and \$860, respectively, was paid by the shareholder and is recorded in interest income in the financial statements.
- **Creditor: Nikita Cheniuntai**
Amount Owed: \$47,000.00
Interest Rate: 2.0%
Maturity Date: December 15, 2025
On January 13, 2021, the Company entered into an unsecured promissory note with a stockholder for \$47,000, with interest at 2% per annum. On May 7, 2023, the note was amended to extend the maturity date and add an addendum for monthly installments of principal and interest through December 31, 2025, with \$14,913.85 having been paid by the stockholder. As of December 31, 2023, and 2022, accrued interest of \$940 and \$940, respectively, was paid by the stockholder and is recorded in interest income in the financial statements.
- **Creditor: Anna Cheniuntai**
Amount Owed: \$30,000.00
Interest Rate: 2.0%

Maturity Date: December 30, 2025

On December 30, 2022, the Company entered into an unsecured promissory note with a stockholder for \$30,000, with interest at 2% per annum. The note matures on the third anniversary of the effective date, with the principal balance outstanding plus accrued but unpaid interest being due and payable on the maturity date. As of December 31, 2023, and 2022, accrued interest of \$600 and \$2, respectively, was paid by the stockholder and is recorded in interest income in the financial statements.

- **Creditor: Equipment Loans Payable**

Amount Owed: \$148,131.00

Interest Rate: 9.42%

Maturity Date: November 30, 2029

On November 21, 2023, the Company purchased equipment and entered into a loan in the amount of \$148,130. This loan has a 72-month term with an interest rate of 9.42% and a monthly payment of \$2,708. Interest expense paid during the year ended December 31, 2023 totaled \$1,529. As of December 31, 2023, the outstanding principal balance was \$148,130 with \$20,622 of the total payable recorded as a current liability

Related Party Transactions

- **Name of Person: Nikita Cheniuntai**

Relationship to Company: 20%+ Owner

Nature / amount of interest in the transaction: Loan receivable from stockholder for \$43,000

Material Terms: On January 3, 2020, the Company entered into an unsecured promissory note with a stockholder for \$43,000, with interest at 2% per annum. The note matured on January 3, 2023, with the principal balance outstanding plus accrued but unpaid interest being due and payable on the maturity date. On May 7, 2023, the note was amended to extend the maturity date and add an addendum for monthly installments of principal and interest through April 15, 2025, with \$14,913.85 having been paid by the stockholder. As of December 31, 2023, and 2022, accrued interest of \$581 and \$860, respectively, was paid by the shareholder and is recorded in interest income in the financial statements.

- **Name of Person: Nikita Cheniuntai**

Relationship to Company: 20%+ Owner

Nature / amount of interest in the transaction: Loan receivable from stockholder \$47,000

Material Terms: On January 13, 2021, the Company entered into an unsecured promissory note with a stockholder for \$47,000, with interest at 2% per annum. On May 7, 2023, the note was amended to extend the maturity date and add an addendum for monthly installments of principal and interest through December 31, 2025, with \$14,913.85 having been paid by the stockholder. As of December 31, 2023, and 2022, accrued interest of \$940 and \$940, respectively, was paid by the stockholder and is recorded in interest income in the financial statements.

- **Name of Person: Anna Cheniuntai**

Relationship to Company: 20%+ Owner

Nature / amount of interest in the transaction: Loan receivable from stockholder \$30,000.

Material Terms: On December 30, 2022, the Company entered into an unsecured promissory note with a stockholder for \$30,000, with interest at 2% per annum. The note matures on the third anniversary of the effective date, with the principal balance outstanding plus accrued but unpaid interest being due and payable on the maturity date. As of December 31, 2023 and 2022, accrued interest of \$600 and \$2, respectively, was paid by the stockholder and is recorded in interest income in the financial statements

Valuation

Pre-Money Valuation: \$200,996,448.66

Valuation Details:

Technology advancement. Apis Cor has invented proprietary state-of-the-art robotic technology featuring mobility, transportability and ease of use. Apis Cor technology is protected by 4 granted patents and several patent applications. Apis Cor technology passed the level of "proof-of-concept" and prototyping and achieved the level of commercial deployment. Apis Cor has gained extensive experience and expertise in emerging technology, robotics, material science, software and construction technologies. This has been achieved by completing construction projects in various states, countries and climate conditions as well as receiving the highest score in NASA's Centellian Challenge, which set a high bar for robotic solutions, autonomous printing and material performance. All of these add a significant advantage to the company's technology, experience and advancement.

Product Stage. Apis Cor has developed and commenced several prototypes of their equipment, achieving the initial

commercial version of the 3D printer “Frank”, Mixing and Pump Unit “Gary”, and Material Delivery Unit “Mary”. These latest versions were successfully deployed in two construction projects in the USA, proving the product’s workability and readiness for commercialization. In addition to 3D printing equipment, Apis Cor designed, built, and commenced a working prototype of their batching factory producing 3D print material. The batching plant is a core piece of the company’s business model, which involves producing and selling their proprietary material to the equipment’s users. Owning batching plants allows the company to achieve higher margins on the material, control the quality, lead time, and production schedule. The batching plant is deployed at the company HQ in Melbourne, FL, and successfully produced 51,000 lbs of 3D print material for Apis Cor’s model house in Melbourne. By January 1st, 2024, the company successfully tested and demonstrated all pieces of their product and infrastructure to go after scaling.

Since 2022, Apis Cor achieved the following product-related milestones:

- The Company designed and filed a patent pending for an optimized wall design. This design not only reduces material usage, thereby decreasing the cost per square foot of walls, but also increases printing speed by up to 30%. This significant improvement is seen by the Company as a crucial development that will make their product more competitive and versatile, appealing to a broader range of customers and allowing the Company to make higher margins.
- The Company built a second iteration of the mixing and pump unit, which is the initial commercial version, and successfully used it to 3D print a house.
- the Company filed 2 non-provisional patent applications and 2 patent pending applications.
- The Company built an initial commercial version of the 3D printer that features improved software and productivity metrics. This version was successfully used to 3D print a house.
- The Company received a building permit for a residential house in Melbourne, FL. In cooperation with a local General Contractor, Apis Cor started construction of the house.
- The Company constructed and began operating a prototype of their batch plant to produce 3D printing materials. This prototype was successfully used to create materials for 3D printing walls for the model house in Melbourne, FL. These Batch Plants allow the Company to expand operations and increase the margin on 3D materials sold, as now the Company does not depend on third-party batching partners.
- The Company expanded its manufacturing space in Melbourne, FL, by renting additional space and purchasing CNC machinery and tools.

Market. We target one of the largest markets in the world, construction, which is estimated at \$14.3 Trillion worldwide in 2022.* Although Apis Cor’s primary focus is on the low-rise residential housing market, more market segments are available for Apis Cor due to the capability of its technology to construct walls structures for buildings of any footprint (sq. footage) and up to 3 floors: commercial and industrial buildings, storages, warehouses, distribution centers, and structures, elements, walls, fences, retaining walls for large-scale industrial infrastructure construction projects.

*<https://www.thebusinessresearchcompany.com/report/construction-market>

Traction. Apis Cor has been in constant contact with market players and potential customers to identify the product-market fit and demand. Since October 2021, Apis Cor has validated a strong demand and interest in our technology and has collected 117 non-binding Letters of Intent (LOI) from construction companies in the US who intend to use Apis Cor technology once it is offered to the market. These non-binding LOIs potentially represent \$318M of revenue within five years which would then become potential recurring revenue, should all of the companies continue using Apis Cor technology.

In addition, we have collected paid reservations for 3D printed houses (\$7,000 per reservation), 3D printers (\$3,000 per reservation), and reservations on the waitlist (\$200 non-refundable reservation). It shows strong interest from potential customers and the market in general. Considering the level of Apis Cor readiness, this traction can be converted to sales and recurring revenue in the near future provided Apis Cor has sufficient capital for scaling and growth.

Apis Cor commenced the construction of a fully permitted residential house in Melbourne, FL, for a client. Apis Cor is being paid for the services of printing the wall structures. This is the third paid construction project for the company in the United States. This project proves that the Company’s technology is on the market and is being deployed to generate revenue.

After multiple product demonstrations, and as of January 17, 2023, the company is negotiating with a national homebuilder for the construction of homes and investment. This national homebuilder builds ~20,000 houses in Florida alone. The national homebuilder chose Apis Cor technology over competitors to proceed with the commercial deployment. As a comparison, a competing company ICON works with another national homebuilder Lennar and ICON’s valuation is about \$2 billion dollars.

Moreover, our construction projects with two notable affordable housing organizations, Space Coast Habitat for Humanity and the Housing Trust Fund of Santa Barbara, have received both government and private funding from highly credible

organizations, including Wells Fargo, the Chan-Zuckerberg Initiative, and the cities of Melbourne and Santa Barbara. These collaborations endorse our technology and open up opportunities to scale our technology nationwide through Habitat for Humanity's extensive presence

Since 2022, Apis Cor achieved the following sales/traction-related milestones:

- The Company conducted several successful demonstrations of the technology to a national homebuilder and proceeded with negotiations for 3D printing services and investment.
- The Company received new paid reservations for their product. Each reservation is \$3,000 and the reservation agreement outlines the price of a printer at \$650,000.
- The Company's collaborative projects for 3D printed houses with Habitat for Humanity and the Housing Trust Fund of Santa Barbara received funding from highly reputable organizations like Wells Fargo, the City of Melbourne, The Chan-Zuckerberg Initiative, an advised fund of the Silicon Valley Community Foundation.
- The Company got paid for 3D printing services for the model house in Melbourne, FL, by the owner.

Investment in construction technologies has shown rapid growth. Investment in the construction technology ecosystem reached just under US \$5.4 billion in 2022, according to information released from Cemex Ventures. According to a McKinsey report, the largest construction industry clusters of use cases include 3-D Printing, modularization and robotics. The same report shows that venture capital investment growth in construction tech has far outpaced the overall venture capital space.

<https://www.constructiontechnology.media/news/investment-in-construction-tech-hits-record-levels/8016696.article>

<https://www.mckinsey.com/industries/private-equity-and-principal-investors/our-insights/rise-of-the-platform-era-the-next-chapter-in-construction-technology>

The Company is currently in the growth stage and revenue-generating. We are of the opinion the historical cash flows will not be indicative of the revenue and cash flows expected for the future because we were providing services at a discounted price for a limited number of selected customers. Past cash was primarily generated through discounted sales of construction 3D printing services and revenues from alternative services (Online courses and workshops).

In sum, our valuation is based on the following factors:

- 1) The advanced status of the technology and technological differentiators compared to competitors who have raised capital with a higher valuation. We have passed the proof-of-concept stage, completed extensive R&D and are now in the stage of product improvement and deploying the product in the market.
- 2) The size of the market that we are targeting and our potential to take larger market shares and more applications than our competitors.
- 3) The company's Intellectual property. (4 granted patents, 4 patent applications since last Regulation CF offering).
- 4) Market-based valuation comparison: ICON has a valuation of over \$2 billion while still is not in the market for homebuilders and while they printed 113 homes since inception and with deployed funds of over \$400m. Mighty Buildings has a recent valuation of \$350 million while providing re-purposed equipment to 3D print shells of prefab units.
- 5) Company traction and interest from a national homebuilder to utilize Apis Cor's technology and potentially invest in the Company.
- 6) There is a strong, validated demand for our product from potential customers. The purpose of this fundraising round is to meet the high demand by expanding our team and building additional printers.
- 7) We have raised funds under RegA+. The price per share is \$1, proving that investors value our stock for this price which is why we use it to calculate the valuation.

The total number of shares of capital stock outstanding on a fully diluted basis, 136,732,278 shares, includes 102,484,892 shares of Common Stock, 600,000 shares of Common Stock Options, 33,347,232 shares of Series A Preferred Stock, and 302,154 shares of Series X Preferred Stock. However, the total number of shares of capital stock outstanding DOES NOT consider approximately 272,265 shares of Series A Preferred Stock that have been issued subsequent to the offering's opening.

The pre-money valuation does not take into account any convertible securities currently outstanding. The Company currently has \$380,000 in Simple Agreements for Future Equity (SAFEs) outstanding. Please refer to the Company Securities section of the Offering Memorandum for further details regarding current outstanding convertible securities that may affect your ownership in the future. Additionally, the pre-money valuation does not take into account an additional \$250,000 of SAFEs with terms similar to those outstanding that were issued subsequent to the offering's opening.

The Company set its valuation internally, without a formal third-party independent evaluation.

THE OFFERING MATERIALS MAY CONTAIN FORWARD-LOOKING STATEMENTS AND INFORMATION RELATING TO, AMONG OTHER THINGS, THE COMPANY, ITS BUSINESS PLAN AND STRATEGY, AND ITS INDUSTRY. THESE FORWARD-LOOKING STATEMENTS ARE BASED ON THE BELIEFS OF, ASSUMPTIONS MADE BY, AND INFORMATION CURRENTLY AVAILABLE TO THE COMPANY'S MANAGEMENT. WHEN USED IN THE OFFERING MATERIALS, THE WORDS "ESTIMATE," "PROJECT," "BELIEVE," "ANTICIPATE," "INTEND," "EXPECT" AND SIMILAR EXPRESSIONS ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS, WHICH CONSTITUTE FORWARD-LOOKING STATEMENTS. THESE STATEMENTS REFLECT MANAGEMENT'S CURRENT VIEWS WITH RESPECT TO FUTURE EVENTS AND ARE SUBJECT TO RISKS AND UNCERTAINTIES THAT COULD CAUSE THE COMPANY'S ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE CONTAINED IN THE FORWARD-LOOKING STATEMENTS. INVESTORS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON THESE FORWARD-LOOKING STATEMENTS, WHICH SPEAK ONLY AS OF THE DATE ON WHICH THEY ARE MADE. THE COMPANY DOES NOT UNDERTAKE ANY OBLIGATION TO REVISE OR UPDATE THESE FORWARD-LOOKING STATEMENTS TO REFLECT EVENTS OR CIRCUMSTANCES AFTER SUCH DATE OR TO REFLECT THE OCCURRENCE OF UNANTICIPATED EVENTS.

Use of Proceeds

If we raise the Target Offering Amount of \$14,999.88 we plan to use these proceeds as follows:

- StartEngine Platform Fees
5.5%
- StartEngine Service Fees
94.5%
Fees for certain creative design, legal, marketing, technical, and administrative support services provided by StartEngine, of which the final amount may vary.

If we raise the over allotment amount of \$3,621,492.00, we plan to use these proceeds as follows:

- StartEngine Platform Fees
5.5%
- Company Employment
30.0%
headcount expansion: manufacturing and engineering, printer operators, administrative.
- Materials to build 3D printers
25.0%
materials and parts to build 5 Structural 3D Printers and Mixers
- CAPEX and trucks
15.0%
manufacturing equipment and machinery e.g. CNC machinery, tools, and equipment; bulk trucks and semi trucks for 3D print material delivery;
- Operations
5.0%
space leasing, utilities, licenses, administrative expenses.
- Marketing
19.5%
marketing and advertising for Offering.

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 30 (120 days after Fiscal Year End). Once posted, the annual report may be found on the Company's website at <http://apiscor.com> (apiscor.com).

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/apiscor

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 OR AUDIT (AS APPLICABLE) FOR Apis Cor Inc.

[See attached]



Financial Statements and Independent Auditor's Report

Apis Cor Inc.

December 31, 2023 and 2022

Apis Cor Inc.

Table of Contents

Independent Auditor's Report	1-2
Balance Sheets	3
Statements of Operations	4
Statements of Stockholders' Equity (Deficit).....	5
Statements of Cash Flows.....	6
Notes to Financial Statements.....	7-20



INDEPENDENT AUDITOR'S REPORT

To the Stockholders of **Apis Cor Inc.**

Opinion

We have audited the accompanying financial statements of **Apis Cor Inc.** (the "Company"), which comprise the balance sheets as of December 31, 2023 and 2022, and the related statements of operations, stockholders' equity (deficit), and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Substantial Doubt about the Company's Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note C to the financial statements, the Company had net losses of approximately \$2,548,000 and \$1,539,000 for the years ended December 31, 2023 and 2022, respectively, as well as negative cash flow from operations of approximately \$1,602,000 and \$1,488,000, respectively. Management's evaluation of the events and conditions and management's plans regarding those matters are also described in Note C. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to that matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

ASSURANCE DIMENSIONS CERTIFIED PUBLIC ACCOUNTANTS & ASSOCIATES
also d/b/a McNAMARA and ASSOCIATES, PLLC

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Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Assurance Dimensions

Jacksonville, Florida

April 19, 2024

ASSURANCE DIMENSIONS CERTIFIED PUBLIC ACCOUNTANTS & ASSOCIATES

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Apis Cor Inc.
Balance Sheets
As of December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
ASSETS		
Current assets		
Cash	\$ 184,836	\$ 480,985
Accounts receivable	-	747
Inventory	34,188	-
Prepaid expenses	37,439	6,646
Due from stockholders	7,690	10,025
Other current assets	<u>32,956</u>	<u>23,245</u>
Total current assets	297,109	521,648
Non-current assets		
Property and equipment, net	1,627,271	833,388
Operating lease right-of-use assets	127,292	153,724
Loans receivable from stockholders	105,667	120,000
Security deposits	<u>38,633</u>	<u>19,596</u>
Total assets	<u>\$ 2,195,972</u>	<u>\$ 1,648,356</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Current liabilities		
Accounts payable and accrued expenses	\$ 72,340	\$ 13,265
Customer deposits	981,857	84,066
Equipment loans payable	99,730	38,912
Operating lease liabilities, current portion	67,750	107,054
Other current liabilities	<u>-</u>	<u>16,878</u>
Total current liabilities	1,221,677	260,175
Long-term liabilities		
Equipment loans payable, non-current	480,376	188,561
SAFE liabilities	230,000	-
Operating lease liabilities, non-current	<u>42,860</u>	<u>37,933</u>
Total liabilities	<u>1,974,913</u>	<u>486,669</u>
Stockholders' equity		
Preferred stock, \$0.00001 par value, 100,000,000 authorized, 33,347,232 shares issued and outstanding, respectively	333	333
Common stock, \$0.000000827 par value, 400,000,000 authorized, 105,400,026 and 103,498,023 shares issued, and 98,347,960 and 96,445,557 shares outstanding, respectively	87	85
Additional paid-in capital	5,965,899	4,358,953
Treasury stock, 7,052,466 shares, at cost	(71)	(71)
Accumulated deficit	<u>(5,745,189)</u>	<u>(3,197,613)</u>
Total stockholders' equity	<u>221,059</u>	<u>1,161,687</u>
Total liabilities and stockholders' equity	<u>\$ 2,195,972</u>	<u>\$ 1,648,356</u>

The accompanying notes are an integral part of these financial statements.

Apis Cor Inc.
Statements of Operations
For the Years Ended December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
REVENUE		
Training programs	<u>\$ 17,063</u>	<u>\$ 54,849</u>
EXPENSES		
Payroll and related expenses	1,058,975	299,322
Research and development	422,828	142,680
Advertising and Marketing	258,389	331,708
Other general and administrative	202,093	117,215
Professional fees	197,611	436,122
Facility and maintenance expense	219,421	153,335
Depreciation	106,208	54,386
Travel and entertainment	50,091	44,139
Other operating supplies and expenses	<u>22,443</u>	<u>-</u>
Total operating expenses	<u>2,538,059</u>	<u>1,578,907</u>
LOSS FROM OPERATIONS	(2,520,996)	(1,524,058)
OTHER INCOME (EXPENSES)		
Loss on disposal of asset	-	(2,202)
Interest expense	(28,700)	(15,346)
Interest income	<u>2,120</u>	<u>2,694</u>
NET LOSS	<u>\$ (2,547,576)</u>	<u>\$ (1,538,912)</u>

The accompanying notes are an integral part of these financial statements.

Apis Cor Inc.

Statements of Stockholders' Equity (Deficit)

For the Years Ended December 31, 2023 and 2022

	Preferred Stock \$0.00001 par value		Common Stock, \$0.000000827 par value		Additonal paid-in capital	Treasury Stock		Accumulated Deficit	Total
	Shares	Amount	Shares	Amount		Shares	Amount		
December 31, 2021	-	\$ -	100,749,520	\$ 83	\$ 36	7,052,466	\$ (71)	\$ (1,658,701)	\$ (1,658,653)
Stock-based compensation	-	-	-	-	1,186	-	-	-	1,186
Stock issued for conversion of Convertible Notes Payable	2,762,172	28	1,112,062	1	176,580	-	-	-	176,609
Stock issued for conversion of SAFE liabilities	30,585,060	305	-	-	2,929,695	-	-	-	2,930,000
Stock issued, net of offering costs	-	-	1,636,441	1	1,251,456	-	-	-	1,251,457
Net loss	-	-	-	-	-	-	-	(1,538,912)	(1,538,912)
December 31, 2022	33,347,232	333	103,498,023	85	4,358,953	7,052,466	(71)	(3,197,613)	1,161,687
Stock-based compensation	-	-	-	-	740	-	-	-	740
Stock issued, net of offering costs	-	-	1,902,403	2	1,606,206	-	-	-	1,606,208
Net loss	-	-	-	-	-	-	-	(2,547,576)	(2,547,576)
December 31, 2023	33,347,232	\$ 333	105,400,426	\$ 87	\$ 5,965,899	7,052,466	\$ (71)	\$ (5,745,189)	\$ 221,059

The accompanying notes are an integral part of these financial statements.

Apis Cor Inc.**Statements of Cash Flows****For the Years Ended December 31, 2023 and 2022**

	<u>2023</u>	<u>2022</u>
Cash flows from operating activities:		
Net loss	\$ (2,547,576)	\$ (1,538,912)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation	106,208	54,386
ROU assets and liabilities	(7,945)	(8,737)
Accrued interest on convertible notes payable	-	2,205
Loss on disposal of equipment	-	2,202
Stock-based compensation	740	1,186
Changes in working capital components:		
Accounts receivable	747	36,778
Inventory	(34,188)	-
Prepaid expenses	(30,793)	8,764
Other current assets	(9,711)	(23,245)
Security deposits	(19,037)	2,750
Accounts payable and accrued expenses	59,075	(86,183)
Customer deposits	897,791	44,047
Other current liabilities	(16,878)	16,878
Net cash used by operating activities	<u>(1,601,567)</u>	<u>(1,487,881)</u>
Cash flows from investing activities:		
Purchases of property and equipment	(900,091)	(557,557)
Disposals of property and equipment	-	42,000
Net cash used by investing activities	<u>(900,091)</u>	<u>(515,557)</u>
Cash flows from financing activities:		
Proceeds from equipment loans payable	410,481	148,874
Repayments on equipment loans payable	(57,848)	(54,660)
Proceeds from issuance of SAFE liabilities	230,000	1,000,000
Net loans to and repayments from stockholders	16,668	(34,186)
Proceeds from issuance of common stock from Reg A+ offering	-	1,171,827
Proceeds from issuance of common stock, net of costs from Reg CF offering	1,773,873	405,197
Capital raise costs	(167,665)	(218,143)
Net cash provided by financing activities	<u>2,205,509</u>	<u>2,418,909</u>
Net change in cash	(296,149)	415,471
Cash, beginning of year	480,985	65,514
Cash, end of period	<u>\$ 184,836</u>	<u>\$ 480,985</u>
Supplemental and non-cash disclosures		
Cash paid for interest	<u>\$ 28,700</u>	<u>\$ 13,141</u>
Operating lease right of use asset and liability recorded on adoption of ASC 842	<u>\$ -</u>	<u>\$ 241,287</u>
Right-of-use asset and liability adjustment for lease modification	<u>\$ 92,733</u>	<u>\$ -</u>
Recognition of deferred offering costs	<u>\$ -</u>	<u>\$ 107,424</u>
Preferred stock issued for conversion of convertible notes payable	<u>\$ -</u>	<u>\$ 126,649</u>
Common stock issued for conversion of convertible notes payable	<u>\$ -</u>	<u>\$ 11</u>
Preferred stock issued for conversion of SAFE liabilities	<u>\$ -</u>	<u>\$ 2,930,000</u>

The accompanying notes are an integral part of these financial statements.

Page | 6

Apis Cor Inc.

Notes to Financial Statements **December 31, 2023 and 2022**

Note A – Nature of Business and Organization

Apis Cor Inc. (the “Company”) was organized in December 2019 in the state of Delaware and began operations in January 2020. The Company is a developer of on-site circular mobile 3D printers built for the construction industry. The Company offers a robotics arm that distributes a concrete mortar to create the desired shape of a building, with the intention of enabling clients to reduce the costs of building. The Company has created several prototype 3D printers and has already printed several developmental structures in addition to development of on-demand 3D printing training courses and live seminar and workshop offerings. The Company has received deposits for sales of its 3D printing equipment in 2023 with delivery projected in 2024.

Note B – Significant Accounting Policies

Basis of Presentation

The financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Use of Estimates

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

Recent Adopted Accounting Standards

Accounting standards promulgated by the Financial Accounting Standards Board (“FASB”) are subject to change. Changes in such standards may have an impact on the Company’s future financial statements.

The Company periodically reviews new accounting standards that are issued. Although some of these accounting standards may be applicable to the Company, the Company has not identified any new standards, other than the ones described below, that it believes merit further discussion as the Company expects that none would have a significant impact on its financial statements.

Effective January 1, 2023, the Company adopted the new accounting guidance in Accounting Standards Update ASU No. 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments Accounting Standards Codification (ASC 326). This standard replaced the incurred loss methodology with an expected loss methodology that is referred to as the current expected credit loss (“CECL”) methodology. CECL requires an estimate of credit losses for the remaining estimated life of the financial asset using historical experience, current conditions, and reasonable and supportable forecasts, and generally applies to financial assets measured at amortized cost. Financial assets measured at amortized cost will be presented at the net amount expected to be collected by using an allowance for credit losses. The Company adopted the standard using the modified retroactive approach, which did not affect retained earnings.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and on deposit. The Company deposits cash and cash equivalents with financial institutions which management believes is of high credit quality. At December 31, 2023 and 2022, there were no cash equivalents.

Apis Cor Inc.

Notes to Financial Statements December 31, 2023 and 2022

Note B – Significant Accounting Policies (continued)

Accounts Receivable

Accounts receivable consists of balances owed to the Company for goods sold and services provided. Accounts receivable are carried at the original amount less an estimate for credit losses. The Company maintains an allowance for credit losses which represents management's estimate of expected credit losses over the remaining expected life of the Company's financial assets measured at amortized cost and comprised of three main components: (i) historical collection performance, (ii) specific collection issues, (iii) current conditions, and reasonable and supportable forecasts about the future. If actual provision for credit losses differs from the reserves calculated based on historical trends and known customer issues and current conditions, an adjustment to the provision for credit losses is recorded in the period in which the difference occurs. Such adjustment could result in additional expenses or a reduction of expenses. The Company writes off accounts to the allowance when it has determined that collection is unlikely. Some of the factors considered in reaching this determination are (i) the apparent financial condition of the customer, (ii) the success the Company has in contacting and negotiating with the customer, (iii) the current state of the industry and (iv) the number of days the account has been outstanding. When the Company's collections does not correspond with historical performance, additional charges may be required. As of December 31, 2023 and 2022, the Company determined no allowance for credit losses was needed. The income statement effect of all changes in the allowance for credit losses is recognized as provision for credit losses

Property and Equipment

Property and equipment are recorded at cost. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets. Maintenance and repairs are charged to expense as incurred. Betterments and renewals are capitalized. When property and equipment are sold or otherwise disposed of, the asset account and related accumulated depreciation account are relieved, and any gain or loss is included in operations. The straight-line method of depreciation is used over the following estimated useful lives:

Production equipment	8-15 years
Vehicles and trailers	8-10 years
Computers and equipment	5 years
Furniture & fixtures	7 years
Leasehold improvements	Life of lease

Additions and improvements are capitalized, while replacements, maintenance, and repairs, which do not improve or extend the life of the respective assets, are expensed as incurred. Gains and losses from the disposal of assets are recorded in the year of disposition.

Leases

The Company determines if an arrangement is a lease at inception. The Company's manufacturing space is included in the balance sheets at December 31, 2023 and 2022 as an operating lease right-of-use asset, Right-of-use liability, current portion, and Right-of-use liability, non-current.

ROU assets represent the right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. And the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments, or a change in the assessment of an option to purchase the underlying asset. For leases that do not provide an implicit rate, we use the Company's incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. We use the implicit rate when readily determinable. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

Apis Cor Inc.

Notes to Financial Statements December 31, 2023 and 2022

Note B – Significant Accounting Policies (continued)

Customer Deposits

Customer deposits are recorded when payments from customers are received for future sales or services and are recognized as revenue on the date of the completion of the building, live training program or delivery of equipment. As of December 31, 2023 and 2022, customer deposits totaled approximately \$982,000 and \$84,000, respectively.

Revenue Recognition

All revenues from exchange transactions are recorded in accordance with Accounting Standards Codification (“ASC”) 606, Revenue from Contracts with Customers, which is recognized when: (i) a contract with a customer has been identified, (ii) the performance obligation(s) in the contract have been identified, (iii) the transaction price has been determined, (iv) the transaction price has been allocated to each performance obligation in the contract, and (v) the Company has satisfied the applicable performance obligation at a point in time or over time.

The Company’s revenues are currently generated from on-demand training courses and live seminars. These services predominantly contain a single performance obligation, and revenue for such sales is recognized when the customer obtains control, which is typically when the payment is made and download is available to the customer or the service is provided to the customer. Management has determined that there are no significant variable considerations.

The following summarizes the Company’s major revenue sources:

3D Printing Equipment

3D printing equipment includes proprietary Structural 3D Printers and Mixers comprised of proprietary mixing and pump machines. By means of the Company’s equipment, the cementitious material is distributed layer-by-layer forming the walls. The material itself is manufactured by the Company and will exclusively be sold through the Company. Revenue is earned upon delivery and the customer takes control of the equipment. The Company has developed the initial commercial version and has begun to accept customer deposits for future deliveries. No sales occurred in 2023 or 2022.

Training Program Sales

The Company has developed 3D printing training programs offered in on-demand download and live seminar and workshop formats. Revenue from the sale of these programs is recognized when the customer obtains control, which is typically when payment is made and download is available to the customer.

Payment terms and conditions vary, although terms generally include a requirement of payment at the time of the sale or performance of the service and are typically due within 30 days. Payments received in advance and not earned are included in customer deposits and recognized in the period in which it is earned. In circumstances where the timing of revenue recognition differs from the timing of invoicing, the Company has determined that the Company’s contracts generally do not include a significant financing component. All revenue is earned in the United States.

Apis Cor Inc.

Notes to Financial Statements December 31, 2023 and 2022

Note B – Significant Accounting Policies (continued)

Research and Development

Research is planned search or critical investigation aimed at discovery of new knowledge with the hope that such knowledge will be useful in developing a new product or service (hereinafter “product”) or a new process or technique (hereinafter “process”) or in bringing about a significant improvement to an existing product or process. Development is the translation of research findings or other knowledge into a plan or design for a new product or process or for a significant improvement to an existing product or process whether intended for sale or use. It includes the conceptual formulation, design, and testing of product alternatives, construction of prototypes, and operation of pilot plants. It does not include routine or periodic alterations to existing products, production lines, manufacturing processes, and other on-going operations even though those alterations may represent improvements and it does not include market research or market testing activities.

Per ASC 730, *Research and Development*, the Company expenses research and development cost as incurred. Research and development costs for the years ended December 31, 2023 and 2022, was approximately \$423,000 and \$143,000, respectively.

Advertising and Marketing

Advertising and Marketing costs are expensed when incurred. During the years ended December 31, 2023 and 2022, advertising and marketing related expenses were approximately \$258,000 and \$332,000, respectively.

Income Taxes

The Company utilizes an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually for differences between the financial statement and tax basis of assets and liabilities that will result in taxable deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. The federal net operating loss may be carried forward indefinitely but are limited to 80% of the taxable income in any one tax period. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company’s income tax returns are subject to review and examination by federal and state authorities in accordance with prescribed statutes. When accrued, interest and penalties related to unpaid taxes are included in income tax expense.

The Company adopted the income tax standard for uncertain tax positions. As a result of this implementation, the Company evaluated its tax positions and determined that it has no uncertain tax positions as of December 31, 2023 and 2022, respectively. The Company’s 2020 through 2022 tax years are open for examination for federal and state taxing authorities.

Note C – Going Concern

The accompanying financial statements are prepared assuming the Company will continue as a going concern. At December 31, 2023, the Company had an accumulated deficit of approximately \$5,745,000. The net cash used in operating activities for the years ended December 31, 2023 totaled approximately \$1,602,000.

With sales of its 3D printers in 2024 and additional financing from private and public offerings of its common stock the Company will have sufficient funds to continue operations for at least twelve months from the date of this report. While the Company believes in the viability of its strategy to increase sales and in its ability to raise additional funds, there can be no assurances to that effect. The financial statements do not include adjustments to reflect the possible effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of this uncertainty.

Apis Cor Inc.

Notes to Financial Statements

December 31, 2023 and 2022

Note D – Property and Equipment

Property and equipment consist of the following as of December 31:

	2023	2022
Production equipment	\$ 1,424,477	\$ 346,045
Vehicles and trailers	185,217	179,743
Computers and equipment	38,174	22,946
Furniture & fixtures	29,371	26,508
Construction in progress	103,091	309,792
Leasehold improvements	23,576	18,781
Total property and equipment	1,803,906	903,815
Less: accumulated depreciation	(176,635)	(70,427)
Property and equipment, net	\$ 1,627,271	\$ 833,388

For the years ended December 31, 2023 and 2022, respectively, total depreciation expense was approximately \$106,000 and \$54,000. At December 31, 2023 and 2022, in addition to the construction in progress, there was approximately \$727,000 and \$41,000, respectively, in production equipment that had not yet been placed in service.

Note E - Loans Receivable from Stockholder

On January 3, 2020, the Company entered into an unsecured promissory note with a stockholder for \$43,000, with interest at 2% per annum. The note matured on January 3, 2023 with the principal balance outstanding plus accrued but unpaid interest being due and payable on the maturity date. The note was subsequently amended with scheduled repayment terms through April 15, 2025. For the years ended December 31, 2023 and 2022, accrued interest of \$580 and \$860, respectively, was paid by the stockholder and is recorded in interest income in the financial statements.

On January 13, 2021, the Company entered into an unsecured promissory note with a stockholder for \$47,000, with interest at 2% per annum. The note matures on the third anniversary of the effective date, with the principal balance outstanding plus accrued but unpaid interest being due and payable on the maturity date. The note was subsequently amended with scheduled repayment terms through December 31, 2025. For the years ended December 31, 2023 and 2022, accrued interest of \$940 and \$940, respectively, was paid by the stockholder and is recorded in interest income in the financial statements.

On December 30, 2022, the Company entered into an unsecured promissory note with a stockholder for \$30,000, with interest at 2% per annum. The note matures on the third anniversary of the effective date, with the principal balance outstanding plus accrued but unpaid interest being due and payable on the maturity date. For the years ended December 31, 2023 and 2022, accrued interest of \$600 and \$2, respectively, was paid by the stockholder and is recorded in interest income in the financial statements.

Note F – Line of Credit

In November 2023, the Company entered into a Line of Credit Agreement (“the LOC”) for \$100,000 with interest at Prime plus 4.050% per annum. The final availability date is the earlier of the fifth anniversary of the agreement or at an earlier date at the bank’s sole discretion. Commencing on January 1, 2024 and on the first of each month thereafter, the Company shall make monthly payments of \$100 or accrued interest plus 1/100 of the then unpaid principal balance, whichever is greater. The LOC is secured by substantially all the assets of the Company and contains customary affirmative and negative covenants and conditions to borrowing, as well as customary events of default. As of December 31, 2023, the combined interest rate was 12.55% with no balances outstanding under this LOC.

Apis Cor Inc.

Notes to Financial Statements December 31, 2023 and 2022

Note G – Equipment Loans Payable

On September 28, 2020, the Company purchased equipment and entered into a loan in the amount of \$36,933. This loan has a 75-month term with an interest rate of 7.24% and a monthly payment of \$615. As of February 2022, the equipment was traded-in on new equipment and the loan was satisfied. Interest expense paid during the year ended December 31, 2022 totaled \$368.

On November 4, 2020, the Company purchased equipment and entered into a loan in the amount of \$7,225. This loan has a 60-month term with an interest rate of 10.49% and a monthly payment of \$155. Interest expense paid during the years ended December 31, 2023 and 2022, respectively, totaled \$412 and \$555. As of December 31, 2023 and 2022, respectively, the outstanding principal balance was \$3,185 and \$4,638, with \$1,611 and \$1,453 of the total payable recorded as a current liability.

On July 29, 2021, the Company purchased equipment and entered into a loan in the amount of \$98,500. This loan has a 72-month term with an interest rate of 6.06%. The first two monthly payments were \$500 each with the following 70 monthly payments of \$1,674. Interest expense paid during the years ended December 31, 2023 and 2022, respectively, totaled \$4,509 and \$7,406. As of December 31, 2023 and 2022, respectively, the outstanding principal balance was \$65,894 and \$81,472 with \$16,548 and \$15,578 of the total payable recorded as a current liability.

On February 14, 2022, the Company purchased equipment paid in part with value from trade-in equipment and entered into a loan in the amount of \$55,734. This loan has a 75-month term with an interest rate of 10.49% and a monthly payment of \$1,016. Interest expense paid during the years ended December 31, 2023 and 2022, respectively, totaled \$2,552 and \$4,672. As of December 31, 2023 and 2022, respectively, the outstanding principal balance was \$42,975 and \$50,243 with \$8,055 and \$7,268 of the total payable recorded as a current liability.

On August 28, 2022, the Company purchased equipment and entered into a loan in the amount of \$29,546. This loan has a 75-month term with an interest rate of 7.94% and a monthly payment of \$503. Interest expense paid during the years ended December 31, 2023 and 2022, respectively, totaled \$4,515 and \$676. As of December 31, 2023 and 2022, respectively, the outstanding principal balance was \$24,823 and \$28,714 with \$4,207 and \$3,891 of the total payable recorded as a current liability.

On September 13, 2022, the Company purchased equipment and entered into a loan in the amount of \$34,345. This loan has a 54-month term with an interest rate of 7.03% and monthly payments of \$99 for the first six months and \$809 for the remaining 48 months. Delivery of the equipment occurred in 2023. Interest expense paid during the years ended December 31, 2023 and 2022, respectively, totaled \$1,359 and \$0. As of December 31, 2023 and 2022, the outstanding principal balance was \$28,127 and \$34,345 with \$7,980 and \$5,710 of the total payable recorded as a current liability.

On September 15, 2022, the Company purchased equipment and entered into a loan in the amount of \$29,250. This loan has a 60-month term with an interest rate of 8.48% and a monthly payment of \$600. Interest expense paid during the years ended December 31, 2023 and 2022, respectively, totaled \$2,187 and \$610. As of December 31, 2023 and 2022, respectively, the outstanding principal balance was \$23,049 and \$28,060 with \$5,448 and \$5,011 of the total payable recorded as a current liability.

On April 18, 2023, the Company purchased equipment and entered into a loan in the amount of \$262,350. This loan has a 72-month term with an interest rate of 10.10% and a monthly payment of \$4,747. Interest expense paid during the year ended December 31, 2023 totaled \$11,519. As of December 31, 2023, the outstanding principal balance was \$243,922 with \$35,258 of the total payable recorded as a current liability.

On November 21, 2023, the Company purchased equipment and entered into a loan in the amount of \$148,130. This loan has a 72-month term with an interest rate of 9.42% and a monthly payment of \$2,708. Interest expense paid during the year ended December 31, 2023 totaled \$1,529. As of December 31, 2023, the outstanding principal balance was \$148,130 with \$20,622 of the total payable recorded as a current liability.

Apis Cor Inc.

Notes to Financial Statements December 31, 2023 and 2022

Note G – Equipment Loans Payable (continued)

The aggregate future maturities of notes payable are as follows as of December 31, 2023:

Years Ending December 31,	Amount
2024	\$ 99,730
2025	107,453
2026	115,518
2027	110,043
2028	91,006
Thereafter	56,356
	<u>\$ 580,106</u>

Note H – SAFE Liabilities

During 2021 and 2020, the Company offered their investors a Simple Agreement for Future Equity (“SAFE”) contract, which allowed the investor to make an upfront payment for the right to future Standard or SAFE Preferred Shares issued in the next equity financing round at a discount of 0% to 85%. Upon conversion, these shareholders would have the same rights as any other preferred shareholders, if any.

A key event that would cause conversion of these agreements into future equity include an Equity Financing as follows:

Equity Financing: If there is an equity financing before the termination of this SAFE, on the initial closing of such equity financing, this SAFE will automatically convert into the greater of: (1) the number of shares of Standard Preferred Stock equal to the purchase amount divided by the lowest price per share of the Standard Preferred Stock; or (2) the number of shares of SAFE Preferred Stock equal to the purchase amount divided by the SAFE price.

The Company closed on transactions pursuant to its Regulation A+ offering of common stock in the aggregate investment amount exceeding \$1 million, whereupon the Equity Financing terms were met and these SAFEs automatically convert into shares of the Company’s preferred stock effective September 1, 2022.

The Company had raised \$2,930,000 through these SAFE contracts and issued 30,585,060 shares of Preferred Stock related to conversion of the SAFEs. (See Note I)

During 2023, the Company offered additional Simple Agreements for Future Equity (“SAFE”) contract, which allowed the investor to make an upfront payment for the right to future Standard or SAFE Preferred Shares issued in the next equity financing round at a discount of 0% to 80%. Upon conversion, these shareholders would have the same rights as any other preferred shareholders, if any. As of December 31, 2023, the Company had raised \$230,000 through these SAFE contracts. These are reflected as liabilities in the accompanying balance sheets.

The key events that will cause conversion of these agreements into future equity include:

Equity Financing: If there is an equity financing before the termination of this SAFE, on the initial closing of such equity financing, this SAFE will automatically convert into the the number of shares of SAFE Preferred Stock equal to the purchase amount divided by the Conversion Price.

Note H – SAFE Liabilities (continued)

Liquidity Event: If there is a liquidity event before the termination of this SAFE, this SAFE will automatically be entitled (subject to the liquidation priority set forth below) to receive a portion of proceeds, due and payable to the investor immediately prior to, or concurrent with, the consummation of such liquidity event, equal to the greater of (i) the purchase amount or (ii) the amount payable on the number of shares of common stock equal to the purchase amount divided by the liquidity price. If any of the Company's security holders are given a choice as to the form and amount of proceeds to be received in a liquidity event, the investor will be given the same choice, provided that the investor may not choose to receive a form of consideration that the investor would be ineligible to receive as a result of the investor's failure to satisfy any requirement or limitation generally applicable to the Company's security holders, or under any applicable laws.

Dissolution Event: If there is a dissolution event before the termination of this SAFE, the investor will automatically be entitled (subject to the liquidation priority) to receive a portion of proceeds equal to the purchase amount, due and payable to the investor immediately prior to the consummation of the dissolution event.

Liquidation Priority: In a liquidity event or dissolution event, this SAFE is intended to operate like standard non-participating Preferred Stock. The investor's right to receive its purchase amount is:

- (i) Junior to payment of outstanding indebtedness and creditor claims, including contractual claims for payment and convertible promissory notes (to the extent such convertible promissory notes are not actually or notionally converted into common stock);
- (ii) On par with payments for other SAFEs and/or preferred stock, and if the applicable proceeds are insufficient to permit full payments to the investor and such other SAFEs and/or preferred stock, the applicable proceeds will be distributed pro rata to the investor and such other SAFEs and/or preferred stock in proportion to the full payments that would otherwise be due; and
- (iii) Senior to payments for common stock.

The investor's right to receive his or her conversion amount is (a) on par with payments for common stock and other SAFEs and/or preferred stock who are also receiving conversion amounts or proceeds on a similar as-converted to common stock basis, and (b) junior to payments described in clauses (i) and (ii) above (in the latter case, to the extent such payments are proceeds or similar liquidation preferences).

Termination: This SAFE will automatically terminate (without relieving the Company of any obligations arising from a prior breach of or non-compliance with this SAFE) immediately following the earliest to occur of: (i) the issuance of common stock to the investor pursuant to the automatic conversion of this SAFE under an equity financing; or (ii) the payment, or setting aside for payment, of amounts due the investor pursuant to a liquidity or dissolution event.

Apis Cor Inc.

Notes to Financial Statements December 31, 2023 and 2022

Note I – Convertible Notes Payable

During 2020, the Company offered their investors a series of 18-month 2% convertible promissory notes, (collectively, the “Notes”). Upon conversion, these shareholders would have the same rights as the current preferred shareholders. Key events that will cause conversion of these agreements into future equity are as follows:

Qualified Financing: If there is a qualified financing prior to a change in control or payment in full of these Notes, all principal together with all accrued but unpaid interest under these Notes shall automatically convert into shares of the Company’s preferred stock at the lesser of (i) a range of 80% to 85%, as defined in each individual Note, of the price per share paid by the purchasers for cash of the largest number of equity securities in the qualified financing, or (ii) the price obtained by dividing the target valuation by the Company’s fully-diluted outstanding capitalization (including these Notes and other convertible securities issued by the Company, including but not limited to: (a) SAFE contracts; (b) convertible promissory notes and other convertible debt instruments; and (c) convertible securities that have the right to convert into shares of common stock) immediately prior to the qualified financing (the “Conversion Price”). The total number of shares of stock that the holder shall be entitled to upon conversion of these Notes shall be equal to the number obtained by dividing (i) all principal and accrued but unpaid interest under such Note by (ii) the Conversion Price (the “Total Number of Shares”).

As of December 31, 2020, the Company had raised \$160,000 through these convertible notes with maturity dates ranging from November 11, 2021 to June 20, 2022. During the fiscal year ended December 31, 2020, the Company also issued \$9,800 in convertible notes payable for research and development services.

The Company closed on transactions pursuant to its Regulation A+ offering of common stock in the aggregate investment amount exceeding \$1 million, whereupon the Qualified Financing terms were met and Convertible Notes Payable automatically convert into shares of the Company’s common stock and/or preferred stock effective September 1, 2022.

The Company issued 2,762,172 shares of preferred stock and 1,112,062 of common stock related to conversion of the total principal and accrued interest of \$176,609 from Convertible Notes Payable. (See Note J)

Note J – Stockholders’ Equity (Deficit)

On September 15, 2021, the Company executed an Amended and Restated Certificate of Incorporations which, among other things, authorized the issuance 100,000,000 shares of preferred stock with a par value of \$0.00001 per share with 50,000,000 designated to preferred stock. Such designation, rights and preferences may be determined from time-to-time by the Company’s board of directors and authority is expressly vested in the board of directors, to authorize the issuance of one or more series of preferred stock.

During 2022, the Company issued 33,347,232 shares of preferred stock pursuant to the conversion of the SAFEs and convertible notes payable. (See Notes H and I)

Pursuant to the 2021 Amended and Restated Certificate of Incorporation, the Company increased the number of authorized common stock to 400,000,000 shares available for issuance on the same terms and at the same price as the initial authorization and effected a 12.0899429354-for-1 stock split of the issued common stock resulting in par value of \$0.000000827 per share. Immediately following this stock split 7,052,466 shares were redeemed for \$71 to be held as treasury stock until duly issued by the Company.

Additionally, pursuant to the 2021 Amended and Restated Certificate of Incorporation the Board is authorized to provide by resolution, out of the unissued shares of preferred stock, one or more series of preferred stock.

Series X Preferred Stock

On December 1, 2023, the Company authorized the creation of Series X preferred stock (the “Series X”) with 400,000 preferred stock from the unissued preferred stock authorized designated as Series X with certain conversion features and no rights to voting or dividends. Key events that will cause conversion of these agreements into future equity include the following:

Apis Cor Inc.

Notes to Financial Statements December 31, 2023 and 2022

Note J – Stockholders' Equity (Deficit) (continued)

Qualified Financing: With respect to each share of Series X issued by the Company, if on or prior to the tenth (10th) anniversary of the issuance thereof, the Company consummates a Qualified Financing, such share shall automatically convert into one share of Common Stock of the Company, effective immediately prior to the effective closing of such Qualified Financing.

Change of Control: With respect to each share of Series X Preferred Stock issued by the Company, if on or prior to the tenth (10th) anniversary of the issuance thereof, the Company consummates a Change of Control, such share shall automatically convert into one share of Common Stock of the Company, effective immediately prior to the effective date of such Change of Control.

Reclassification: Upon any reclassification, exchange, substitution, conversion or other event that results in a change of the number and/or class of the equitable securities issuable upon conversion of shares of Series X, the holder thereof shall be entitled to receive, upon conversion, the number and kind of securities and property, having substantially the same market value and rights, preferences, powers, privileges, restrictions, qualifications and limitations that holders of Series X would have received if Series X had been converted immediately before such event, as determined by the board of directors in its sole discretion.

Liquidation, Dissolution or Winding Up: In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of shares of Series X then outstanding shall be entitled to be paid out of the assets of the Company available for distribution to its stockholders an amount equal to \$0.01 per share.

As of December 31, 2023, the Company had no shares issued of Series X preferred stock. See Note O for shares issued subsequent to the year ended December 31, 2023.

Stock Issuances

On December 27, 2021, the Company received Notice of Qualification from the Securities and Exchange Commission under Regulation A+ to proceed with the public offering of its securities (the "Reg A+ Offering"). The Offering permits the Company to offer and sell 35,000,000 shares of common stock at a purchase price of \$1.00 per share, or \$35,000,000 in total, to accredited investors. All shares are exempt from registrations contained in Section 4(a)(2) of the Securities Act and/or Regulation D promulgated thereunder. There are no underwriting fees associated with this Reg A+ Offering.

In connection with the Reg A+ Offering, the Company engaged a fully regulated broker-dealer at a 3% commission of all sales. As of December 31, 2022, the Company issued 1,171,827 shares of common stock at a purchase price of \$1 per share and recognized \$290,921 of offering costs related to the offering.

During 2022 the Company launched a Regulation Crowdfunding offering (the "Reg CF Offering") to sell up to \$5,000,000 in equity financing through the sale of up to 5,000,000 shares of its common stock at a purchase price of \$1.00 per share. The Reg CF Offering also provided for investment incentives and bonuses of additional bonus shares and physical good perks offered to investors based on the elapsed time of offering and amount invested.

In connection with the Reg CF Offering, the Company entered into an agreement with a funding portal for processing, transfer agent and other services. Under this agreement the Company is to pay certain fees for services received and various commissions on proceeds raised for the offering with 6% of the net proceeds held in escrow for up to six months following the close of the offering. As of December 31, 2023 and 2022, respectively, deposits held totaled \$30,956 and \$23,244 and is recorded in other current assets in the financial statements. The funding portal is also to receive 3% commission paid in equity at the same rate as the Reg CF Offering upon completion of the offering after final proceeds are determined.

During 2023 and 2022, respectively, the Company issued 1,902,403 and 464,614 shares of common stock under the Reg CF Offering, including bonus shares of 128,530 and 59,417, for net proceeds after platform commissions and related costs, of \$1,773,873 and \$405,197 and recognized \$167,665 and \$34,646 of related offering costs. The Reg CF Offering ran through September 2023, at which time it was closed to further sales of its securities.

Apis Cor Inc.

Notes to Financial Statements December 31, 2023 and 2022

Note K – Stock Option Plan

In September 2021, the Company established the 2021 Equity Ownership Plan (the “2021 Plan”). The purpose of the plan is to attract and retain the services of selected employees, officers, managers, advisors and other key contributors to the Company and believes that the 2021 Plan will encourage the participants to contribute materially to the Company’s growth, thereby benefiting its shareholders, and will align the economic interests of the participants with those of the shareholders. The maximum number of shares that may be the subject of awards under the 2021 Plan shall be equal to ten percent (10%) of the outstanding capital stock of the Company, on a fully converted basis.

The fair value of each option award is estimated on the date of grant using the Black-Scholes option valuation model that uses the assumptions noted in the following table. Expected volatility has been estimated based on the historical volatility of an industry sector index. The expected life of options granted is derived from the termination date related to the option. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

The following assumptions were used to determine the fair value of the stock options for the years ended December 31:

	2023	2022
Estimated fair value of underlying stock at grant date	\$0.00001 - \$1.00	\$0.00001 - \$1.00
Exercise price	\$0.00001 - \$1.00	\$0.00001 - \$1.00
Expected life	10 years	10 years
Risk-free interest rates	1.52% - 3.72%	1.52% - 3.42%
Volatility	0%	0%

Total stock-based compensation charged to operations for option-based arrangements amounted to \$740 and \$1,182 for the years ended December 31, 2023 and 2022, respectively. At December 31, 2023 and 2022, respectively, there was approximately \$50,611 and \$10,600 of unrecognized stock-based compensation expense.

A summary of the status of the Company's outstanding stock options as of December 31, 2023 and changes during 2023 and 2022 are as follows:

	Shares	Weighted Average Exercise Price
Outstanding at January 1, 2022	5,142,426	\$ 0.00001
Granted	40,000	1.00000
Exercised	-	-
Forfeited	(1,007,496)	(0.00001)
Outstanding at December 31, 2022	4,174,930	0.00959
Granted	565,000	1.00000
Exercised	-	-
Forfeited	(430,000)	(1.00000)
Outstanding at December 31, 2023	4,309,930	0.04061

Apis Cor Inc.

Notes to Financial Statements December 31, 2023 and 2022

Note K – Stock Option Plan (continued)

A summary of the status of the Company's outstanding stock options as of December 31, 2023 is as follows:

Exercise Price	Shares	Contractual Life (Days)
\$0.00001	4,134,930	2,831
\$1.00000	<u>175,000</u>	3,371
\$0.04061	<u>4,309,930</u>	2,853

Note L – Income Taxes

No provision or benefit for federal or state income taxes has been reflected for the years ended December 31, 2023 and 2022, respectively, since the Company reported losses and has established a valuation allowance against the total net deferred tax asset.

Significant components of the Company's net deferred tax assets are as follows as of December 31:

	2023	2022
Net operating loss carry forward	\$ 1,003,929	\$ 606,467
Research and development	106,881	26,967
Property and equipment	(91,547)	(106,279)
Valuation allowance	<u>(1,019,263)</u>	<u>(527,155)</u>
Net deferred tax asset	<u>\$ -</u>	<u>\$ -</u>

At December 31, 2023 and 2022, the Company had federal net operating loss carryforwards of approximately \$5,927,000 and \$3,561,000, respectively. The federal net operating loss may be carried forward indefinitely but is limited to 80% of the taxable income in any one tax period. The utilization of the net operating loss carryforwards may be limited in the case of certain events including significant changes in ownership interests. The Company's federal and state blended tax rate was 21.00% for the years ended December 31, 2023 and 2022.

The entire balance of the deferred tax asset has been offset by a valuation allowance since there may be limitations on the amount of net operating loss carryforwards which can be used in future years, and utilization of net operating loss carryforwards cannot be sufficiently assured at December 31, 2023 and 2022.

Note M – Operating Leases

Starting on April 1, 2021, the Company leases manufacturing space in Melbourne, Florida from an unrelated party with monthly base payments of approximately \$7,280 plus variable lease costs including applicable sales taxes and common area maintenance costs subject to change at the beginning of each calendar year to make equal to the actual costs for the previous calendar year. The lease matures in April 2024. The base rent is subject to a fixed increase every year of approximately 3%. The Company has exercised its option to extend the lease term 18 months through October 2025 at materially same terms.

On March 20, 2023, the Company entered into a 36-month operating lease agreement to increase its manufacturing space by 1,814 sq ft. Monthly payments consist of fixed base payments of approximately \$3,118 plus variable costs including sales tax and a pro rata share of common area maintenance charges which may be adjusted for the landlords operating costs at the beginning of each calendar year each.

Apis Cor Inc.

Notes to Financial Statements December 31, 2023 and 2022

Note M – Operating Leases (continued)

The ROU assets as of December 31 is summarized below:

	2023	2022
Operating lease ROU assets	\$ 334,020	\$ 241,287
Less accumulated reduction	(206,728)	(87,563)
Balance of ROU assets	<u>\$ 127,292</u>	<u>\$ 153,724</u>

Operating lease liability related to the ROU asset as of December 31 is summarized below:

	2023	2022
Operating lease liabilities	\$ 334,020	\$ 241,287
Reduction of lease liabilities	(223,410)	(96,300)
Balance of lease liabilities	<u>\$ 110,610</u>	<u>\$ 144,987</u>

The components of lease expense for the years ended December 31 were as follows:

	2023	2022
Operating lease cost	\$ 187,695	\$ 137,465

Maturities of lease liabilities were as follows as of December 31, 2023:

Years Ending December 31,	Amount
2024	\$ 74,317
2025	36,584
2026	9,199
Future minimum lease payments	120,100
Less: imputed interest	(9,490)
Present value of lease payments	110,610
Less: current portion of lease liabilities	(67,750)
Operating lease liabilities, net of current portion	<u>\$ 42,860</u>

Weighted average remaining lease terms were as follows as of December 31, 2023:

Operating leases	2.58 years
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Weighted average incremental borrowing rates were as follows as of December 31, 2023:

Operating leases	8.64%
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Note N – Commitments and Contingencies

Contingencies

Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein. If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potentially material loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

Note O – Subsequent Events

On March 20, 2024, the Company exercised its option to extend the lease term for its manufacturing space for an additional 18 months commencing May 1, 2024 at materially same terms. Base rent will increase 3% to approximately \$7,952 plus variable lease costs including applicable sales taxes and common area maintenance costs subject to change at the beginning of each calendar year to make equal to the actual costs for the previous calendar year. The lease will mature in October 2025. The base rent remains subject to a fixed increase of 3% per annum.

Subsequent to the date of the balance sheet, the Company issued an additional \$250,000 of SAFE agreements with terms similar to those described in Note H.

Subsequent to the date of the balance sheet the Company issued 5,000 shares of stock options under the 2021 Equity Ownership Plan in Note K. The Company also issued 302,154 shares of Series X preferred stock at \$0.01 per share, as described in Note J. The Company also issued 53,208 shares of common stock for the Reg CF funding portals commission to be paid in equity after final proceeds were determined as described in Note J. The Company also issued 272,917 shares of preferred stock as inducement for an individual to serve in a non-voting advisory role to the Company.

In February 2024, the Company launched a Regulation Crowdfunding offering (the "Offering") to sell up to \$3,621,492 in equity financing through the sale of up to 2,463,000 shares of its common stock at a purchase price of \$1.47 per share. The Offering is being made through Start Engine Secure LLS (the "Funding Portal") for processing, transfer agent and other services. Under this agreement the Company is to pay certain fees for services received and various commissions on proceeds raised for the Offering with 6% of the net proceeds held in escrow for up to six months following the close of the Offering. The Funding Portal is also to receive 3% commission paid in equity at the same rate as the Offering upon completion of the offering after final proceeds are determined.

Subsequent to the date of the balance sheet, the Company issued 122,132 shares of common stock under the Offering, including bonus shares of 22,631 for net proceeds \$114,929 after platform commissions, related costs and escrows.

The Company evaluated subsequent events and transactions for potential recognition or disclosure in the financial statements through April 19, 2024, the date the financial statements were available for issuance, and determined that the following items required disclosure.

EXHIBIT C TO FORM C

PROFILE SCREENSHOTS

[See attached]

4 DAYS LEFT ⓘ

GET A PIECE OF APIS COR

Construction with robotic precision

As a construction technology company, we are developing technology to build low-rise buildings all robotically. Using precision through concrete 3D printing technology, we believe we can build concrete, durable houses within 2-3 months and within a week in the future, allowing homebuilders to expand their construction output while reducing costs. Currently in the market, we've already deployed our technology in Dubai, Boca Chica TX, and Missouri, with more locations on the way.

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This Reg CF offering is made available through StartEngine Capital, LLC. This investment is speculative, illiquid, and involves a high degree of risk, including the possible loss of your entire investment.

**\$656,906.90 Raised**[OVERVIEW](#)[ABOUT](#)[TERMS](#)[UPDATES](#)[REWARDS](#)[DISCUSSION](#)[INV >](#)

REASONS TO INVEST



Built a record-breaking 3D commercial structure in TX, [won NASA's 3D printed Habitat Challenge](#), & we're constructing an affordable house for Space Coast Habitat with backing from [Wells Fargo & the city of Melbourne](#).



Over \$3.5M total raised from over 2,000 investors on RegCF on StartEngine & through an in-house Regulation A+.



On December 1st, we broke ground for our permitted 3D-printed residential house in Florida to showcase Workforce Housing in South Florida. [Live printing & tours are coming soon!](#)

TEAM



Anna Cheniuntai • COO, Co-Founder and Director

Anna Cheniuntai is the Chief Executive Officer of Apis Cor. After earning her bachelor's degree in Space Physics in 2014, Anna pursued a career in scientific research to entrepreneurship. She joined construction and industrial machinery manufacturing ventures pursued by Nikita Cheniuntai. Working alongside Nikita, Anna had successfully managed a \$5M worth project to construct and deploy the ground navigation system around the infrastructure of the Olympic Games, 2014.

Awards and Memberships:

- TEDx Speaker
- Forbes Business Council - Official Member.
- Alumni of Alchemist Accelerator - 2020
- Autodesk Technology Center in Boston - Resident

Get Equity

\$1.47 Per Share

PREVIOUSLY CROWDFUNDED ⓘ

\$3,394,830.37

RAISED ⓘ

\$656,906.90

INVESTORS

568

MIN INVEST ⓘ

\$249.90

VALUATION

\$201M



Most Momentum

Top 15 in amount raised last 72 hours

What does this badge mean? [See here](#)

- United States's 101 Most Impressive & Successful CEO's in the 3D Printing Space (Boardroom Media)

- The National Small Business Association Leadership Council and Technology Council
- Official Member

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Nikita Cheniuntai • Founder, CTO and Director

Nikita Cheniuntai is an inventor, engineer, and entrepreneur with extensive experience in robotics and construction. His first company specialized in the manufacturing of industrial CNC machines and composite materials used for construction. After this position, Nikita founded a construction company. In 2014, Nikita executed two projects totaling approximately \$5,000,000 USD in relation to building infrastructure for Olympic Games in 2014. These projects for the Olympics were to manufacture and deploy 5,000 signs (within only six months). The signs were made with concrete, metal frame, and high-resolution printed information - everything according to strict design requirements by the International Olympic Games Committee. Nikita's exceptional experience in engineering and fabrication caused this previous company to execute the project on time and on such a high level that the company was recognized by Organizing Committees for the Olympic Games. Later, Nikita decided to apply his engineering talent and experience to change the way developers build today by founding Apis Cor. Nikita is an inventor of Apis Cor technology and robots and an author of patents related to Apis Cor Technology.

Nikita and his work have been recognized with several awards, including:

Publications and Awards

-Autodesk Technology Center in Boston - Resident

-Alumni of Alchemist Accelerator - 2020

-2020 list of Maverick Awards winners byBuiltWorlds - April 2020

-Leaders of Tomorrow, 49th St. Gallen Symposium, Switzerland - April 2019

-1st Place, NASA Phase 3 Construction Level 1&2, Final Design Level of 3D Printed-Habitat

-Centennial Challenge by NASA - 2018-2019 (see "Narrative of the Business" above)

-50 EMERGING GLOBAL ENTREPRENEURS TO WATCH IN 2017, by INC Magazine - April 2017

-Kairos50, Kairos Society, New York - Apr 2017

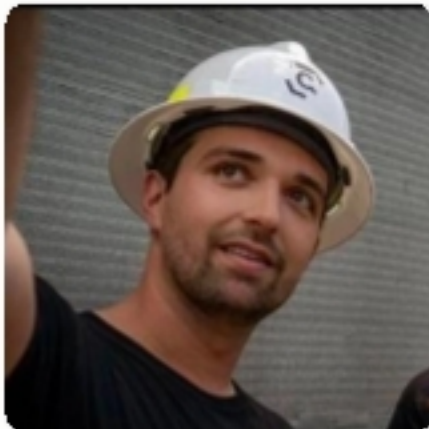
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Stefan Safko • CEO

Stefan was previously CEO of Civil Maps, a leading autonomous vehicle technology company. Civil Maps became a key industry player and was successfully acquired by Luminar in 2022. Stefan is involved in San Francisco real estate, advises at SkyDeck, and Board Member at Wingz, a rideshare company.

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Trevor Ragno • Director of Construction Technologies

Bachelor of Science Degree in Real Estate and Business Management with an Associates Degree in Urban Planning.

Master's Degree in Real Estate. Author of "Aerial Transit Oriented Development as a Framework for Intermodal Vertiport Site Selection".

Trevor Ragno (Director of Construction Technologies, Apis Cor) studied Real Estate, Management, and Urban Planning at Florida State University and received his Masters of Real Estate Development from Clemson University. After years of working in the commercial-scale additive manufacturing industry, Mr. Ragno began developing commercial real estate throughout the eastern United States including office, retail, self-storage, multi-family, and data center projects. He is a Partner of Aeronyde, a leading company in drone-based construction progress monitoring, and his book on "Aerial Transit Oriented Planning" is a leading publication on vertiport site selection and development. In his role at Apis Cor, Mr. Ragno successfully led construction efforts for multiple 3D printed buildings in the US, and played a key role in developing Apis Cor University, which is the world's first educational institution dedicated solely to additive construction. Mr. Ragno is actively involved with ULI, ICSC, NAIOP, CCIM and the USGBC."

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Lawrence Wojcik • Fractional CFO

Experience in various functional areas in public, private, and non-profit organizations. Improved FP&A processes, performance metrics, cash management and accounting



controls. Implemented cost savings plans which turned unprofitable businesses around. Led companies in M&A, due diligence and integration of acquired companies. Recruited skilled accounting/finance teams to provide quality support to operations.

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THE PITCH

We print 3-D buildings aimed to make housing more accessible

At Apis Cor, we are rethinking and improving the construction process. We believe housing should be built better and faster. That's why we use automation to expand the construction industry, utilizing robotic construction technologies to increase productivity to reach this goal.

OUR MISSION

Apis Cor's mission is to rethink & improve the construction process.



**The above video is a time-lapse of construction for demo purposes, and may not reflect the true construction time.*

Overall, we believe we equip homebuilders with the right tools and technology to revolutionize housing.



**The above video is a time-lapse of construction for demo purposes, and may not reflect the true construction time.*

THE PROBLEM & OUR SOLUTION

There is a shortage of about 5 million homes in the US, and we think our 3D printing targets this issue

We not only don't have **enough human labor to meet the housing demand**, but there is also a **material shortage**. ([Source](#)) Additionally, the average American, having an annual salary of \$54,000, cannot afford a house of \$478,000. ([Source](#) | [Source](#))

IT IS TOO EXPENSIVE & TIME CONSUMING TO BUILD DURABLE HOMES



~7 months to build a
single-family home



~80% of builders
can't find workers



the avg home price
is 8X the avg salary

Source: [Realtor.com](https://www.realtor.com), [AGC](https://www.agc.org), [St. Louis Fed](https://www.federalreserve.gov), [Bureau of Labor Statistics](https://www.bls.gov)

To us, homes should be **accessible, affordable, and durable**, so it's time to introduce automation to the construction industry. Apis Cor's robotic technology aims to increase productivity, and build faster and more affordably without compromising quality.

~3X FASTER CONSTRUCTION AND UP TO 30% REDUCED COSTS*



less reliance on
inaccessible skilled
laborers



allows for greater
design freedom



consistent, better
quality builds with
machine accuracy

**Reduced costs are based on internal projections and research. The above video is a time-lapse of construction for demo purposes, and may not reflect the true construction time."*

Our 3D printed houses are hurricane and earthquake-resistant, built in compliance with international building codes, and **we project that a finished house can be up to 30% more affordable than a traditionally built house.**

To achieve this, we lease out the printers to construction companies and exclusively sell our 3D print material as a B2B. The targeted monthly lease of the equipment is \$9,000, the material price is \$7 per sq.ft of the wall which is about \$8,400 for a single-family house of 1,200 sq.ft.

We project that a subcontractor using our technology may be able to 3D print walls of four houses, totaling to 4,800 sq.ft each per month. This may result in profits of approximately \$13,500/month.

Because of this, developers and homebuilders may be able to increase their annual construction output to meet the growing demand for new homes and increase inventory in the market.

With over **over 300,000 unfilled positions in the construction industry and with extra 3.2 milion workers in the next 10 years** ([Source](#)), Apis Cor represents an opportunity to combat the U.S. housing crisis without relying on the **limited pool of available human labor**. ([Source](#) | [Source](#)) Additionally, the problem of a lack of skilled labor is expected to worsen as current workers retire in record numbers, and the younger generation shows little interest in the hard physical work of handling heavy materials in outdoor weather conditions. Construction is one of the most unsafe industry with nearly one in five workplace death occurring in the US. ([Source](#)) But, due to ease of use, the deployment and transportation of our robots **can be managed by most people of any skill level and may even be done by operating remotely in the future**. We believe this may attract more people into the construction industry, especially younger generations.

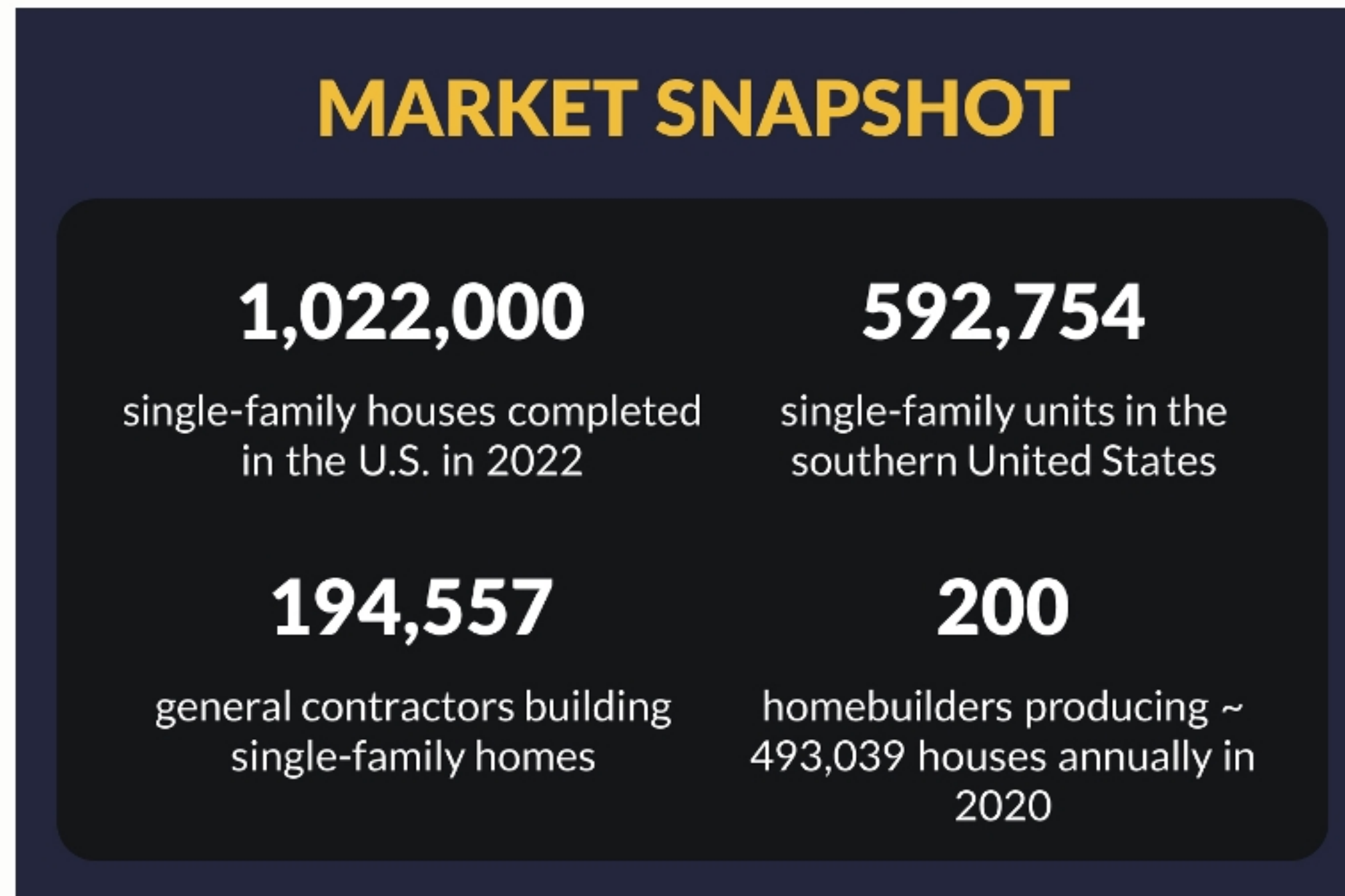
And although Apis Cor's primary focus is on the low-rising residential housing market, there are more market segments are available to tackle due to the capability of our technology to construct wall structures of a building of almost any footprint (sq. footage) and up to three floors. This could include commercial and industrial buildings, storage, warehouses, distribution centers and structures, elements, walls, fences, and retaining walls for large-scale industrial infrastructure construction projects.

THE MARKET & OUR TRACTION

We're tackling the construction market, which is \$16 trillion and growing

The construction 3D printing market is also expected to hit \$40 billion by 2027. ([Source](#))

Apis Cor's primary addressable market is low-rising residential construction including affordable housing and both high-end and average-priced new residential single-family houses. The global market for the residential building construction industry is estimated to reach **\$6.8 billion by 2022**, growing at a CAGR of 10.3%. ([Source](#))



Source: [Census Bureau](#), [Eye on Housing](#), [Sic Code](#), [Builder Online](#)

When it comes to our competition, we think their 3D equipment is huge and bulky, which limits the size of the 3D-printed buildings they may produce. To our knowledge, only our robots feature compact dimensions, which we believe can work for any size building. Our robots are also easy to transport, making deployment costs almost to zero, according to our research.

Our proven technology is already taking us far, here's how:

4 PATENTS

issued to date

117 LOIS

with construction companies who all together averagely build 4,000+ houses annually

183 INQUIRIES

to reserve Apis Cor's 3D printers received since December 2021 (USA)



Our advanced material was successfully used in different climate zones - Dubai, Boca Chica TX, Missouri, and recent residential house in our hometown Melbourne, FL. All buildings were constructed in accordance with International building codes and we recently received state-level approval in Montana. ([Source](#) | [Source](#)) Additionally, we have completed printing the walls for fully permitted residential house for our first customer in Melbourne, FL, which will also serve as our model house for 6 months after completion. ([Source](#) | [Source](#))

We are also **negotiating a deal with a national homebuilder** for construction projects and investment who saw Frank and Gary in action multiple times and assessed our technology advancement compared to competitors. We expect to start collaborating with them in 2024. (Details are subject to Confidentiality Agreement)

We 3D printed the largest building on Earth in Dubai, which is in the official Guinness Record ([Source](#)). Our 3D printed walls are structurally identical to concrete block walls incorporating the same structural reinforcement. We have tested the material and walls in third-party, independent labs at the University of Connecticut and Briggs Engineering (Boston, MA).

Additional traction points include:

- In collaboration with New York-based architecture company SEArch+, Apis Cor was among the finalist of all levels we participated in during NASA's "3D printed Habitat Challenge." The total monetary reward for our team was **\$213,677.31** ([Source](#) | [Source](#))
- Raised **\$1,155,127** for our Reg A+ as of September 1st 2022 and **\$2 million+** for RegCF on StartEngine in 2023.
- **117 LOIs** from construction companies in the USA.
- Paid reservations for our 3D printers at a price of **\$650,000**.
- We are **expanding our operations to grow**: in 2023 we constructed and began operating a prototype of our batch plant to produce 3D printing materials. This prototype was successfully used to create 3D print material to 3D print the walls for our model house in Melbourne, FL.
- **Four granted patents** and recently we added more in our portfolio: we designed and filed a patent pending for an optimized wall design. This design not only reduces material usage, thereby decreasing the cost per square foot of walls, but also **increases printing speed by up to 30%**. This significant improvement is seen by us as a crucial development that will make our product more competitive and versatile, appealing to a broader range of customers.

WHY INVEST

Get on board with Apis Cor as we aim to disrupt the construction industry

Based on our momentum, we think much of the industry will switch to robotic or automated builders in the next 10 years. Our goal by 2027 is to have 400 printers in operation by construction companies. We believe this amount of printers may deliver at least 20,000 houses annually.

On the horizon:

- Completion of our model house we started printing in December 2023 in Melbourne, FL ([Source](#))
- Building two houses with Space Coast Habitat for Humanity. The project is funded by Wells Fargo and City of Melbourne. ([Source](#))
- Construction of 2 houses in New Orleans, LA with VPG Enterprise (MOU), slated for 2024 - building permits received ([Source](#))
- Pilot project with Housing Trust Fund of Santa Barbara County expected in 2024 which received a substantial \$575,000 grant from the Chan-Zuckerberg Initiative and Santa Barbara County Association of Governments (SBCAG). The Chan-Zuckerberg Initiative's \$200,000 will support the Housing Innovations Program and the prototype of a 3D printed affordable home. With an additional \$375,000 from SBCAG, our mission is set to redefine affordable housing in Santa Barbara County. ([Source](#))
- Finalizing the negotiations for strategic investment and cooperation with one of the biggest national homebuilder. (Details are subject to Confidentiality Agreement)
- Received 183 inquiries to reserve Apis Cor's 3D houses and 3D printers, as of December 2021 (USA)
- Closing sales for Frank's and Gary's with homebuilders.



**The above video is a time-lapse of construction for demo purposes, and may not reflect the true construction time.*

The world needs to build **more than two billion new homes over the next 80 years** ([source](#)) and we think we have the technology and adaptability to do it. Invest in Apis Cor today.

[Apis Cor 17b Disclosure](#)

ABOUT

HEADQUARTERS

**3060 Venture Lane #101
Melbourne, FL 32934**

WEBSITE

[View Site](#) 

As a construction technology company, we are developing technology to build low-rise buildings all robotically. Using precision through concrete 3D printing technology, we believe we can build concrete, durable houses within 2-3 months and within a week in the future, allowing homebuilders to expand their construction output while reducing costs. Currently in the market, we’ve already deployed our technology in Dubai, Boca Chica TX, and Missouri, with more locations on the way.

TERMS

Apis Cor

Overview

PRICE PER SHARE

\$1.47

VALUATION

\$201M

DEADLINE ⓘ

Nov. 5, 2024 at 7:59 AM UTC

FUNDING GOAL ⓘ

\$15k - \$3.62M

Breakdown

MIN INVESTMENT ⓘ

\$249.90

OFFERING TYPE

Equity

MAX INVESTMENT ⓘ
\$1,234,999.92

SHARES OFFERED
Common Stock

MIN NUMBER OF SHARES OFFERED
10,204

MAX NUMBER OF SHARES OFFERED
2,463,600

Maximum Number of Shares Offered subject to adjustment for bonus shares

SEC Recent Filing	→
Offering Circular	→
Offering Memorandum	→
Financials	^

	Most Recent Fiscal Year-End	Prior Fiscal Year-End
Total Assets	\$2,195,972	\$1,648,356
Cash & Cash Equivalents	\$184,836	\$480,985
Accounts Receivable	\$0	\$747
Short-Term Debt	\$1,221,677	\$260,175
Long-Term Debt	\$753,236	\$226,494
Revenue & Sales	\$17,063	\$54,849

Costs of Goods Sold	\$0	\$0
<hr/>		
Taxes Paid	\$0	\$0
<hr/>		
Net Income	-\$2,547,576	-\$1,538,912
<hr/>		

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.

**Maximum Number of Shares Offered subject to adjustment for bonus shares. See Bonus info below.*

Investment Incentives and Bonuses*

Reservation Bonus (stackable)

Bonus Shares: 5 %

Loyalty Bonus (stackable)

Bonus Shares: 7%

Early Bird Time Based (not stackable)

Super Early Birds

Invest within the first 72 hours and receive 15% bonus shares

Early Bird Bonus

Invest within the next 10 days and receive 10% bonus shares

Mid-Campaign Time Based (not stackable)

Invest on 45th - 51th day of the offering and receive 7% bonus shares

Invest on 65th - 71th day and receive 5% bonus shares

Volume-Based Perks (not stackable)

\$2,500+

Online course “Fundamentals of Construction 3D Printing”. Spot in the waitlist for a 3D-printed house built by Apis Cor, its affiliates, or its partners

\$10,000+

+5% share bonus

Online course “Fundamentals of Construction 3D Printing”; 30 minute Zoom meeting with the executive team.

\$25,000+

+10% share bonus

Online course “Fundamentals of Construction 3D Printing”; Join an investor dinner with founders. Lodging and traveling are not included.

\$50,000+

+15% share bonus

Online course “Fundamentals of Construction 3D Printing”; Join an investor dinner with the founders; come to see live printing of a house, scheduled at Apis Cor's discretion. Lodging and travel are not included.

**Traveling and Lodging Not Included. Zoom meeting to schedule obligations of Apis Cor. Any expenses related to travel and lodging for the meeting are the sole responsibility of the recipient.*

**In order to receive perks from an investment, one must submit a single investment in the same offering that meets the minimum perk requirement. Bonus shares from perks will not be granted if an investor submits multiple investments that, when combined, meet the perk requirement. All perks occur when the offering is completed. Crowdfunding investments made through a self-directed IRA cannot receive perks due to tax laws. The Internal Revenue Service (IRS) prohibits self-dealing transactions in which the investor receives an immediate, personal financial gain on investments owned by their retirement account. As a result, an investor must refuse those perks because they would be receiving a benefit from their IRA account.*

The 10% StartEngine Venture Club Bonus

Apis Cor Inc. will offer 10% additional bonus shares for all investments that are committed by investors that are eligible for the StartEngine Venture Club.

This means eligible StartEngine shareholders will receive a 10% bonus for any shares they purchase in this offering. For example, if you buy 100 shares of Common Stock at \$1.47 / share, you will receive 110 shares of Common Stock, meaning you'll own 110 shares for \$147. 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 during the investors' eligibility period. Investors eligible for this bonus will also have priority if they are on a waitlist to invest and the company surpasses its maximum funding goal. They will have the first opportunity to invest should room in the offering become available if prior investments are canceled or fail.

Investors will receive the highest single bonus they are eligible for among the bonuses based on the amount invested and time of offering elapsed (if any). Eligible investors will also receive the Venture Club bonus, Reservation Bonus, and Loyalty Bonus in addition to the aforementioned bonus.

NEW UPDATES

10.30.24

Date Change: Investor Webinar now 11/8

Hello everyone, thank you so much for signing up for the investor webinar, originally scheduled for today. We are writing to let you know that the date has changed to Friday, November 8. Time will be 11am Pacific / 2pm Eastern.

First and foremost, apologies for any inconvenience!

We don't typically change dates, but this time we'd like more team members to be able to join and meet you. You are already familiar with Anna and Trevor through past webinars, and so you will see new faces on this call :) You do not have to register again - your RSVP has automatically updated with the new date.

If you haven't signed up and can now make the new session, please RSVP at the same link as before:

https://us02web.zoom.us/webinar/register/WN_KqSe3rfrRmqj97Wlt4om2w#/registration

We hope to see you soon!

Apis Cor Team

ALL UPDATES

10.29.24

[images] Frank-enstein's arm on the assembly line!

Halloween is coming 🎃 and we are getting into the spirit by taking you behind the scenes to see Frank's arm being engraved prior to assembly!

The photo below shows a part of Frank's mechanical 3D printing arm - also known as a boom - getting ready to be engraved and assembled. Even though Frank is quite nimble in maneuvering, its size can still be surprising to see IRL.



This short clip is from the engraving process which adds the serial number to the arm:



And here it is - an engraved arm ready to be added onto a new Frank! Very much in the style of Frankenstein :)



10.25.24

Some data on housing & labor markets

Happy Friday! We have newer subscribers and so we wanted to share some numbers on the housing & labor markets.

This is one of the most frequently asked questions: are you taking jobs away from workers? Quite the contrary. Why are you printing houses when we can just build them? Because we need durable homes urgently.

Without further ado, this is a recent piece that covers some of these raised concerns:

The United States is currently facing a *severe housing shortage* driven by years of under-building relative to demand from a growing population. Estimates indicate that the deficit ranges between *4 million and 7*

million homes (source 1). To put this into perspective, America's largest homebuilder, D.R. Horton, has built just about *1 million homes* during its entire 45 years of operation (source 2). Factors contributing to the current dearth of houses include a crippling labor shortage, rising material costs and supply chain issues, all factors that were exacerbated by the COVID-19 pandemic.

A New Way Of Building For A Changing Labor Landscape

The construction industry is short of some *500,000 workers* in the U.S. this year (source 3). Many workers are retiring, while younger generations are showing less interest in traditional construction roles. This generational shift is not unique to construction but is having a profound impact on many industries.

3D printing technology offers a solution to this problem by automating the construction process and eliminating the need for a large crew. Apis Cor's technology, for example, requires a maximum crew of just 2 people to operate, in contrast to a 10-person crew that would be needed for traditional construction methods. Not only does this address the labor shortage issue, but also makes construction more efficient and cost-effective.

Advantages Of 3D Printing In Construction

3D Printing, also known as additive manufacturing, is the construction of three-dimensional objects from digital models by depositing materials in successive layers. In construction, large-scale 3D printers layer materials such as concrete or mortar until the walls are complete. This approach allows for intricate building designs that were previously impossible, opening new possibilities in architectural creativity.

The potential for 3D printing in construction is significant. Not only does it require a smaller workforce, but it can also lower material costs, increase construction speed and optimize logistics.

Article: <https://www.benzinga.com/partner/emerging-markets/24/08/40250350/apis-cors-revolutionary-3d-printed-houses-could-help-revolutionize-construction-solving->

Source 1: <https://www.pewtrusts.org/en/research-and-analysis/articles/2023/11/30/survey-finds-large-majorities-favor-policies-to-enable-more-housing>

Source 2: <https://investor.drhorton.com/news-and-events/press-releases/2024/01-23-2024-113041740>

Source 3: <https://www.businessinsider.com/housing-crisis-national-shortage-construction-workers-job-demand-2024-5>

Have a great weekend, everyone!

10.23.24

Reminder: investor webinar next week! RSVP now

Now just one week away! Whether you are a current or prospective investor, join the next investor webinar happening on Wednesday, 10/30 at:

https://us02web.zoom.us/webinar/register/WN_KqSe3rfrRmqj97Wlt4om2w#/registration

The topics that we will be discussing include Apis Cor's construction technology, recent updates such as the model house and upcoming project with Habitat for Humanity, industry news, what's on the horizon, and how you can get involved. See you there :)

10.22.24

[video] Blueprint Las Vegas panel recording

For those of you who couldn't make it to Blueprint Las Vegas last month, highlights and recording of Apis Cor's panel are now available! This was the session titled "Partnering with Production Builders: Three Founders Share Their Lessons Learned".

Here's the panel description: Creating partnerships with major builders and piloting new projects can be an exhilarating and fraught process for startups looking to get a foothold in the home building industry. This session will look at how three startups have forged partnerships with production builders, and how they navigated some of the more difficult issues along the way.

And here are some of the insights and key points raised:

- Why disruptions in the construction industry require smooth integration with existing supply chains and processes
- How to streamline acquisitions, especially when working with builders of different sizes and capabilities
- What role do pilot projects play in evaluating industry challenges and proposed solutions
- Why venture capitalists should embrace the intersection of hardware and software for technological advances in construction

It's 24 minutes long, and well worth a watch!



The YouTube link is <https://www.youtube.com/watch?v=WNMKZD7ukjo>

10.17.24

Next Investor Webinar on 10/30!

Join us for our third webinar of the year! Whether you are a current or prospective investor, you can now RSVP via this Zoom link:

https://us02web.zoom.us/webinar/register/WN_KqSe3rfrRmqj97WLt4om2w#/registration

We will be discussing Apis Cor's construction technology, recent updates including the model house and upcoming project with Habitat for Humanity, industry news, what's on the horizon, and how you can get involved.

We will also share our experiences from applying 3D printing technology to landmark projects such as the Guinness World Record's largest 3D printed building on Earth, winning NASA's competition, building permitted houses, and now collaborating with the largest homebuilder in the USA.

See you there!



INVESTOR WEBINAR!



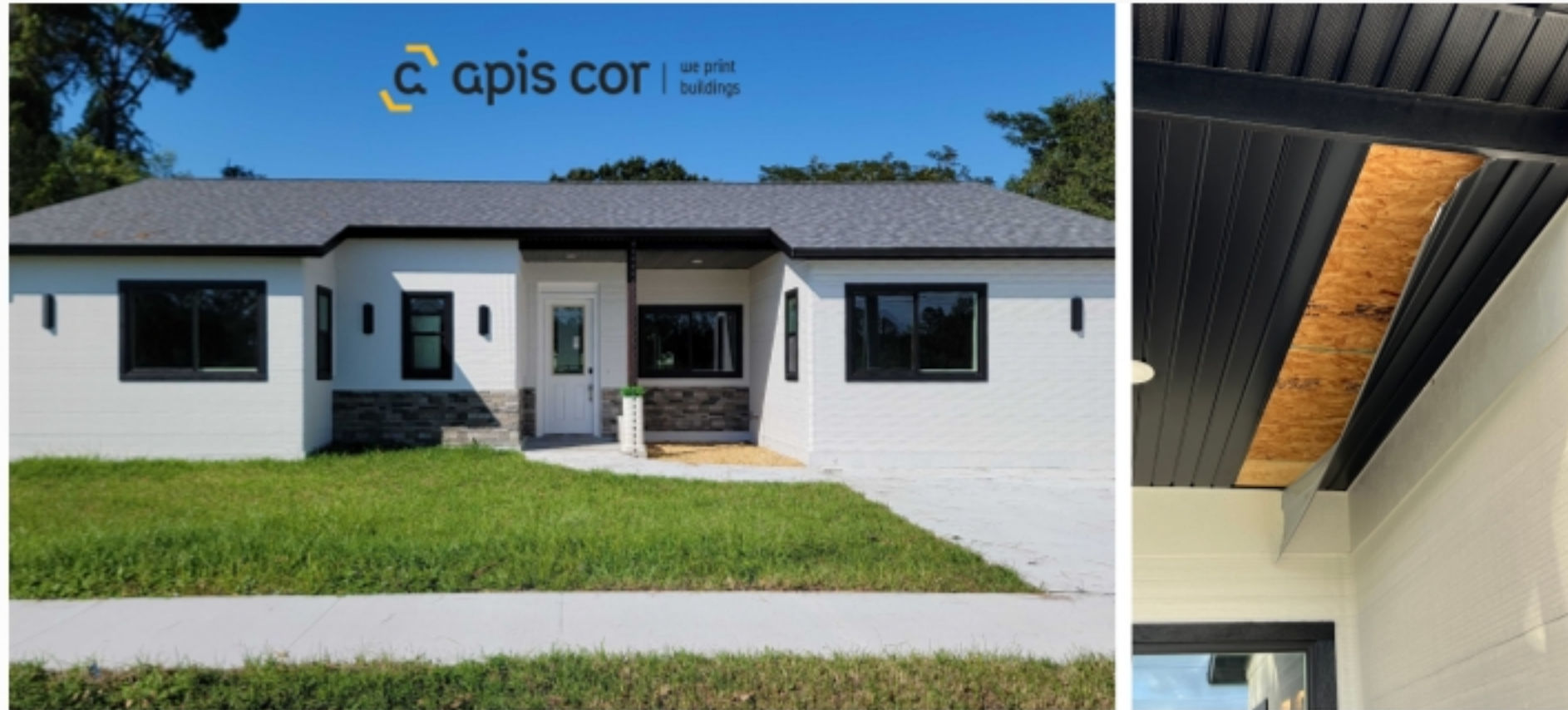
10.15.24

[photos] After Hurricane Milton

We've received outpourings of concern and support when Hurricane Milton made its landfall in Florida last week. Thank you for reaching out, we so appreciate it! Happy to report that our crew is safe and the Model House is very much doing OK.

A roof soffit was ripped open and there are some light debris around the house. The walls are unscratched and the house is still in very good shape. Luckily, by the time Milton made its way to the east coast, it has downgraded to a Category 1 hurricane, which meant 90 mph (145 kph) windspeed. Still very high winds nonetheless!

Here are some photos:



MODEL HOUSE AFTER HURRICANE MILTON

📍 Melbourne, Florida 📅 October 2024



MODEL HOUSE AFTER HURRICANE MILTON

📍 Melbourne, Florida 📅 October 2024



MODEL HOUSE AFTER HURRICANE MILTON

📍 Melbourne, Florida 📅 October 2024

We hope that you are safe and healthy. Our thoughts are with everyone who was affected.

Source: <https://abcnews.go.com/US/wireStory/latest-hurricane-milton-weakens-category-1-danger-remains-114672287>

10.11.24

Some Ways We're Putting Your Dollars to Work

In our last update, we covered 5 big reasons why we are fundraising (please read that first if you haven't). In this update, we explain some of the ways your dollars are put to work when you invest in Apis Cor.

Disclaimer: this is by no means an exhaustive list! But hopefully it will help to contextualize the campaigns that you see.

- **Infrastructure and Technology.** By far the most expensive and important line items, your investments help us create the best technology and enable us to start building at scale. More details in the last update, but the gist is that construction technology requires heavy capital - both human and financial - upfront to activate development and growth.
- **Building homes!** We are printing not one, but two houses with Habitat for Humanity that are permitted and will be occupied by families! Additionally, the model house in Melbourne, FL is very close to completion (which means Open House is coming soon). These houses are the start of visibly showing the application of Apis Cor technologies in the real world.

- We are prepping for the start of commercialization next year - commencing our work together with D.R. Horton, America's largest homebuilder, who also placed strategic investment in our company. When we achieve a larger scale, business costs and margins will improve as the return improves.

We work everyday toward the day that Apis Cor will have produced hundreds of 3D printers and completed thousands of homes. There is a dire need for infrastructure for deep tech, which is why we are putting your investment to work!

10.10.24

5 Reasons Why We Are Fundraising

First thing first: hope you are staying safe from the hurricane! If you are in affected areas, please seek shelter.

Some of you may be wondering why we are fundraising and why we've been running StartEngine campaigns. Here are 5 big reasons:

1. The business we are building - 3D printing construction - is *very* capital intensive. It takes time and it takes money to create the infrastructure up front. Unlike a software company with minimal startup cost, it takes lots of human and financial capital to bring Frank, Gary, and Mary to life!
2. Similar to other companies, we need to design, build, test, improve, and do it all over again! To date, we have built and tested 4+ iterations of our technology to ensure that we have the best possible version at any given time. Technology is always evolving and we can always be doing better.
3. We believe Apis Cor is a market technology leader. For industry insiders, it's the mobility and versatility of our robots that are exceptional. We have produced the Guinness World Record's largest 3D printed building, after all. For industry outsiders (welcome!), it's the fact that D.R. Horton previously invested in our competitor, but then chose to invest in and work with Apis Cor, signaling technology advancement. It is not easy to close America's biggest homebuilder as a partner, but we achieved it because they're genuinely excited about working with us and our technology.
4. Funding makes it possible to scale, increase future margins, and achieve aggregate bigger returns. This is the classic startup model, and a true one nonetheless. With market demand (consistent inquiries), we need to scale up production while maintaining the technological edge.
5. Apis Cor is revolutionizing a slow-to-change industry. This is a long battle but, we believe, the next big thing in construction. What we are doing is fundamental, and therefore, hard. Despite that, we continue to attract brilliant people and see sustained interest in our products.

It may come as a surprise that the amount Apis Cor has raised to date is a fraction of what other proptech startups have. But what we have achieved are disproportionately large milestones. And we are so grateful that you are on this journey with us!

Source: <https://3dprint.com/307897/uss-largest-homebuilder-d-r-horton-invests-in-construction-3d-printing-startup-apis-core-investment-d/amp/>

10.09.24

Please stay safe this hurricane season!

Hi everyone, this is a bit of an unusual update but a necessary one: as we face the intensity of this hurricane season, our thoughts are with everyone affected by these powerful storms. Please take all necessary precautions to ensure your safety and the safety of those around you. Stay informed about evacuation routes, stock up on essential supplies, and follow local guidance closely. We are hunkering down in Melbourne, Florida, in direct path of hurricane Milton and will keep you posted. Please take care of yourselves and each other!

10.04.24

Have you met Apis Cor's team? If not, read on!

Apis Cor was co-founded by Nick and Anna Cheniuntai. The duo has worked together for 12 years on several construction and industrial machinery manufacturing businesses. Half of these dozen years are spent at Apis Cor!

[Nick Cheniuntai](#) is an engineer, inventor, and technologist with a decade of experience in CNC industrial machines and robotics. He was the principal investigator for the winning team at NASA's Centennial Challenge and is the author of four issued patents, with a growing list of patent applications protecting Apis Cor's technology. Nick also managed a large construction project at the 2014 Olympic Games. Before inventing the first Apis Cor robot, Nick was creating custom-built industrial machines, some of them as big as the size of a room!

[Anna Cheniuntai](#) earned her bachelor's degree in Space Physics in 2014 before becoming an entrepreneur. During the last year of university, she joined Nick's ventures to help him with the operational side of the business. Her belief in ventures and entrepreneurship almost made her drop out, but she managed to graduate while building the business. Working alongside Nick, Anna gained knowledge and experience in manufacturing, production, industrial automation, and industrial machinery.

Soon after, the duo secured a massive construction project for the 2014 Olympic Games to build and deploy the ground navigation system. In a nutshell, they were responsible for millions of visitors not getting lost in the complex Olympic Games infrastructure! Nick and Anna successfully delivered and decided to start a new venture that would combine their experiences in construction and robotics. This is how Apis Cor was founded and the rest is simply history.

The third member of the team, [Trevor Ragno](#), joined in late 2020. Since then, he has been an integral part of Apis Cor's success. Trevor is the Director of Construction Technology and you can find him on the construction sites ensuring Frank and Gary are doing their jobs. Additionally, Trevor helps us improve construction processes, making them more efficient and staying ahead of the competition. Trevor studied Real Estate, Management, and Urban Planning at Florida State University and received a Master's of Real Estate Development from Clemson University. He has also led construction efforts for multiple 3D printed buildings in the US, accompanying permitting processes, and played a key role in developing Apis Cor University, the educational institution dedicated solely to additive construction.

Three cheers for these three earliest teammates! 🍷🍷🍷

Show More Updates

REWARDS

Multiple investments in an offering cannot be combined to qualify for a larger campaign perk. Get rewarded for investing more into Apis Cor.

10%

Stack Venture Club & Rewards!

Members get an extra 10% shares in addition to rewards below!

Venture Club

Venture Club Members earn 10% bonus shares on top of this and all eligible investments for an entire year. Not a member? Sign up at checkout (\$275/year).

\$2,500

Tier 1

\$2,500+ Online course "Fundamentals of Construction 3D Printing". Spot in the waitlist for a 3D-printed house built by Apis Cor, its affiliates, or its partners

Select

\$10,000

Tier 2

\$10,000+ +5% share bonus
Online course "Fundamentals of Construction 3D Printing"; 30 minute Zoom meeting with the executive team.

Select

\$25,000

Tier 3

\$25,000+ +10% share bonus
Online course "Fundamentals of

\$50,000

Tier 4

\$50,000+ +15% share bonus
Online course "Fundamentals of

Construction 3D Printing"; Join an investor dinner with founders. Lodging and traveling are not included.

Select

Construction 3D Printing"; Join an investor dinner with the founders; come to see live printing of a house, scheduled at Apis Cor's discretion. Lodging and travel are not included.

Select

JOIN THE DISCUSSION

What's on your mind?

0/2500

Post

EP

Eric Petterson

22 days ago

status following hurricane(s)? How did the model house fare???

[Show less](#)

1

0



AC

Anna Cheniuntai

[Apis Cor](#) • 18 days ago

Hi Eric, we had a Category 1 hurricane in our area, but the house is strong and looks exactly the same as before!

[Show less](#)

↑ 0



LH

Luke Hill

a month ago

Is Apis Cor able to do anything to aid in the aftermath of Hurricane Helene?

[Show less](#)

🗨 0

↑ 0



AK

Alan King

a month ago

What is the R factor for the bare printed walls? Is more insulation required, if so what and how?

[Show less](#)

🗨 1

↑ 0



AC

Anna Cheniuntai ✓

[Apis Cor](#) • 18 days ago

Hi Alan! The bare 3D printed walls have the same R-Value as a bare concrete block wall (not much). But our 3D-printed walls have foam insulation encapsulated inside of a reinforced concrete shell. This method enables our 3D printed walls to achieve R-values ranging from R-13 to R-40, however, the size of 3D printed walls can be increased to accommodate even more insulation and achieve even higher R-values. These R-values are calculated using the ASHRAE Parallel Path Method.

[Show less](#)

↑ 0



ZS

Zachary Stahlhut

a month ago

Hi, I'm Zac from D3VC, a venture fund specializing in equity crowdfunding investments. We are currently reviewing your offering and have a few questions about your progress and future plans:

Construction Progress: How many structures have you managed to build so far using your 3D printing technology? Were there any unforeseen challenges that arose during the process, and how have these experiences shaped your approach moving forward?

Market Focus: Are your initial target customers primarily domestic, or are you focusing more on international markets given the potential for expansion in foreign regions? If both, how are you balancing the efforts between these markets?

Additionally, given the significance of scaling this technology, we'd love to learn more about your approach. Please let us know if you're available for a call to discuss further. Feel free to email me at zstahlhut@d3vc.ai to coordinate a time with the rest of my team.

Thanks for your time, and we look forward to hearing from you!

[Show less](#)

CF

CLINTON FOSTER


2 months ago

Have you received any inquiries from the international market?

And from countries such as the Caribbean?

[Show less](#)

AC

Anna Cheniuntai 

Apis Cor • 18 days ago

Yes, we've been receiving inquiries from all over the world, including the Caribbean. We now need to ramp up our production to start meeting the tremendous demand for our technology!

[Show less](#)

↑ 0



ES

Earl Stewart

2 months ago

Are you concerned at all about D.R. Horton's reputation, though the "largest homebuilder," having such negative reviews in terms of the quality of their homes?

Please see below:

<https://www.yelp.com/biz/d-r-horton-sandy-springs>

Do you have any other partners other than D.R. Horton? Toll Brothers, Jones Homes USA, or others with a better reputation?

Please advise. I'd be willing to invest if you are not monopolized by D.R. Horton. I have friends who have personally had bad experiences building with them.

[Show less](#)

🗨 1

↑ 0



AC

Anna Cheniuntai 

Apis Cor • 18 days ago

Hi Earl! We are free to work with any homebuilder in the nation, and we see D.R. Horton as a strong partner to start with. Their feedback and support have been incredibly instrumental. We're very excited about the opportunity to work with the #1 homebuilder.

Our houses are strong and built with repeatable quality, and we aim to help homebuilders bring quality homes to the market with the help of our technology.

Thank you!

[Show less](#)

↑ 0



james han

3 months ago

too expensive.

[Show less](#)

🗨 0

↑ 0



Christopher Pang

4 months ago

With the funds raised through this and past rounds, are you primarily going the path of a manufacturing company to build more “Franks” or a service/home builder company to use Frank to 3D build homes as a third party for DE Horton and/or other projects (sea walls, tilt walls, roadside noise barriers). Trying to better understand the future path and revenue streams of APIS Core.

[Show less](#)

🗨 3

↑ 0



LADONNA ANDRESS

a month ago

Did anyone ever respond to your question? I have a problem when corporations fail to be transparent with investors. Failing to respond in a reasonable time period ... But requesting trust via investments lead me to abort investment of money and time.

[Show less](#)

↑ 0



View 2 more replies

CB

Christopher Bertram

5 months ago

I like this a lot, just curios about the mechanicals, I see you pre-lay sewer and such through the slab, but how are you doing the rest of the plumbing and electrical?

I saw in the picture of the walls with the Spatula No Spatula the electrical in the wall, so I am just curious how that works.

[Show less](#)



TA

Teriza Arguelles-Anicete

5 months ago

Do you think you can capture any of this business?
<https://sacramentocityexpress.com/2022/10/26/sacramento-city-council-approves-more-than-35-million-for-new-affordable-housing/>

[Show less](#)



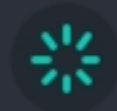
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HOW INVESTING WORKS

Cancel anytime before 48 hours before a rolling close or the offering end date.



WHY STARTENGINE?



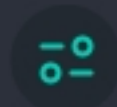
REWARDS

We want you to succeed and get the most out of your money by offering rewards and memberships!



SECURE

Your info is your info. We take pride in keeping it that way!



DIVERSE INVESTMENTS

Invest in over 200 start-ups and collectibles!

FAQS

How much can I invest?



With Regulation A+, a non-accredited investor can only invest a maximum of 10% of their annual income or 10% of their net worth per year, whichever is greater. There are no restrictions for accredited investors.

With Regulation Crowdfunding, non-accredited investors with an annual income or net worth less than \$124,000, are limited to invest a maximum of 5% of the greater of those two amounts. For those with an annual income and net worth greater than \$124,000, he/she is limited to investing 10% of the greater of the two amounts.

When will I receive my shares?



At the close of an offering, all investors whose funds have “cleared” by this time will be included in the disbursement. At this time, each investor will receive an email from StartEngine with their

Countersigned Subscription Agreement, which will serve as their proof of purchase moving forward.

Please keep in mind that a company can conduct a series of “closes” or withdrawals of funds throughout the duration of the campaign. If you are included in that withdrawal period, you will be emailed your countersigned subscription agreement and proof of purchase immediately following that withdrawal.

What will the return on my investment be?



StartEngine assists companies in raising capital, and once the offering is closed, we are no longer involved with whether the company chooses to list shares on a secondary market, or what occurs thereafter. Therefore, StartEngine has no control or insight into your investment after the close of the live offering. In addition, we are not permitted to provide financial advice. You may want to contact a financial professional to discuss possible investment outcomes.

Can I cancel my investment?



For Regulation Crowdfunding, investors are able to cancel their investment at any point throughout the campaign up until 48 hours before the closing of the offering. Note: If the company does a rolling close, they will post an update to their current investors, giving them the opportunity to cancel during this timeframe. If you do not cancel within this 5-day timeframe, your funds will be invested in the company, and you will no longer be able to cancel the investment. If your funds show as ‘Invested’ on your account dashboard, your investment can no longer be canceled.

For Regulation A+, StartEngine allows for a four-hour cancellation period. Once the four-hour window has passed, it is up to each company to set their own cancellation policy. You may find the company’s cancellation policy in the company’s offering circular.

Once your investment is canceled, there is a 10-day clearing period (from the date your investment was submitted). After your funds have cleared the bank, you will receive your refund within 10 business days.

Refunds that are made through ACH payments can take up to 10 business days to clear. Unfortunately, we are at the mercy of the bank, but we will do everything we can to get you your refund as soon as possible. However, every investment needs to go through the clearing process in order to get sent back to the account associated with the investment.

What is the difference between Regulation Crowdfunding and Regulation A+?



Both Title III (Regulation Crowdfunding) and Title IV (Reg A+) help entrepreneurs crowdfund capital investments from unaccredited and accredited investors. The differences between these

regulations are related to the investor limitations, the differing amounts of money companies are permitted to raise, and differing disclosure and filing requirements. To learn more about Regulation Crowdfunding, [click here](#), and for Regulation A+, [click here](#).

More FAQs



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Important Message

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. INVESTMENTS ON STARTENGINE ARE SPECULATIVE, ILLIQUID, AND INVOLVE A HIGH DEGREE OF RISK, INCLUDING THE POSSIBLE LOSS OF YOUR ENTIRE INVESTMENT.

www.StartEngine.com is a website owned and operated by StartEngine Crowdfunding, Inc. ("StartEngine"), which is neither a registered broker-dealer, investment advisor nor funding portal.

Unless indicated otherwise with respect to a particular issuer, all securities-related activity is conducted by regulated affiliates of StartEngine: StartEngine Capital LLC, a funding portal registered [here](#) with the US Securities and Exchange Commission (SEC) and [here](#) as a member of the Financial Industry Regulatory Authority (FINRA), or StartEngine Primary LLC ("SE Primary"), a broker-dealer registered with the SEC and [FINRA](#) / [SIPC](#). You can review the background of our broker-dealer and our investment professionals on FINRA's BrokerCheck [here](#). StartEngine Secondary is an alternative trading system (ATS) regulated by the SEC and operated by SE Primary. SE Primary is a member of SIPC and explanatory brochures are available upon request by contacting SIPC at (202) 371-8300.

StartEngine facilitates three types of primary offerings:

1) Regulation A offerings (JOBS Act Title IV; known as Regulation A+), which are offered to non-accredited and accredited investors alike. These offerings are made through StartEngine Primary, LLC (unless otherwise indicated). 2) Regulation D offerings (Rule 506(c)), which are offered only to accredited investors. These offerings are made through StartEngine Primary, LLC. 3) Regulation Crowdfunding offerings (JOBS Act Title III), which are offered to non-accredited and accredited investors alike. These offerings are made through StartEngine Capital, LLC. Some of these offerings are open to the general public, however there are important differences and risks.

Any securities offered on this website have not been recommended or approved by any federal or state securities commission or regulatory authority. StartEngine and its affiliates do not provide any investment advice or recommendation and do not provide any legal or tax advice concerning any securities. All securities listed on this site are being offered by, and all information included on this site is the responsibility of, the applicable issuer of such securities. StartEngine does not verify the adequacy, accuracy, or completeness of any information. Neither StartEngine nor any of its officers, directors, agents, and employees makes any warranty, express or implied, of any kind whatsoever related to the adequacy, accuracy, or completeness of any information on this site or the use of information on this site.

Investing in private company securities is not suitable for all investors. An investment in private company securities is highly speculative and involves a high degree of risk. It should only be considered a long-term investment. You must be prepared to withstand a total loss of your investment. Private company securities are also highly illiquid, and there is no guarantee that a market will develop for such securities. Each investment also carries its own specific risks, and you should complete your own independent due diligence regarding the investment. This includes obtaining additional information about the company, opinions, financial projections, and legal or other investment advice. Accordingly, investing in private company securities is appropriate only for those investors who can tolerate a high degree of risk and do not require a liquid investment. See additional general disclosures [here](#).

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Canadian Investors

Investment opportunities posted and accessible through the site will not be offered to Canadian resident investors. Potential investors are strongly advised to consult their legal, tax and financial advisors before investing. The securities offered on this site are not offered in jurisdictions where public solicitation for offerings is not permitted; it is solely your responsibility to comply with the laws and regulations of your country of residence.

California Investors Only – [Do Not Sell My Personal Information](#) (800-317-2200). StartEngine does not sell personal information. For all customer inquiries, please write to contact@startengine.com.

StartEngine Marketplace

StartEngine Marketplace (“SE Marketplace”) is a website operated by StartEngine Primary, LLC (“SE Primary”), a broker-dealer that is registered with the SEC and a member of FINRA and the SIPC.

StartEngine Secondary (“SE Secondary”) is our investor trading platform. SE Secondary is an SEC-registered Alternative Trading System (“ATS”) operated by SE Primary that matches orders for buyers and sellers of securities. It allows investors to trade shares purchased through Regulation A+, Regulation Crowdfunding, or Regulation D for companies who have engaged StartEngine Secure LLC as their transfer agent. The term “Rapid,” when used in relation to transactions on SE Marketplace, specifically refers to transactions that are facilitated on SE Secondary, This is because, unlike with trades on the StartEngine Bulletin Board (“SE BB”), trades on SE Secondary are executed the moment that they are matched.

StartEngine Bulletin Board (“SE BB”) is a bulletin board platform on which users can indicate to each other their interest to buy or sell shares of private companies that previously executed Reg CF or Reg A offerings not necessarily through SE Primary. As a bulletin board platform, SE BB provides a venue for investors to access information about such private company offerings and connect with potential sellers. All investment opportunities on SE BB are based on indicated interest from sellers and will need to be confirmed. Even if parties express mutual interest to enter into a trade on SE BB, a trade will not immediately result because execution is subject to additional contingencies, including among others, effecting of the transfer of the shares from the potential seller to the potential buyer by the issuer and/or transfer agent. SE BB is distinct and separate from SE Secondary. SE Secondary facilitates the trading of securities by matching orders between buyers and sellers and facilitating executions of trades on the platform. By contrast, under SE BB, SE Primary assists with the facilitation of a potential resulting trade off platform including, by among other things, approaching the issuer and other necessary parties in relation to the potential transaction. The term “Extended”, when used in relation to transactions on SE Marketplace denotes that these transactions are conducted via SE BB, and that these transactions may involve longer processing times compared to SE Secondary for the above-stated reasons.

Even if a security is qualified to be displayed on SE Marketplace, there is no guarantee an active trading market for the securities will ever develop, or if developed, be maintained. You should assume that you may not be able to liquidate your investment for some time or be able to pledge these shares as collateral.

The availability of company information does not indicate that the company has endorsed, supports, or otherwise participates with StartEngine. It also does not constitute an endorsement, solicitation or recommendation by StartEngine. StartEngine does not (1) make any recommendations or otherwise advise on the merits or advisability of a particular investment or transaction, (2) assist in the determination of the fair value of any security or investment, or (3) provide legal, tax, or transactional advisory services.

EXHIBIT D TO FORM C

VIDEO TRANSCRIPT

No Video Present.

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 5.5-13% (five and one-half to thirteen) commission based on the dollar amount of securities sold in the Offering and paid upon disbursement of funds from escrow at the time of 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.
- As compensation for the services provided by StartEngine Capital, investors are also required to pay StartEngine Capital a fee consisting of a 0-3.5% (zero to three and a half percent) service fee based on the dollar amount of securities purchased in each investment.

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 canceled 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, 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 the 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 \$5M in investments. In the event of an oversubscription, shares will be allocated at the discretion of the issuer, with priority given to StartEngine Owners Bonus members.
- 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 canceled 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, commit to an investment or 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:** There are no investment limits for investing in crowdfunding offerings for accredited investors. Non-accredited investors are limited in how much they can invest in 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 \$124,000, then during any 12-month period, they can invest either \$2,500 or 5% of their annual income or net worth, whichever is greater. If both their annual income and net worth are equal to or more than \$124,000, then during any 12-month period, they can invest up to 10% of annual income or net worth, whichever is greater, but their investments cannot exceed \$124,000.

EXHIBIT F TO FORM C

ADDITIONAL CORPORATE DOCUMENTS

[See attached]

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
APIS COR INC.**

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

APIS COR INC., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "**General Corporation Law**"),

DOES HEREBY CERTIFY:

1. That the name of this corporation is **APIS COR INC.**
2. That the corporation's original Certificate of Incorporation was filed with the Secretary of State for the State of Delaware effective as of December 19, 2019.
3. That the Board of Directors duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended and restated in its entirety to read as follows:

FIRST: The name of this corporation is **APIS COR INC.** (the "**Corporation**").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808, and the name of the Corporation's registered agent is Corporation Service Company. The Board of Directors of the Corporation may designate a different registered office or different registered agent from time to time.

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 total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 400,000,000 shares of Common Stock, \$0.00001 par value per share ("**Common Stock**"), and (ii) 100,000,000 shares of Preferred Stock, \$0.00001 par value per share ("**Preferred Stock**").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK

1. General. Shares of Common Stock may be issued from time to time in one or more series. The Board is hereby authorized to provide by resolution or resolutions from time to time for the issuance, out of the unissued shares of Common Stock, of one or more series of Common Stock, without stockholder approval. Such resolution or resolutions, in each case, shall set forth the number of shares of Common Stock of such series and shall describe the powers, designation, preferences and relative, participating, optional or other special rights, if any of the shares of each such series and any qualification, limitations, or restrictions thereof. To the extent required by the applicable laws of the State of Delaware, the Board shall cause there to be executed, acknowledged, and filed a certificate of designation setting forth a copy of such resolution or resolutions. The powers, designation, preferences and relative, participating, option and other special rights of each series of Common Stock, and the qualifications, limitations and restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. 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 issued and outstanding as of the effective date of this instrument are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). The holders of Common Stock issued after the effective date of this instrument shall be entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings) unless such shares of Common Stock are part of an authorized series of Common Stock for which different voting rights or privileges are designated in the manner described above. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

B. PREFERRED STOCK

Shares of Preferred Stock may be issued from time to time in one or more series. The Board is hereby authorized to provide by resolution or resolutions from time to time for the issuance, out of the unissued shares of Preferred Stock, of one or more series of Preferred Stock, without stockholder approval. Such resolution or resolutions, in each case, shall set forth the number of shares of Preferred Stock of such series and shall describe the powers, designation, preferences and relative, participating, optional or other special rights, if any of the shares of each such series and any qualification, limitations, or restrictions thereof. To the extent required by the applicable laws of the State of Delaware, the Board shall cause there to be executed, acknowledged, and filed a certificate of designation setting forth a copy of such resolution or resolutions. The powers, designation, preferences and relative, participating, option and other special rights of each series of Preferred Stock, and the qualifications, limitations and restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

C. SERIES A PREFERRED STOCK

Fifty Million (50,000,000) shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated Series A Preferred Stock (the "Series A Preferred Stock") with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. Unless otherwise indicated, references to "Sections" or "Subsections" in this Part C of this Article Fourth refer to sections and subsections of Part C of this Article Fourth.

1. Dividends.

The Corporation shall not declare, pay or set aside any dividends (for the sake of clarity including any cash distributions) on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless (in addition to the obtaining of any consents required elsewhere in the Certificate of Incorporation) the holders of the Series A Preferred Stock then outstanding shall first receive, or simultaneously receive, an equivalent or greater dividend on each outstanding share of Series A Preferred Stock.

2. Assignment and Transfer.

2.1 Generally. Except as otherwise provided herein, any Transfer (as defined below) of one or more shares of Series A Preferred Stock by any holder thereof (excepting the Corporation) shall require the consent of the Board of Directors, which consent may be withheld for any reason or no reason. "Transfer" means, with respect to Series A Preferred Shares, to sell, give, assign, bequeath, pledge or otherwise encumber, divest, dispose of, or transfer ownership or control of all, any part of, or any interest in the Series A Preferred Shares, whether voluntarily or involuntarily.

2.2 Permitted Transfers.

2.2.1 Holders of Series A Preferred Stock may Transfer all or part of their Series A Preferred Shares to any person with the consent of the Board of Directors.

2.2.2 Holders of Series A Preferred Stock may Transfer all or part of their Series A Preferred Shares to another Series A Preferred Shareholder or to an affiliate controlled by a Series A Preferred Shareholder, including a trust created by a Series A Preferred Shareholder and having a Series A Preferred Shareholder as the trustee authorized to exercise sole control over the Shares owned by the trust.

2.2.3 Holders of Series A Preferred Stock may Transfer all or part of their Shares to one or more of the group consisting of their spouse, children, grandchildren, parents, grandparents, siblings, nieces and nephews, by transaction as a result of their death pursuant to the terms of their last will and testament or other estate planning documents, or pursuant to the applicable laws of intestacy.

2.2.4 Holders of Series A Preferred Stock may transfer Shares to the Corporation, and the Corporation may redeem shares of Series A Preferred Stock.

2.2.5 Holders of Series Preferred Stock may relinquish and return all or part of their Series A Preferred Shares for no consideration without requiring the consent of any other person.

3. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

3.1 Payments to Holders of Series A Preferred Stock.

3.1.1 In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (but not including a Deemed Liquidation Event (defined below)), the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders before any payment shall be made to the holders of Common Stock by reason of their ownership thereof.

3.1.2 In the event of any Deemed Liquidation Event, the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders before any payment shall be made to the holders of Common Stock by reason of their ownership thereof.

3.2 Distribution of Remaining Assets.

3.2.1 In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (but not including a Deemed Liquidation Event), after the payment of all preferential amounts required to be paid to the holders of shares of Series A Preferred Stock under Subsection 3.1.1 above, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of shares of Common Stock, pro rata based on the number of shares held by each such holder.

3.2.2 In the event of any Deemed Liquidation Event, after the payment of all preferential amounts required to be paid to the holders of shares of Series A Preferred Stock under Subsection 3.1.2 above, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of the shares of Common Stock, *pro rata* based on the number of shares held by each such holder.

3.3 Deemed Liquidation Events.

3.3.1 Definition. Each of the following events shall be considered a “Deemed Liquidation Event” unless the holders of at least a majority of the outstanding shares of Series A Preferred Stock (the “Requisite Holders”) elect otherwise by written notice sent to the Corporation at least five (5) days prior to the effective date of any such event:

- (a) a merger or consolidation in which

- (i) the Corporation is a constituent party or
- (ii) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation,

except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation (provided that, for the purpose of this Subsection 3.3.1, all shares of Common Stock issuable upon exercise of options outstanding immediately prior to such merger or consolidation or upon conversion of convertible securities outstanding immediately prior to such merger or consolidation shall be deemed to be outstanding immediately prior to such merger or consolidation and, if applicable, converted or exchanged in such merger or consolidation on the same terms as the actual outstanding shares of Common Stock are converted or exchanged); or

(b) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, or the sale or disposition (whether by merger or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

3.3.2 Effecting a Deemed Liquidation Event. The Corporation shall not have the power to effect a Deemed Liquidation Event referred to in Subsection 3.3.1(a)(i) above unless the agreement or plan of merger or consolidation for such transaction (the "Merger Agreement") provides that the consideration payable to the stockholders of the Corporation shall be allocated among the holders of capital stock of the Corporation in accordance with Subsections 3.1 and 3.2 above.

3.3.3 Amount Deemed Paid or Distributed. If the amount deemed paid or distributed under this Subsection 3.3.3 is made in property other than in cash, the value of such distribution shall be the fair market value of such property, determined as follows:

- (a) For securities not subject to investment letters or other similar restrictions on free marketability,

- (i) if traded on a securities exchange or the NASDAQ Stock Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange or market over the 30-period ending three days prior to the closing of such transaction;
- (ii) if actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the 30-day period ending three days prior to the closing of such transaction; or
- (iii) if there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Board of Directors of the Corporation.

(b) The method of valuation of securities subject to investment letters or other similar restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall take into account an appropriate discount (as determined in good faith by the Board of Directors of the Corporation) from the market value as determined pursuant to clause (a) above so as to reflect the approximate fair market value thereof.

4. Non-Voting. Notwithstanding anything to the contrary in this Certificate of Incorporation the holders of Series A Preferred Stock shall have no voting, approval, or consent rights.

5. Redeemed or Otherwise Acquired Shares. Any shares of Series A Preferred Stock which are redeemed or otherwise acquired by the Corporation or any of its subsidiaries shall be automatically and immediately cancelled and retired and shall not be reissued, sold or transferred. Neither the Corporation nor any of its subsidiaries may exercise any voting or other rights granted to the holders of Series A Preferred Stock following redemption.

6. Waiver. Any of the rights, powers, preferences and other terms of the Series A Preferred Stock set forth herein may be waived on behalf of all holders of Series A Preferred Stock by the affirmative written consent or vote of the holders of at least a majority of the shares of Series A Preferred Stock then outstanding (the "**Requisite Holders**").

7. Notices. Any notice required or permitted by the provisions of this Article Fourth to be given to a holder of shares of Series A Preferred Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation, or given by electronic communication in compliance with the provisions of the General Corporation Law, and shall be deemed sent upon such mailing or electronic transmission.

FIFTH: Effective immediately upon the filing of this Amended and Restated Certificate of Incorporation with the Secretary State of Delaware (the "Effective Time"), each outstanding share of Common Stock of the Corporation (the "Old Stock") shall be reclassified as and changed into Twelve and 899,429,354/1,000,000,000ths (12.0899429354) shares of Common

Stock of the Corporation (the "New Stock"), in the nature of a stock split (the "Stock Split"). All certificates dated as of a date prior to the Effective Time representing outstanding shares of Old Stock shall, after the Effective Time, represent the same number of shares of New Stock as is reflected on the face of such certificates multiplied by 12.0899429354, rounded down to the nearest whole number. The Corporation shall not be obliged to issue new certificates evidencing the shares of New Stock outstanding as a result of the Stock Split unless and until the certificates evidencing the shares held by a holder prior to the Stock Split are either delivered to the Corporation or its transfer agent, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. No fractional interest in a share of New Stock shall be deliverable upon the Stock Split.

SIXTH: Subject to any additional vote required by the Certificate of Incorporation, 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.

SEVENTH: 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.

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

NINTH: 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.

TENTH: 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 Tenth 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 Tenth 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.

ELEVENTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which General Corporation Law permits

the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law.

Any amendment, repeal or modification of the foregoing provisions of this Article Tenth shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

* * *

4. That the foregoing amendment and restatement was approved by the holders of the requisite number of shares of this corporation in accordance with Section 228 of the General Corporation Law.

5. That this Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of this Corporation's Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.


.

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
APIS COR INC.**

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

Signature Page

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 15th day of September, 2021.


By: _____
ANNA CHENIUNTAI,
President & CEO

**CERTIFICATE OF DESIGNATION
OF A SERIES X PREFERRED STOCK OF
APIS COR INC., a Delaware Corporation
(pursuant to Section 151 of the Delaware General Corporation Law)**

THE UNDERSIGNED OFFICER OF APIS COR INC., a Delaware corporation (hereinafter referred to as the "Corporation"), hereby certifies that, pursuant to the authority expressly vested in the Board of Directors of the Corporation by the Amended and Restated Certificate of Incorporation of the Corporation, and in accordance with the provisions of Sections 103 and 151 of the General Corporation Law of the State of Delaware, the Board of Directors has duly adopted the following resolutions:

IT IS RESOLVED, that Four Hundred Thousand (400,000) of the unissued Preferred Stock of the Corporation, are designated as Series X Preferred Stock, having the rights, preferences, powers, privileges and restrictions, qualifications and limitations, set forth on Exhibit A attached hereto; and

FURTHER RESOLVED, that the officers of the Corporation are authorized to issue shares of Series X Preferred Stock from time to time, upon such conditions and with such limitations and conditions as the officers of the Corporation may determine, but the terms applicable to shares of Series X Preferred Stock described in this instrument shall not be modified without the consent of the Board of Directors.

IN WITNESS WHEREOF, APIS COR INC. has caused this Certificate of Designations to be signed and attested by the undersigned officer effective as of December 1, 2023.

APIS COR INC.


By: 
Anna Cheniuntai, CEO
Date: 02/05/2024

EXHIBIT A

Four Hundred Thousand (400,000) shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated Series X Preferred Stock (the "Series X Preferred Stock") with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations.

1. Dividends. Series X Preferred Stock shall not entitle the holder thereof to be paid any dividend, distribution, or other amount by the Corporation, except in the case of liquidation, dissolution, or winding up of the Corporation as provide in Section 4 below.

2. Non-Voting. Notwithstanding anything to the contrary in this Certificate of Incorporation the holders of Series X Preferred Stock shall have no voting, approval, or consent rights.

3. Conversion.

3.1 Automatic Conversion on Qualified Financing. With respect to each share of Series X Preferred Stock issued by the Corporation, if on or prior to the tenth (10th) anniversary of the issuance thereof, the Corporation consummates a Qualified Financing, such share shall automatically convert into one share of Common Stock of the Corporation, effective immediately prior to the effective closing of such Qualified Financing.

3.2 Automatic Conversion on Change of Control. With respect to each share of Series X Preferred Stock issued by the Corporation, if on or prior to the tenth (10th) anniversary of the issuance thereof, the Corporation consummates a Change of Control, such share shall automatically convert into one share of Common Stock of the Corporation, effective immediately prior to the effective date of such Chang of Control.

3.3 Definitions.

3.3.1 "Qualified Financing" means the first instance of a private offering of the Corporation's equity interest with a pre-transaction valuation greater than One Hundred Million Dollars (\$100,000,000.00), or a closing of an initial public offering with a pre-transaction valuation greater than One Hundred Million Dollars (\$100,000,000.00).

3.3.2 "Change of Control" means the first instance of (i) a transaction or series of related transactions in which any "person" or "group" (within the meaning of Section 13(d) and 14(d) of the Securities Exchange Act of 1934, as amended), becomes the "beneficial owner" (as defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended), directly or indirectly, of more than 50% of the outstanding voting securities of the Corporation having the right to vote for the election of the Corporation's board of directors; (ii) any reorganization, merger or consolidation of the Corporation, other than a transaction or series of related transactions in which the holders of the voting securities of the Corporation outstanding immediately prior to such transaction or series of related transactions retain, immediately after such transaction or series of related transactions, at least a majority of the total voting power represented by the outstanding

voting securities of the Corporation or such other surviving or resulting entity; or (iii) a sale, lease or other disposition of all or substantially all of the assets of the Corporation.

3.4 Reclassification. Upon any reclassification, exchange, substitution, conversion or other event that results in a change of the number and/or class of the equitable securities issuable upon conversion of shares of Series X Preferred Stock, the holder thereof shall be entitled to receive, upon conversion, the number and kind of securities and property, having substantially the same market value and rights, preferences, powers, privileges and restrictions, qualifications and limitations that holders of Series X Preferred Stock would have received if Series X Preferred Stock had been converted immediately before such reclassification, exchange, substitution, conversion or other event, as determined by the Board of Directors in its sole discretion.

4. Liquidation, Dissolution or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Series X Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders an amount equal to One Cent (\$0.01).

5. Assignment and Transfer.

5.1 Generally. Except as otherwise provided herein, any Transfer (as defined below) of one or more shares of Series X Preferred Stock by any holder thereof (excepting the Corporation) shall require the consent of the Board of Directors, which consent may be withheld for any reason or no reason. "Transfer" means, with respect to Series X Preferred Shares, to sell, give, assign, bequeath, pledge or otherwise encumber, divest, dispose of, or transfer ownership or control of all, any part of, or any interest in the Series X Preferred Shares, whether voluntarily or involuntarily.

5.2 Permitted Transfers.

5.2.1 Holders of Series X Preferred Stock may Transfer all or part of their Series X Preferred Shares to any person with the consent of the Board of Directors.

5.2.2 Holders of Series X Preferred Stock may Transfer all or part of their Series X Preferred Shares to another Series X Preferred Shareholder or to an affiliate controlled by a Series X Preferred Shareholder, including a trust created by a Series X Preferred Shareholder and having a Series X Preferred Shareholder as the trustee authorized to exercise sole control over the Shares owned by the trust.

5.2.3 Holders of Series X Preferred Stock may Transfer all or part of their Shares to one or more of the group consisting of their spouse, children, grandchildren, parents, grandparents, siblings, nieces and nephews, by transaction as a result of their death pursuant to the terms of their last will and testament or other estate planning documents, or pursuant to the applicable laws of intestacy.

5.2.4 Holders of Series X Preferred Stock may transfer Shares to the Corporation, and the Corporation may redeem shares of Series X Preferred Stock.

5.2.5 Holders of Series Preferred Stock may relinquish and return all or part of their Series X Preferred Shares for no consideration without requiring the consent of any other person.

6. Redeemed or Otherwise Acquired Shares. Any shares of Series X Preferred Stock which are redeemed or otherwise acquired by the Corporation or any of its subsidiaries shall be automatically and immediately cancelled and retired and shall not be reissued, sold or transferred. Neither the Corporation nor any of its subsidiaries may exercise any voting or other rights granted to the holders of Series X Preferred Stock following redemption.

7. Waiver. Any of the rights, powers, preferences and other terms of the Series X Preferred Stock set forth herein may be waived on behalf of all holders of Series X Preferred Stock by the affirmative written consent or vote of the holders of at least a majority of the shares of Series X Preferred Stock then outstanding (the "Requisite Holders").

8. Notices. Any notice required or permitted by the provisions of this Exhibit to be given to a holder of shares of Series X Preferred Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation, or given by electronic communication in compliance with the provisions of the General Corporation Law, and shall be deemed sent upon such mailing or electronic transmission.

EXHIBIT G TO FORM C

TESTING THE WATERS MATERIALS

[See attached]



Watchlist



RESERVE NOW

GET A PIECE OF APIS COR

Construction with robotic precision

As a construction technology company, we are developing technology to build low-rise buildings all robotically. Using precision through concrete 3D printing technology, we believe...

Show more

Reserve Now

This RegCF offering is made available through StartEngine Capital, LLC. This investment is speculative, illiquid, and involves a high degree of risk, including the possible loss of your entire investment.



\$79,731.60 Reserved

OVERVIEW ABOUT UPDATES REWARDS DISCUSSION INVESTING FAQS

REASONS TO INVEST



Built a record-breaking 3D commercial structure in TX, won NASA's 3D printed Habitat Challenge, & we're constructing an affordable house for Space Coast Habitat with backing from Wells Fargo & the city of Melbourne.*



Over \$3.5M total raised from over 2,000 investors on RegCF on StartEngine & through an in-house Regulation A+.

On December 1st, we broke ground for our permitted 3D-

Source | Source

**Source

NO MONEY OR OTHER CONSIDERATION IS BEING SOLICITED, AND IF SENT IN RESPONSE, WILL NOT BE ACCEPTED. NO OFFER TO BUY THE SECURITIES CAN BE ACCEPTED AND NO PART OF THE PURCHASE PRICE CAN BE RECEIVED UNTIL THE OFFERING STATEMENT IS FILED AND ONLY THROUGH AN INTERMEDIARY'S PLATFORM. AN INDICATION OF INTEREST INVOLVES NO OBLIGATION OR COMMITMENT OF ANY KIND. "RESERVING" SHARES IS SIMPLY AN INDICATION OF INTEREST.

ABOUT

HEADQUARTERS
3060 Venture Lane #101
Melbourne, FL 32934

WEBSITE
View Site

As a construction technology company, we are developing technology to build low-rise buildings all robotically. Using precision through concrete 3D printing technology, we believe we can build concrete, durable houses within 2-3 months and within a week in the future, allowing homeowners to expand their construction output while reducing costs. Currently in the market, we've already deployed our technology in Dubai, Boca Chico TX, and Missouri, with more locations on the way.

TEAM



Anna Cheniuntai
CEO, co-founder and Director

Anna Cheniuntai is the Chief Executive Officer of Apis Cor. After earning her bachelor's degree in Space Physics in 2014, Anna pursued a career in scientific research to entrepreneurship. She joined construction and industrial machinery manufacturing ventures pursued by Nikita Cheniuntai. Working alongside Nikita, Anna had successfully managed a \$9M worth project to construct and deploy the ground navigation system around the infrastructure of the Olympic Games, 2014.

Awards and Memberships:

- TEDx Speaker
- Forbes Business Council - Official Member
- Alumni of Alchemist Accelerator - 2020
- Autodesk Technology Center in Boston - Resident
- United States's 101 Most Impressive & Successful CEO's in the 3D Printing Space (Boardroom Media)
- The National Small Business Association Leadership Council and Technology Council - Official Member



Nikita Cheniuntai
Founder, CTO and Director

Nikita Cheniuntai is an inventor, engineer, and entrepreneur with extensive experience in robotics and construction. His first company specialized in the manufacturing of industrial CNC machines and composite materials used for construction. After this position, Nikita founded a construction company. In 2014, Nikita executed two projects totaling approximately \$5,000,000 USD in relation to building infrastructure for Olympic Games in 2014. These projects for the Olympics were to manufacture and deploy 5,000 signs (within only six months). The signs were made with concrete, metal frame, and high-resolution printed information - everything according to strict design requirements by the International Olympic Games Committee. Nikita's exceptional experience in engineering and fabrication caused this previous company to execute the project on time and on such a high level that the company was recognized by Organizing Committees for the Olympic Games. Later, Nikita decided to apply his engineering talent and experience to change the way developers build today by founding Apis Cor. Nikita is an inventor of Apis Cor technology and robots and an author of patents related to Apis Cor Technology.

Nikita and his work have been recognized with several awards, including:

Publications and Awards

- Autodesk Technology Center in Boston -

Resident

-Alumni of Alchemist Accelerator - 2020

-2020 list of Maverick Awards winners
byBaltWorlds - April 2020

-Leaders of Tomorrow, 49th St. Gallen
Symposium, Switzerland - April 2019

-1st Place, NASA Phase 3 Construction Level
1&2, Final Design Level of 3D Printed-Habitat

-Centennial Challenge by NASA - 2018-2019
(see "Narrative of the Business" above)

-50 EMERGING GLOBAL ENTREPRENEURS TO
WATCH IN 2017, by INC Magazine - April 2017

-Kairos92, Kairos Society, New York - Apr 2017



Trevor Ragno
Director of Construction
Technologies

Bachelor of Science Degree in
Real Estate and Business
Management with an
Associates Degree in Urban
Planning.

Master's Degree in Real Estate.
Author of "Aerial Transit
Oriented Development as a
Framework for Intermodal
Vertiport Site Selection".

Trevor Ragno (Director of
Construction Technologies,
Apis Cor) studied Real Estate,
Management, and Urban
Planning at Florida State
University and received his
Masters of Real Estate
Development from Clemson
University. After years of
working in the commercial-
scale additive manufacturing
industry, Mr. Ragno began
developing commercial real
estate throughout the eastern
United States including office,
retail, self-storage, multi-
family, and data center
projects. He is a Partner of
Aeronyde, a leading company
in drone-based construction
progress monitoring, and his
book on "Aerial Transit
Oriented Planning" is a leading
publication on vertiport site
selection and development. In
his role at Apis Cor, Mr. Ragno
successfully led construction
efforts for multiple 3D printed
buildings in the US, and played
a key role in developing Apis
Cor University, which is the
world's first educational
institution dedicated solely to
additive construction. Mr.
Ragno is actively involved with
ULI, ICSC, NAIDP, CCIM and
the USIBC."



Laurie Elliott
Fractional CFO

Laurie Elliott brings over
twenty-five years of
experience in accounting,
finance and operational
management to CFO Strategic
Partners. She holds a
bachelor's degree in
accounting and an MBA in
Finance. She started her career
with Marko Paneth LLP and
PricewaterhouseCoopers
(PwC) where she specialized in
Emerging Business Services. In
that role, she was involved with
the owners, accounting
departments and engagement
leadership providing audit, tax
and process improvement
services in various industries
including entertainment,
professional services and
transportation.

Laurie left PwC to become the
VP, Controller and Chief
Accounting Officer of Global
Spill Management, Inc., a
national environmental
contracting, consulting,
manufacturer, distributor,
where she facilitated rapid
growth through acquisitions
and helped to take the
company public. She then
joined Team Penske, a Truck
leasing company, and rose to
VP Finance for the Penske
Motor Group with over \$1
billion in revenue where her
financial acumen was
strengthened developing KPI's,
financial analyses, forecasts
and projections for the
company and targeted
acquisitions. Her role with
Team Penske further expanded
her industry experience to
include automotive sales and
service, leasing, supply chain
logistics management, and
racing & motor speedways. In
a desire to return to her
entrepreneurial roots, she
joined the professional
consulting firm Strategic
Analysis Inc. (SAI) as their
CFO. During her tenure, she
helped SAI grow to 20 entities
across 5 continents and
became a top firm in the
business intelligence niche.

With her relocation to Florida,
she became the VP Accounting
and Finance and Chief
Accounting Officer for a private
equity owned national car
rental company, tasked with
turning around the accounting
and finance functions and
positioning the company for
sale. In her time with CFO
Strategic Partners, Laurie has
served as the outsourced CFO
for clients in entertainment,
construction, and business
services, among other
industries. Laurie's depth and
breadth of experience allows
her to serve as a valued
strategic partner to executive
management.

"I'm excited to continue my
passion in consulting through
my work with CFO Strategic
Partners and apply my past
experience and knowledge to
help our clients achieve their
goals."



Paul Cajas
Advisor

Former Chief Engineer DF-
Boeing programs and Deputy
CTO -Autonomous Systems at
Boeing, Malcolm Baldrige
Award winning Aerospace
Engineering Director with a
proven track record of
managing \$100M+ successful
defense programs. Key skill is
the ability to communicate
with Sr. Leadership as well as
execution teams in a way that
breaks down and simplifies
complex concepts, resulting in
informed decisions. Successes
include co-creation of the Air
Combat Teaming System
concept and strategy, QF-26
Development and Operational
Capability, MQ-25
Electromagnetic Effects
Integration, EA-18G Production
start-up, F/A-18E/F Flight
Controls, Harpoon Supply
Chain Integration, and AV-8B
VTOL controls, all resulting in
award winning teams. I have an
MBA with a Finance emphasis
from the University of Missouri
in St. Louis, and a Bachelor of
Science degree in Aerospace
Engineering from Georgia Tech.
Most recent experience has
been working with unmanned
vehicles, and helping establish
the vision for the future of this
disruptive technology.

NEW UPDATES

02.26.24

Free Expo Pass to The International Builders Show

We are en route to The International Builders' Show 2024 in Las Vegas! Come visit us at Booth W4355 📍

Get your FREE Expo Pass at: <https://ib24.buildershow.com/38522>

NAHB

IBS

Feb 27 - 29, 2024
Las Vegas

JOIN US AT
IBS LAS VEGAS
THIS WEEK!
📍 FREE EXPO PASS



apis cor

we print
buildings

Booth # W4355

Note: No money or other consideration is being solicited, and if sent in response, will not be accepted. No offer to buy the securities can be accepted and no part of the purchase price can be received until the offering statement is filed and only through an intermediary's platform. An indication of interest involves no obligation or commitment of any kind. "Reserving" securities is simply an indication of interest.

ALL UPDATES

02.23.24

Video: dragon scale pattern printing by Frank!

You asked, we answered. Here's a visual treat for your Friday! Check out Frank is able to print dragon scale pattern at our model house:



Also, we are currently taking reservations for a possible upcoming round. The perk is that by reserving now, you get 5% bonus shares when the round is live. You can reserve at: <https://www.startengine.com/offering/apiscor>

Note: no money or other consideration is being solicited, and if sent in response, will not be accepted. No offer to buy the securities can be accepted and no part of the purchase price can be received until the offering statement is filed and only through an intermediary's platform. An indication of interest involves no obligation or commitment of any kind. "Reserving" securities is simply an indication of interest.

02.22.24

Apis Cor is a Top 25 Finalist for Ivory Prize 2024

We are thrilled to be a Top 25 Finalist for the 2024 Ivory Prize for Housing Affordability! Apis Cor joins 8 other finalists in the Construction & Design category, selected from 200+ organizations. 🏆

About the award: The Ivory Prize for Housing Affordability is a national award that recognizes ambitious, feasible, and scalable solutions to housing affordability. It culminates in \$300,000 of grants to winners in three categories: Construction & Design, Finance, and Policy & Regulatory Reform. The Top 10 Ivory Prize Finalists will be announced in April and the final Ivory Prize Winners will be announced in May. Fingers crossed and stay tuned!

Full announcement can be viewed at: <https://ivoryinnovations.org/updates/news-cards-1/ivory-prize-top-25-2024>

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02.21.24

Apis Cor at IBS 2024 in Las Vegas!

Apis Cor is excited to be exhibiting at 2024 - The International Builders' Show! Come see us in person! 📍

Get your FREE Expo Pass at: <https://ibs24.buildershow.com/2024> and visit us at Booth #W4355. See you soon!



ICYM: We are currently taking reservations for a possible upcoming round. The perk is that by reserving now, you get 5% bonus shares when the round is live. You can reserve at: <https://www.startengine.com/offering/apiscor>

No money or other consideration is being solicited, and if sent in response, will not be accepted. No offer to buy the securities can be accepted and no part of the purchase price can be received until the offering statement is filed and only through an intermediary's platform. An indication of interest involves no obligation or commitment of any kind. "Reserving" securities is simply an indication of interest.

02.16.24

Data for Thought & Why We Do What We Do

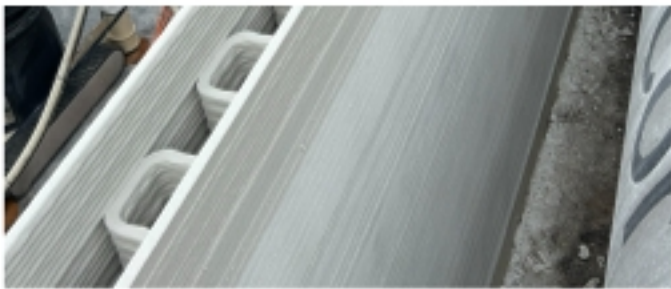
Some data for thought before we head into the long weekend:

With over 400,000 unfilled positions in the construction industry today and an extra 3.2 million workers needed in the next 10 years, there is a great opportunity to combat the US housing crisis without relying on the limited pool of available labor. 📊

The lack of skilled labor is expected to worsen as current workers retire in record numbers. Construction is also one of the most dangerous industries with nearly one in five workplace deaths occurring in the US. 🚧

This is why Apis Cor is working hard to develop and deploy 3D printing robots that can be easily managed by a small crew and maybe one day - operated remotely! We believe that incorporating new technologies would attract more people into the construction industry, especially younger generations.





If you'd like to join us in building faster, cheaper, and better, we are taking reservations for a possible upcoming round. The perk is that by reserving now, you get 5% bonus shares when the round is live.

You can reserve at: <https://www.startengine.com/offering/apiscor>

No money or other consideration is being solicited, and if sent in response, will not be accepted. No offer to buy the securities can be accepted and no part of the purchase price can be received until the offering statement is filed and only through an intermediary's platform. An indication of interest involves no obligation or commitment of any kind. "Reserving" securities is simply an indication of interest.

02.15.24

Get 5% Bonus Shares for Reserving Now

Hi everyone! As you know, we are currently taking reservations for a possible upcoming fundraising round. If you reserve \$250 or more, you will get 5% reservation bonus shares 🎉

Here is the link to reserve your shares: <https://www.startengine.com/offering/apiscor>

Note: No money or other consideration is being solicited, and if sent in response, will not be accepted. No offer to buy the securities can be accepted and no part of the purchase price can be received until the offering statement is filed and only through an intermediary's platform. An indication of interest involves no obligation or commitment of any kind. "Reserving" securities is simply an indication of interest.

02.09.24

Dragon Scale Pattern 3D Printed!

At Apis Cor, we develop robotic technology that not only makes the homebuilding process faster, easier, and with higher quality, we also unlock possibilities for new architectural design.

Look at this beautiful Dragon Scale pattern that is part of a kitchen island in our model house. Imagine a house with walls that look like this - a real House of Dragons. Just in time for the year of dragons!



Interested in what you're seeing? We are currently taking reservations for a possible upcoming round. Join the waitlist so that you will be notified when the new round goes live and get your chance to score time-based perks!

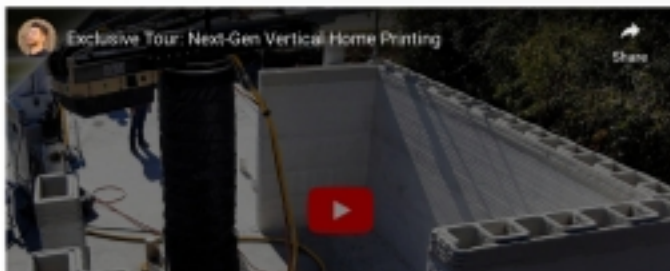
Here is the link to reserve your shares: <https://www.startengine.com/offering/apiscor>

NO MONEY OR OTHER CONSIDERATION IS BEING SOLICITED, AND IF SENT IN RESPONSE, WILL NOT BE ACCEPTED. NO OFFER TO BUY THE SECURITIES CAN BE ACCEPTED AND NO PART OF THE PURCHASE PRICE CAN BE RECEIVED UNTIL THE OFFERING STATEMENT IS FILED AND ONLY THROUGH AN INTERMEDIARY'S PLATFORM. AN INDICATION OF INTEREST INVOLVES NO OBLIGATION OR COMMITMENT OF ANY KIND. "RESERVING" SHARES IS SIMPLY AN INDICATION OF INTEREST.

02.08.24

Video walkthrough of model house with Jarett Gross

Jarett Gross, the journalist covering the 3D printing construction industry - who has visited more than 100 of 3D printed houses - made an exclusive piece about Apis Cor! This is when he visited us on site. Thank you Jarett.



Watch on

APIS COR

Want to join our building journey? We are taking reservations for a possible upcoming round. Join the waitlist to be notified when the new round goes live so you can get your opportunity for time-based perks!

Here is the link to reserve your shares: <https://www.startengine.com/offering/apiscor>

NO MONEY OR OTHER CONSIDERATION IS BEING SOLICITED, AND IF SENT IN RESPONSE, WILL NOT BE ACCEPTED. NO OFFER TO BUY THE SECURITIES CAN BE ACCEPTED AND NO PART OF THE PURCHASE PRICE CAN BE RECEIVED UNTIL THE OFFERING STATEMENT IS FILED AND ONLY THROUGH AN INTERMEDIARY'S PLATFORM. AN INDICATION OF INTEREST INVOLVES NO OBLIGATION OR COMMITMENT OF ANY KIND. "RESERVING" SHARES IS SIMPLY AN INDICATION OF INTEREST.

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5% bonus shares

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Gregory Schons

4 days ago

I could see the dragon scale feature being used for things like building freeway retaining walls with ...

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RH

Robert Hodsdon

7 days ago

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RK

Richard Koch

a month ago

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4 days ago



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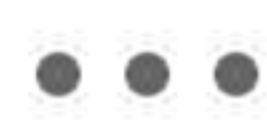


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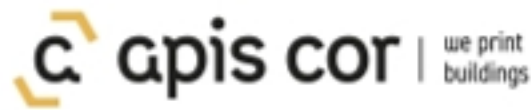
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Exclusive: Investor Loyalty Bonus



Dear Valued Investor ,

Thank you for your support and belief in Apis Cor. Last year, more than **2000 extraordinary individuals** have invested in our mission and vision! In appreciation, we're excited to extend an exclusive offer to existing investors.

As we anticipate a potential new fundraising round on StartEngine, we're offering existing investors the opportunity to be eligible for **loyalty bonus shares**.

This is our way of expressing gratitude as you have previously invested in Apis Cor. Additionally, by reserving interest now for this possible upcoming round, you'll gain an additional stacking bonus whenever we launch.

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Best,
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Anna Cheniuntai • You

CEO& Co-founder of Apis Cor - we print buildings on Earth and soo...

21h • 🌐

I would love to thank our existing investors for believing in our company and sharing our vision. We are committed to creating a product that the market cannot ignore—a product that will solve a real problem for our customers. More than 2,000 extraordinary individuals believe that we can do it and invested in us since 2022. Thank you!!

Because of your early support, we're thrilled to provide you with an exclusive opportunity to be eligible for LOYALTY bonus shares as we anticipate our potential new fundraising round on StartEngine.

This is our way of expressing gratitude for your continued support as you have previously invested in Apis Cor. Additionally, by reserving interest now for this upcoming round, you'll gain an additional stacking bonus whenever we launch.

Click here to learn more and reserve your shares: <https://lnkd.in/e2uib2Jw>

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Learn more via the link in bio!

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One of Apis Cor's biggest milestones in 2023 was designing and building a prototype of our own batch plant. It was used to produce more than 55,000 lbs (!!) of printing material for the model house. 🏠

Now we can not only control the quality of the printing material but more importantly, provide our customers and partners with more affordable prices! 🙌

On a related note, you can now reserve for our new possible campaign and get time-based bonus! Here is the link to reserve your shares: <https://www.startengine.com/offering/apiscor>

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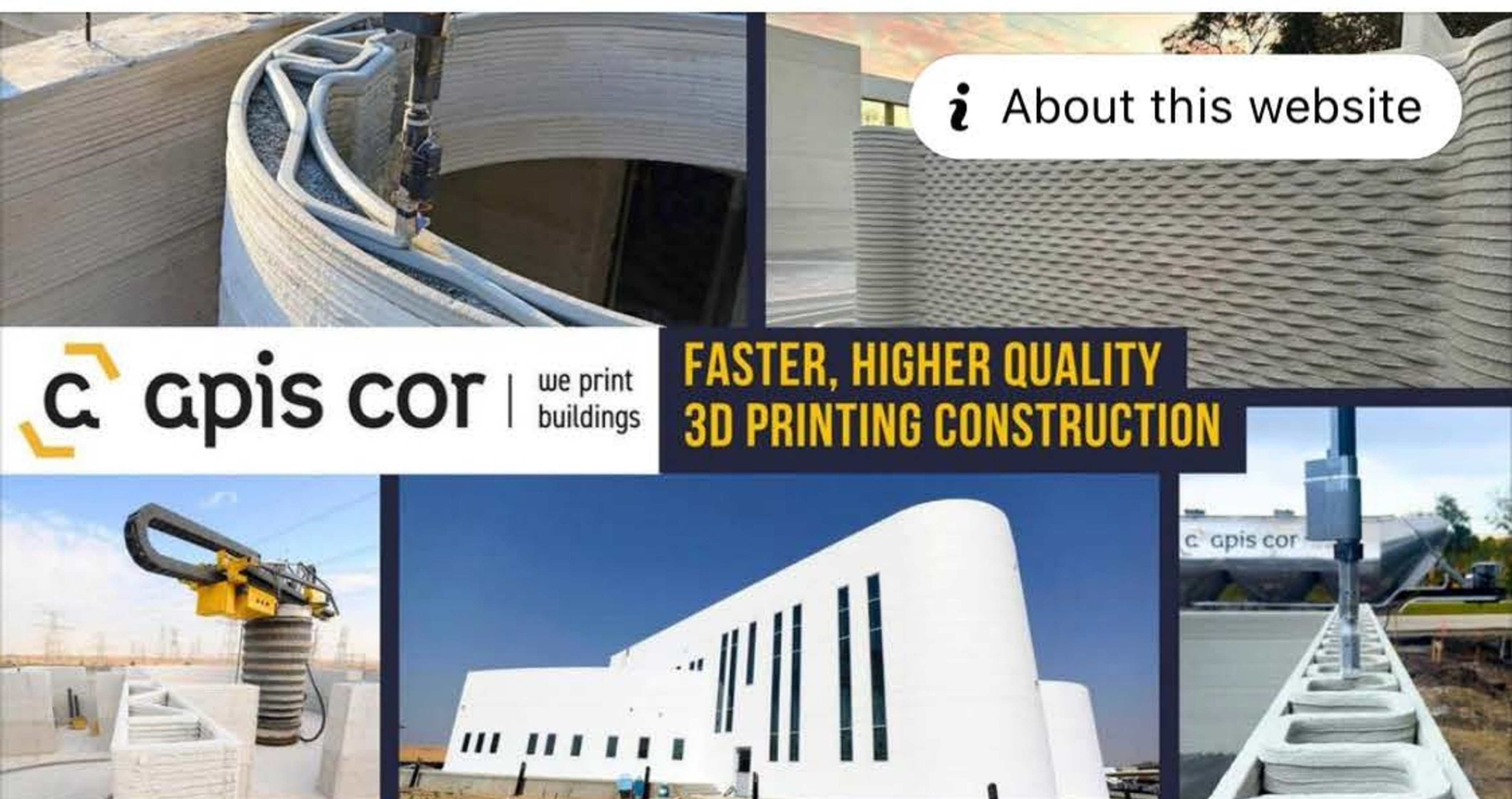
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Videos

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Notifications

9+



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About

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More ▼



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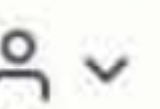
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Construction with robotic precision

As a construction technology company, we are developing technology to build low-rise buildings all robotically. Using precision through concrete 3D printing technology, we believ...
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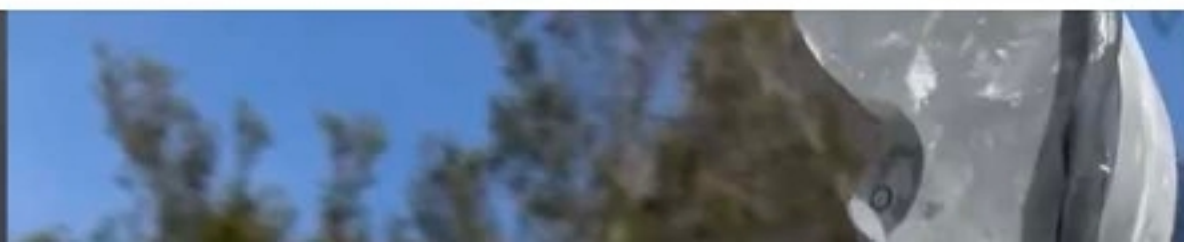
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A quick break as our crew attends to Frank 🍰🔧👷

What do you think they're chatting about? 🤔

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Cheers to the New Year 🎄 🍷 🍷 We are excited to share the January newsletter with you today.

Big News: we have started 3D printing the model house in Melbourne!

Frank, Gary, and Mary are on site with the crew and have been busy getting to work on creating beautiful walls for the house.



This project is a bit different from the other structures we've done before. It is an opportunity of having our own house that allows testing of new methods, showcasing features to customers, and more importantly, training the team so we are well-prepared for 2024!

Once we complete the full height of printed walls, we will install vertical dowels and pour grout to create structurally reinforced columns, similar to those in concrete block walls.

We have been sharing footage and snapshots from this project 📸 Check them out on [LinkedIn](#), [Twitter/X](#), [Instagram](#), or [Facebook](#)!

January workshops are coming

The third series of our hands-on workshops is coming!

What's unique about these ones? Attendees will be treated to a tour of the under-construction model house. 🏠

Walls will be completed by then. Roof, windows, and other parts will be in progress. You will be able to see how the technology is integrated into the construction process!

Submit the form to reserve your spot in January workshops



We are taking reservations for a possible, upcoming round. Join the waitlist today.

If you didn't get a chance to invest in Apis Cor before or want to renew your support (thank you!), please let us know.

If we start a new regulation crowdfunding on StartEngine, you will be notified and be eligible for time-sensitive perks. No payment required and no obligation to invest now or in the future when the round is open.

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Learn more on StartEngine

From all of us at Apis Cor, we wish you and your loved ones a very happy new year!

We are so grateful for the **2,000+ investors** who have supported our mission and journey.

Thank you for being a part of our community 🧡

Apis Cor, 3060 Venture Ln, Melbourne, FL 32934, United States

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ON TV: have you seen our model house?
NEW: you can reserve shares now
ICYMI: in-person workshop next week

1. Model House is almost complete & Frank is on Fox News!



Watch on Fox News

Follow on socials as we are posting regular updates!



2. New Year, New House, New Round

We are planning to go live on StartEngine once again, and now taking reservations for a possible upcoming fundraising round! Learn more or reserve at <https://www.startengine.com/offering/apiscor> or click on the button below:

Learn More Here

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3. Workshops are next week!

If you missed it: our small-group, hands-on 3D printing construction workshops are taking place at the Apis Cor HQ in Melbourne, FL next week! *That's tomorrow, Jan 22 through Jan 26.*

What's special: you get to tour and explore an actual 3D printed house in the midst of construction - the model house we've been sharing photos and videos on social media!



Reserve Your Spot

Workshop Agenda:

- **The Numbers Game:** Dive into the financial aspects, exploring the cost, time, and manpower required for 3D printing construction.
- **Mastering Building Permits:** Benefit from our expertise in obtaining building permits, let's ensure your projects are fully compliant!
- **G-code Creation:** Learn the art of creating precise G-code for our 3D printers, Frank and Gary.
- **Industry Insights:** Gain a comprehensive overview of the 3D printing construction industry, including a discussion of various printers and their pros and cons.

I'll Be There!





2/20/24, 8:25 PM

Model House on TV, New Funding Round, Workshops Next Week!

Apis Cor, 3060 Venture Ln, Melbourne, FL 32934, United States

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In This Edition:

-  Get 5% reservation bonus
-  Open house this spring
-  We are at IBS in Las Vegas
-  Video walkthrough with Jarett

Bonus Shares

We are now taking reservations for a possible upcoming fundraising round. **If you reserve \$250 or more, you will get 5% reservation bonus!**

Learn more or reserve at <https://www.startengine.com/offering/apiscor> or click on the button below:

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Open House

Walls have been fully printed at the model house! And we are looking forward to getting the rest of the house completed soon 🏠

This means: we will have open house in the spring! Sign up at the link below to get notified when it is available ✅

I'm Interested



We are at IBS in Las Vegas

Apis Cor is excited to be exhibiting at IBS2024 - The International Builders' Show! Come see us in person 🏡

Get your **FREE Expo Pass** at:
<https://ibs24.buildersshow.com/38520> and visit us at **Booth #W4355**.

See you soon!



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Video Walkthrough

Jarett Gross, a journalist covering the 3D printing construction industry, made an exclusive piece about Apis Cor! This is when he visited us on site:



Watch on YouTube

Follow Apis Cor on socials as we are posting regular updates!



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