

# RAMPER INNOVATIONS

## 2022 Report

### *Dear investors,*

Ramper Innovations' company structure is based on four distinct business functions

#### Company Structure/Administration

Operating the company from a place of citizenship rather than feeling "along for the ride". We are driving the bus now.

Advisory Board - Tim, Dave, Tim Rame, Michael Bloomfield.

More contractors working

Tim Fulton, CEO, Murry Skeels, COO, Charlie Petrie, Head of Product Development, Alaina Brown, Administrative and Operations Assistant, Kevin Scholesky, Lead Electrical Designer, Dana Vest, Project Manager

Onboarded Zoho, a customer relations management (CRM) software

#### Marketing/Sales

##### Marketing

Increased brand recognition on an international level within the aviation sector.

Expo successes - 2 shows in the US, 2 in Europe

Updated Website

LI 2500 to 4,203 Tim Fulton connections; LI 625 to 1,899 Ramper Innovations Followers; consistent posting 2x/wk

Monthly Customer Newsletter

##### Sales

Crossed the pre-revenue threshold: two sales and reimbursement for demos

##### Defined Sales Process

Developed a Sales Funnel - 37 companies in the Sales Funnel, prioritized by Top 10, 20/20, 30+; Top 10 receive weekly touches

#### Product

Export readiness advancements

Initiated CE certification

Export Plan/Checklist for Compliance

Production-ready

Leasing offering

Defined warranty and servicing

Inventory for five units - excluding MDORs, belts, and control cards

#### Finance

Raised an additional \$275K through Wefunder; \$257,271 after fees.

Monthly Investor Update

### **We need your help!**

We would love to be introduced to additional investors that can help us close our seed round.

Follow us and share our posts on LinkedIn. Sign up for our monthly investor update and let us know if you have any questions.

Help us spread the word about the change we are bringing to aviation and other industries that manually move materials in places where space is limited.

*Sincerely,*

*Leslie*

Secretary

*Tim Fulton*

CEO

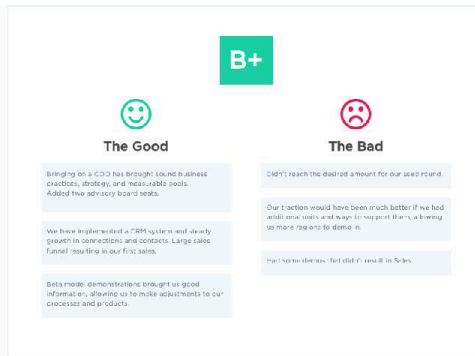
## Our Mission

An internationally recognized supplier of innovative products that keep workers safe, and makes their job easier, not just in the airline industry, but across multiple industries.

[See our full profile](#)

## How did we do this year?

*Report Card*



#### Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and the related notes and other financial information included elsewhere in this offering. Some of the information contained in this discussion and analysis, including information regarding the strategy and plans for our business, includes forward-looking statements that involve risks and uncertainties. You should review the "Risk Factors" section for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

##### Overview

We keep ramp agents safe + save airlines money

I spent 38 years doing the physically demanding job. I saw far too many of my fellow agents getting injured because there was not an affordable solution to the manual method. I chose this idea because it works. I care because I deal with back pain every single day and I want to make sure that isn't the case for others who are doing the job.

Rumper Innovations help airlines reduce injuries to the employees and the cost of their ground handling operations.

An internationally recognized supplier of innovative products that keep workers safe, and makes their job easier, not just in the airline industry, but across multiple industries.

##### Milestones

Rumper Innovations Inc. was incorporated in the State of Alaska in July 2020.

Since then, we have:

- 🏆 Winner of Alaska Angel Conference investment 2019 and raised \$350K to date
- 📜 2 patents issued, multiple international trademark protections pending
- ✈️ Beta agreements w/ AeroMexico, VivaAerobus, AeroCharters
- ✅ Distribution agreement for 40 units w/ HQ Mexico by end of 2022
- 📅 First sale, January 2022
- 🌐 \$4B total addressable market globally
- 🙌 Founder has 38 years of experience in the industry

The Company is subject to risks and uncertainties common to early-stage companies. Given the Company's limited operating history, the Company cannot reliably estimate how much revenue it will receive in the future.

##### Historical Results of Operations

Our company was organized in July 2020 and has limited operations upon which prospective investors may base an evaluation of its performance.

- *Revenues & Gross Margin.* For the period ended December 31, 2022, the Company had revenues of \$0 compared to the year ended December 31, 2021, when the Company had revenues of \$0. Our gross margin was 0% in fiscal year 2022, compared to 0% in 2021.
- *Assets.* As of December 31, 2022, the Company had total assets of \$60,475.96, including \$34,623.36 in cash. As of December 31, 2021, the Company had \$25,918 in total assets, including \$14,200 in cash.
- *Net Loss.* The Company has had net losses of \$201,278.66 and net losses of \$140,601 for the fiscal years ended December 31, 2022 and December 31, 2021, respectively.
- *Liabilities.* The Company's liabilities totaled \$831,066.54 for the fiscal year ended December 31, 2022 and \$269,583 for the fiscal year ended December 31, 2021.

##### Related Party Transaction

Refer to Question 25 of this Form C for disclosure of all related party transactions.

##### Liquidity & Capital Resources

To date, the company has been financed with \$292,295 in debt and \$337,500 in convertibles.

After the conclusion of this offering, should we hit our minimum funding target, our projected runway is 18 months before we need to raise further capital.

We plan to use the proceeds as set forth in this Form C under "Use of Funds". We don't have any other sources of capital in the immediate future.

2014  
2020

## Officers

OFFICER	TITLE	EXPIRY
Tim Fulton	President Treasurer	2019
Leslie Fulton	Secretary	2020

## Voting Power <sup>(1)</sup>

HOLDER	SECURITIES HELD	VOTING POWER
Tim Fulton	1,000,001 Common Stock	100.0%

## Past Equity Fundraisings

DATE	AMOUNT	SECURITY TYPE
05/2017	\$213.45	Other
10/2019	\$237,500	Other
05/2020	\$3,608	Section 4(a)(2)
06/2020	\$68,490	Other
10/2020	\$13,946	Other
12/2020	\$142,715	Other
12/2020	\$6,293	Section 4(a)(2)
09/2021	\$100,000	Regulation D, Rule 506(b)
09/2021	\$13,648	Other
09/2022	\$772,500	4(a)(2)

The use of proceeds is to plan general operations.

## Convertible Notes Outstanding

ISSUANCE DATE	AMOUNT	INTEREST RATE	COUPON	CALL DATE	REDEMPTION DATE
10/31/2019	\$237,500 <sup>(1)</sup>	5.0%	10.0%	\$2,500,000	10/31/2020
09/16/2021	\$100,000 <sup>(1)</sup>	5.0%	10.0%	\$1,500,000	09/16/2023

## Outstanding Debts

ISSUANCE DATE	AMOUNT	INTEREST RATE	COUPON	CALL DATE	REDEMPTION DATE	
Un-secured Capital <sup>(1)</sup>	05/02/2017	\$21,345	\$299 <sup>(1)</sup>	10.14%	05/02/2022	Yes
Tim Fulton <sup>(1)</sup>	05/01/2020	\$3,608	\$1,764 <sup>(1)</sup>	10.14%	05/01/2022	Yes
Tim Fulton <sup>(1)</sup>	06/01/2020	\$68,490	\$18,490 <sup>(1)</sup>	0.43%	12/31/2023	Yes
Tim Fulton <sup>(1)</sup>	10/30/2020	\$31,966	\$31,197 <sup>(1)</sup>	0.39%	12/31/2023	Yes
Tim Fulton <sup>(1)</sup>	12/31/2020	\$142,715	\$142,775 <sup>(1)</sup>	0.15%	12/31/2023	Yes
SHA PPP Loan <sup>(1)</sup>	12/31/2020	\$6,293	\$0 <sup>(1)</sup>	1.0%		
Bank of America <sup>(1)</sup>	09/21/2021	\$13,648	\$13,392 <sup>(1)</sup>	0.0%	12/21/2022	Yes

## Related Party Transactions

None.

## Capital Structure

CLASS OF SECURITY	SECURITIES (OR ANNUITY) AUTHORIZED	SECURITIES (OR ANNUITY) OUTSTANDING	VOTING RIGHTS
Common	2,000,000	1,000,001	Yes

Warrants: 0

Options: 250,000

## Risks

Our customer's budget for capital purchases has many stakeholders that could hold up a major purchase for any reason. This would affect our sales projections.

Because of the global nature of our product negotiating the complexities of international shipping, tariffs, duties, taxes, and legal issues is a risk for every market we go into.

When converted the shares purchased in this offering will constitute equity interests, which will be subordinate to all of our current and future indebtedness with respect to claims on our assets. In any liquidation, all of our debts and liabilities must be paid before any payment is made to the holders of our shares.

There is currently isn't and may never be a market for investors to sell their shares directly.

Our agreements with foreign companies may not result in the agreed-to purchases. Moreover, it will be expensive, if not impossible, to enforce those commitments.

Any defects in the products we manufacture, whether caused by a design, manufacturing, or component failure or error, may result in returns, claims, delayed shipments to customers or reduced or canceled orders. If these defects occur, we will incur additional costs, and if, in large quantity or too frequent, we may sustain a loss of business, loss of reputation, and may incur liability.

Leslie Fulton is a part-time officer. As such, it is likely that the company will not make the same progress as it would if that were not the case.

The cost of having to defend our patents if a foreign entity were to reverse engineer USASAs.

The Company may never receive a future equity financing or elect to convert the securities upon such future financings. In addition, the company may never undergo a liquidity event such as a sale of the Company or an IPO. If neither the conversion of the Securities nor a liquidity event occurs, the Purchasers could be left holding the Securities in perpetuity. The Securities have numerous transfer restrictions and will likely be illiquid, with no secondary market on which to sell them. The Securities are not equity interests, have no ownership rights, have no rights to the Company's assets or profits, and have no voting rights or ability to direct the Company or its actions.

Our future success depends on the efforts of a small management team. The loss of services of the members of the management team may have an adverse effect on the company. There can be no assurance that we will be successful in attracting and retaining other personnel we require to successfully grow our business.

Establishing a consistent supply chain that does not rely on one supplier. Manufacturing capacity with a quality improvement process to meet demand with a quality product. Quickly and efficiently being able to service and support the product in the field.

Hiring the right people with knowledge, experience, and commitment will be important. Balancing opportunity with sustainability is an important aspect of the company's overall success. Timing and managing growth with the potential of another worldwide event like what we just experienced with Covid-19.

## Description of Securities for Prior Reg CF Raise

Additional issuances of securities. Following the investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the investor in the Company. The investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured. The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the investor's interest in the Company.

Issuer repurchases of securities. The Company may have authority to repurchase its securities from shareholders, which may serve to decrease any liquidity in the market for such securities, decrease the percentage interest held by other similarly situated investors in the investor, and create pressure on the investor to sell its securities to the Company immediately.

A sale of the issuer or its assets of the issuer. As a minority owner of the Company, the investor will have limited or no ability to influence a potential sale of the Company or a substantial portion of its assets. Thus, the investor will rely upon the executive management of the Company and the Board of Directors of the Company to manage the Company so as to maximize the value for shareholders. Accordingly, the success of the investor's investment in the Company will depend in large part upon the skill and expertise of the executive management of the Company and the Board of Directors of the Company. If the Board of Directors of the Company authorizes a sale of all or a part of the Company, or a disposition of a substantial portion of the Company's assets, there can be no guarantee that the value received by the investor, together with the fair market estimate of the value remaining in the Company, will be equal to or exceed the value of the investor's initial investment in the Company.

Interactions with related parties. The investor should be aware that there will be occasions when the Company may encounter potential conflicts of interest in its operations. On any issue involving conflicts of interest, the executive management and Board of Directors of the Company will be guided by their good faith judgment as to the Company's best interests. The Company may engage in transactions with affiliates, subsidiaries or other related parties, which may be on terms which are not arm's-length, but will be in all cases consistent with the duties of the management of the Company to

its shareholders. By acquiring an interest in the Company, the investor will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

#### Minority Governance

An investor in the Company will likely hold a minority position in the Company, and thus be limited as to its ability to control or influence the governance and operations of the Company.

The marketability and value of the investor's interest in the Company will depend upon many factors outside the control of the investor. The Company will be managed by its officers and be governed in accordance with the strategic direction and decision-making of its Board Of Directors, and the investor will have no independent right to name or remove an officer or member of the Board Of Directors of the Company.

Following the investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the investor in the Company. The investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured.

The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the investor to make a follow-on investment or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the investor's interest in the Company.

#### Exercise of Rights Held by Principal Shareholders

As holders of a majority-in-interest of voting rights in the Company, the shareholders may make decisions with which the investor disagrees, or their right may affect the value of the investor's securities in the Company, and the investor will have no recourse to change these decisions. The investor's interests may conflict with those of other investors, and there is no guarantee that the Company will develop in a way that is optimal for or advantageous to the investor. For example, the shareholders may change the terms of the articles of incorporation for the company, change the terms of securities issued by the Company, change the management of the Company, and even force out minority holders of securities. The shareholders may make changes that affect the tax treatment of the Company in ways that are unfavorable to you but favorable to them. They may also vote to engage in new offerings and/or to register certain of the Company's securities in a way that negatively affects the value of the securities the investor owns. Other holders of securities of the Company may also have access to more information than the investor, leaving the investor at a disadvantage with respect to any decisions regarding the securities he or she owns. The shareholders have the right to redeem their securities at any time. Shareholders could decide to force the Company to redeem their securities at a time that is not favorable to the investor and is damaging to the Company. Investors' call may affect the value of the Company and/or its viability. In cases where the rights of holders of convertible debt, SAFES, or other outstanding options or warrants are exercised, or if new securities are granted under our equity compensation plans, an investor's interests in the Company may be diluted. This means that the pro-rata portion of the Company represented by the investor's securities will decrease, which could also diminish the investor's voting and/or economic rights. In addition, as discussed above, if a majority-in-interest of holders of securities with voting rights cause the Company to issue additional stock, an investor's interest will typically also be diluted.

#### Restrictions on Transfer

The securities offered via Regulation Crowdfunding may not be transferred by any purchaser of such securities during the one year period beginning when the securities were issued, unless such securities are transferred:

- to the issuer;
- to an accredited investor<sup>(9)</sup>;
- as part of an offering registered with the U.S. Securities and Exchange Commission; or
- to a member of the family of the purchaser or the equivalent, i.e. a trust controlled by the purchaser, or 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.

#### Valuation Methodology for Prior Reg CF Raise

The offering price for the securities offered pursuant to this Form C has been determined arbitrarily by the Company and does not necessarily bear any relationship to the Company's book value, assets, earnings or other generally accepted valuation criteria. In determining the offering price, the Company did not employ investment banking firms or other outside organizations to make an independent appraisal or evaluation. Accordingly, the offering price should not be considered to be indicative of the actual value of the securities offered hereby.

The initial amount invested in a Convertible Note is determined by the investor, and we do not guarantee that the Convertible Note will be converted into any particular number of shares. As discussed in Question 13, when we engage in an offering of equity involving stock, investors may receive a number of shares of Preferred Stock calculated as either the conversion price equal to the lesser of (i) 80% of the price paid per share for Equity Securities by the investors in the Qualified Financing or (ii) the price equal to the quotient of the valuation cap of \$3,500,000.00 (the "Valuation Cap") divided by the aggregate number of outstanding shares of the Company's stock as of immediately prior to the initial closing of the Qualified Financing (assuming full conversion or exercise of all convertible and exercisable securities then outstanding, but excluding the shares of equity securities of the Company issuable upon the conversion of the Notes or any other debt). Because there will likely be no public market for our securities prior to an initial public offering or similar liquidity event, the price of the stock that investors will receive, and/or the total value of the Company's capitalization, will be determined by our board of directors. Among the factors we may consider in determining the price of stock are prevailing market conditions, our financial information, market valuations of other companies that we believe to be comparable to us, estimates of our business potential, the present state of our development and other factors deemed relevant. In the future, we will perform valuations of our stock that take into account, as applicable, factors such as the following:

- unrelated third-party valuations;
- the price at which we sell other securities in light of the relative rights, preferences and privileges of those;
- our results of operations, financial position and capital resources;
- current business conditions and projections;
- the marketability or lack thereof of the securities;
- the hiring of key personnel and the experience of our management;
- the introduction of new products;
- the risk inherent in the development and expansion of our products;
- our stage of development and material risks related to our business;
- the likelihood of achieving a liquidity event, such as an initial public offering or a sale of our company gives the;
- market conditions and the nature and history of our business;
- industry trends and competitive environment;
- trends in consumer spending, including consumer confidence;
- overall economic indicators, including gross domestic product, employment, inflation and interest rates; and
- the general economic outlook.

We will analyze factors such as those described above using a combination of financial and market-based methodologies to determine our business enterprise value. For example, we may use methodologies that assume that businesses operating in the same industry will share similar characteristics and that the Company's value will correlate to those characteristics, and/or methodologies that compare transactions in similar securities issued by us that were conducted in the market.

#### Company

Ramper Innovations Inc.  
- Alaska Corporation  
- Organized July 2020  
- 1 employees

225 Lakewood Dr.

S. Hwy. A-14, 99833

<https://ramperinnovations.com>

#### Business Description

Refer to the Ramper Innovations profile.

#### EDGAR Filing

The Securities and Exchange Commission hosts the official version of this annual report on their EDGAR web site. It looks like it was built in 1989.

#### Compliance with Prior Annual Reports

Ramper Innovations is current with all reporting requirements under Rule 202 of Regulation Crowdfunding.

#### All prior investor updates

You can refer to the company's updates page to view all updates to date. Updates are for investors only and will require you to log in to the Wefunder account used to make the investment.

