# Offering Statement for
# Freedom Laser, Inc.

## (“Freedom Laser,” “we,” “our,” or the “Company”)

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The information contained herein includes forward-looking statements. These statements relate to future events or to future financial performance, and involve known and unknown risks, uncertainties, and other factors, that may cause actual results to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by these forward-looking statements. You should not place undue reliance on forward-looking statements since they involve known and unknown risks, uncertainties, and other factors, which are, in some cases, beyond the company’s control and which could, and likely will, materially affect actual results, levels of activity, performance, or achievements. Any forward-looking statement reflects the current views with respect to future events and is subject to these and other risks, uncertainties, and assumptions relating to operations, results of operations, growth strategy, and liquidity. No obligation exists to publicly update or revise these forward-looking statements for any reason, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

# The Company

1. **What is the name of the issuer?**

   Freedom Laser, Inc.

   342 Hauser Blvd
   #221
   Los Angeles, CA 90036-5620

# Eligibility

2. **The following are true for Freedom Laser, Inc.:**

   - Organized under, and subject to, the laws of a State or territory of the United States or the District of Columbia.
   - Not subject to the requirement to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934.
   - Not an investment company registered or required to be registered under the Investment Company Act of 1940.
   - Not ineligible to rely on this exemption under Section 4(a)(6) of the Securities Act as a result of a disqualification specified in Rule 503(a) of Regulation Crowdfunding. (For more information about these disqualifications, see Question 30 of this Question and Answer format).
   - Has filed with the Commission and provided to investors, to the extent required, the ongoing annual reports required by Regulation Crowdfunding during the two years immediately preceding the filing of this offering statement (or for such shorter period that the issuer was required to file such reports).
   - Not a development stage company that (a) has no specific business plan or (b) has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies.

3. **Has the issuer or any of its predecessors previously failed to comply with the ongoing reporting requirements of Rule 202 of Regulation Crowdfunding?**

   No.

# Directors, Officers and Promoters of the Company

4. **The following individuals (or entities) represent the company as a director, officer or promoter of the offering:**

   ***Name***
   Craig Nabat

   ***Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates***

| Start Date | End Date | Company | Position / Title |
|---|---|---|---|
| 10/20/2020 | Present | Freedom Laser, Inc. | President/CEO |
| 08/01/2023 | Present | Truactivs | Partner |

   Craig Nabat is an entrepreneur who learned about laser therapy after being treated in Canada for his own nicotine addiction. In April 2003, he established Freedom Laser Therapy in Los Angeles, California.

Nabat's first-hand battle with nicotine addiction sparked a fire in him to help others struggling to quit smoking. With the assistance of Freedom Laser's quit smoking procedure, it has been Nabat's quest to help as many smokers as possible quit who have the desire to stop. He strives to have an impact on undoing some of the global damage already caused by cigarette smoking. Nabat has a Bachelor's degree in Sociology from Michigan State University. LinkedIn: https://www.linkedin.com/in/freedomlaser/

# Principal Security Holders

5. **Provide the name and ownership level of each person, as of the most recent practicable date, who is the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power. To calculate total voting power, include all securities for which the person directly or indirectly has or shares the voting power, which includes the power to vote or to direct the voting of such securities. If the person has the right to acquire voting power of such securities within 60 days, including through the exercise of any option, warrant or right, the conversion of a security, or other arrangement, or if securities are held by a member of the family, through corporations or partnerships, or otherwise in a manner that would allow a person to direct or control the voting of the securities (or share in such direction or control — as, for example, a co-trustee) they should be included as being "beneficially owned." You should include an explanation of these circumstances in a footnote to the "Number of and Class of Securities Now Held." To calculate outstanding voting equity securities, assume all outstanding options are exercised and all outstanding convertible securities converted.**

## Craig Nabat

| | |
|---|---|
| **Securities:** | 6,000,000 |
| **Class:** | Common Stock |
| **Voting Power:** | 94.3% |

# Business and Anticipated Business Plan

6. **Describe in detail the business of the issuer and the anticipated business plan of the issuer.**

Freedom Laser, Inc. ("Freedom Laser") was originally incorporated in Nevada in 2020. The Company redomiciled to Delaware on February 14, 2023. Two decades ago, entrepreneur Craig Nabat, a former pack-and-a-half-a-day smoker, embarked on a transformative journey to break free from nicotine addiction. His turning point came through a 30-minute low-level laser therapy procedure in Canada. This procedure empowered Nabat to conquer his smoking habit for good. Since that pivotal moment, Craig Nabat's dream has been to free millions worldwide from the deadly and highly addictive clutches of nicotine. Years of dedicated research and collaborative development with a team of expert engineers culminated in creating a home-use quit smoking laser device. Freedom Laser is committed to providing accessible, effective, non-invasive, and drug-free solutions to nicotine addiction. The Company's home-use laser-based device is an adaptation of laser-based devices that have been used in clinics to assist people with smoking cessation efforts. Treating patients in clinics, however, limits the reach of the laser-based devises. The Company has developed a product that people can use at home for 15-minute sessions so they do not need to schedule appointments at clinics. The Company has conducted an Institutional Review Board approved pilot study with 28 human subjects that has provided the Company with feasibility data to move forward with a full scale FDA trial with more study participants. The Company is seeking funding for a 30-day FDA clinical research trial. The Company is seeking FDA approval for its home-use laser device. Freedom Laser's

business model involves selling its quit smoking laser direct-to-consumer and via partnerships with addiction treatment centers, medical providers, pharmaceutical retailers, and insurance companies.

Freedom Laser currently has 1 employees.

# Risk Factors

*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.*

7. **Material factors that make an investment in Freedom Laser, Inc. speculative or risky:**
    1. Start-up investing is risky: Investing in early-stage companies is very risky, highly speculative, and should not be made by anyone who cannot afford to lose their entire investment. Unlike an investment in a mature business where there is a track record of revenue and income, the success of a startup or early-stage venture often relies on the development of a new product or service that may or may not find a market. Before investing, you should carefully consider the specific risks and disclosures related to both this offering type and the Company.
    2. Third parties might infringe upon our technology: We cannot assure you that the steps we have taken to protect our property rights will prevent misappropriation of our technology. To protect our rights to our intellectual property, we plan to rely on a combination of patents, trade secrets, confidentiality agreements and other contractual arrangements with our employees, affiliates, strategic partners, and others. We may be unable to detect inappropriate use of our technology. Failure to adequately protect our intellectual property could materially harm our brand, devalue our proprietary content and affect our ability to compete effectively. Further, defending any intellectual property rights could result in significant financial expenses and managerial resources. If we were to initiate legal proceedings against a third party to enforce a patent claiming one of our technologies, the defendant may assert that our patent is invalid and/or unenforceable or does not cover its processes, components or future products. Proving patent infringement can be difficult. Any loss of patent protection or difficulty in enforcing intellectual property rights would have a material adverse impact on our business.
    3. No governmental agency has reviewed the Company’s offering and no state or federal agency has passed upon either the adequacy of the disclosure contained herein or the fairness of the terms of this Offering.
    4. We are dependent on general economic conditions: Potential customers may be less willing to invest in innovation and technological improvements in an economic downturn. This may temporarily reduce our market size.
    5. Our management may not be able to control costs in an effective or timely manner: The Company’s management anticipates it can use reasonable efforts to assess, predict and control costs and expenses. However, implementing our business plan may require more employees, capital equipment, supplies or other expenditure items than management has predicted.

6. Our future growth depends on our ability to develop and retain customers: Our future growth depends to a large extent on our ability to effectively anticipate and adapt to customer requirements and offer services that meet customer demands. If we are unable to attract customers and/or retain customers, our business, results of operations and financial condition may be materially adversely affected.
7. Our ability to succeed depends on how successful we will be in our fundraising efforts: We rely on investment funds in order to use resources to build the necessary tech and business infrastructure to be successful in the long-term. Current and future competitors may be able to draw on substantially greater financial resources than those available to the Company to develop products that are easier to commercialize or become more popular with the potential consumers of our products.
8. We face risks related to health epidemics and other outbreaks, which could significantly disrupt the Company's operations and could have a material adverse impact on us: The outbreak of pandemics and epidemics could materially and adversely affect the Company's business, financial condition, and results of operations. If a pandemic occurs in areas in which we have material operations or sales, the Company's business activities originating from affected areas, including sales, materials, and supply chain related activities, could be adversely affected. Disruptive activities could include the temporary closure of facilities used in the Company's supply chain processes, restrictions on the export or shipment of products necessary to run the Company's business, business closures in impacted areas, and restrictions on the Company's employees' or consultants' ability to travel and to meet with customers, vendors or other business relationships. The extent to which a pandemic or other health outbreak impacts the Company's results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of a virus and the actions to contain it or treat its impact, among others. Pandemics can also result in social, economic, and labor instability which may adversely impact the Company's business.
9. If the Company's employees or employees of any of the Company's vendors, suppliers or customers become ill or are quarantined and in either or both events are therefore unable to work, the Company's operations could be subject to disruption. The extent to which a pandemic affects the Company's results will depend on future developments that are highly uncertain and cannot be predicted.
10. Your shares are not easily transferable: You should not plan on being able to readily transfer and/or resell your security. Currently there is no market or liquidity for these shares and the Company does not have any plans to list these shares on an exchange or other secondary market. At some point the Company may choose to do so, but until then you should plan to hold your investment for a significant period of time before a liquidation event occurs, if ever.
11. The Company likely will not pay dividends for the foreseeable future: Unless otherwise specified in the offering documents and subject to state law, you are not entitled to receive any dividends on your interest in the Company. Accordingly, any potential investor who anticipates the need for current dividends or income from an investment should not purchase Securities in the offering.
12. You may only receive limited ongoing disclosure: While the Company must disclose certain information, since the Company is at an early stage, it is only able to provide limited information about its business plan and operations because it does not have fully developed operations or a long history. The Company may also only be obligated to file information periodically regarding its business, including financial statements. A publicly listed company, in contrast, is required to file annual and quarterly reports and promptly disclose certain events — through continuing disclosure that you can use to evaluate the status of your investment.
13. The Company may never receive a future equity financing or undergo a liquidity event such as a sale of the Company or an initial public offering (IPO): If a liquidity event does not occur, such as a sale of the Company or an IPO, the purchasers could be left holding Company securities in perpetuity. The Company's securities have numerous transfer restrictions and will likely be highly illiquid, with potentially no secondary market on which to sell them. The securities have only a minority of voting rights and do not provide the ability to direct the Company or its actions.
14. Future fundraising may affect the rights of investors: The Company is raising funds to finance its expansion plans, and may raise additional funds in the future, either through offerings of securities or borrowing from banks or other lending sources. The terms of future capital raises or loan agreements

may include covenants that give security holders or creditors greater control over the Company's ability to raise additional funds and use of its assets.

15. Any valuation at this stage is difficult to assess: Unlike listed companies that are valued publicly through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess and you may risk overpaying for your investment. In addition, there may be additional classes of equity with rights that are superior to the class of equity being sold.
16. *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.*

    You should not rely on the fact that our Form C, and if applicable Form D is accessible through the U.S. Securities and Exchange Commission's EDGAR filing system as an approval, endorsement or guarantee of compliance as it relates to this Offering.

17. *Neither the Offering nor the Securities have been registered under federal or state securities laws, leading to an absence of certain regulation applicable to the Company.*

    The securities being offered have not been registered under the Securities Act of 1933 (the "Securities Act"), in reliance on exemptive provisions of the Securities Act. Similar reliance has been placed on apparently available exemptions from securities registration or qualification requirements under applicable state securities laws. No assurance can be given that any offering currently qualifies or will continue to qualify under one or more of such exemptive provisions due to, among other things, the adequacy of disclosure and the manner of distribution, the existence of similar offerings in the past or in the future, or a change of any securities law or regulation that has retroactive effect. If, and to the extent that, claims or suits for rescission are brought and successfully concluded for failure to register any offering or other offerings or for acts or omissions constituting offenses under the Securities Act, the Securities Exchange Act of 1934, or applicable state securities laws, the Company could be materially adversely affected, jeopardizing the Company's ability to operate successfully. Furthermore, the human and capital resources of the Company could be adversely affected by the need to defend actions under these laws, even if the Company is ultimately successful in its defense.

18. *The Company has the right to extend the Offering Deadline, conduct multiple closings, or end the Offering early.*

    The Company may extend the Offering Deadline beyond what is currently stated herein. This means that your investment may continue to be held in escrow while the Company attempts to raise the Minimum Amount even after the Offering Deadline stated herein is reached. While you have the right to cancel your investment up to 48 hours before an Offering Deadline, if you choose to not cancel your investment, your investment will not be accruing interest during this time and will simply be held until such time as the new Offering Deadline is reached without the Company receiving the Minimum Amount, at which time it will be returned to you without interest or deduction, or the Company receives the Minimum Amount, at which time it will be released to the Company to be used as set forth herein. Upon or shortly after release of such funds to the Company, the Securities will be issued and distributed to you. If the Company reaches the target offering amount prior to the Offering Deadline, they may conduct the first of multiple closings of the Offering prior to the Offering Deadline, provided that the Company gives notice to the investors of the closing at least five business days prior to the closing (absent a material change that would require an extension of the Offering and reconfirmation of the investment commitment). Thereafter, the Company may conduct additional closings until the Offering Deadline. The Company may also end the Offering early; if the Offering reaches its target offering amount after 21-calendar days but before the deadline, the Company can end the Offering with 5 business days' notice. This means your failure to participate in the Offering in a timely manner, may prevent you from being able to participate – it also means the Company may limit the amount of capital it can raise during the Offering by ending it early.

19. *The Company's management may have broad discretion in how the Company uses the net proceeds of the Offering.*

    Despite that the Company has agreed to a specific use of the proceeds from the Offering, the Company's management will have considerable discretion over the allocation of proceeds from the Offering. You may not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately.

20. *The Securities issued by the Company will not be freely tradable until one year from the initial purchase date. Although the Securities may be tradable under federal securities law, state securities regulations may apply, and each Investor should consult with his or her attorney.*

    You should be aware of the long-term nature of this investment. There is not now and likely will not be a public market for the Securities. Because the Securities offered in this Offering have not been registered under the Securities Act or under the securities laws of any state or non-United States jurisdiction, the Securities have transfer restrictions and cannot be resold in the United States except pursuant to Rule 501 of Regulation CF. It is not currently contemplated that registration under the Securities Act or other securities laws will be affected. Limitations on the transfer of the shares of Securities may also adversely affect the price that you might be able to obtain for the shares of Securities in a private sale. Investors should be aware of the long-term nature of their investment in the Company. Investors in this Offering will be required to represent that they are purchasing the Securities for their own account, for investment purposes and not with a view to resale or distribution thereof.

21. *Investors will not be entitled to any inspection or information rights other than those required by Regulation CF.*

    Investors will not have the right to inspect the books and records of the Company or to receive financial or other information from the Company, other than as required by Regulation CF. Other security holders of the Company may have such rights. Regulation CF requires only the provision of an annual report on Form C and no additional information – there are numerous methods by which the Company can terminate annual report obligations, resulting in no information rights, contractual, statutory or otherwise, owed to Investors. This lack of information could put Investors at a disadvantage in general and with respect to other security holders.

22. *The shares of Securities acquired upon the Offering may be significantly diluted as a consequence of subsequent financings.*

    Company equity securities will be subject to dilution. Company intends to issue additional equity to future employees and third-party financing sources in amounts that are uncertain at this time, and as a consequence, holders of Securities will be subject to dilution in an unpredictable amount. Such dilution may reduce the purchaser’s economic interests in the Company.

23. The amount of additional financing needed by Company will depend upon several contingencies not foreseen at the time of this Offering. Each such round of financing (whether from the Company or other investors) is typically intended to provide the Company with enough capital to reach the next major corporate milestone. If the funds are not sufficient, Company may have to raise additional capital at a price unfavorable to the existing investors. The availability of capital is at least partially a function of capital market conditions that are beyond the control of the Company. There can be no assurance that the Company will be able to predict accurately the future capital requirements necessary for success or that additional funds will be available from any source. Failure to obtain such financing on favorable terms could dilute or otherwise severely impair the value of the investor’s Company securities.

24. *There is no present public market for these Securities and we have arbitrarily set the price.*

    The offering price was not established in a competitive market. We have arbitrarily set the price of the Securities with reference to the general status of the securities market and other relevant factors. The Offering price for the Securities should not be considered an indication of the actual value of the Securities and is not based on our net worth or prior earnings. We cannot assure you that the Securities could be resold by you at the Offering price or at any other price.

25. In addition to the risks listed above, businesses are often subject to risks not foreseen or fully appreciated by the management. It is not possible to foresee all risks that may affect us. Moreover, the Company cannot predict whether the Company will successfully effectuate the Company's current business plan. Each prospective Investor is encouraged to carefully analyze the risks and merits of an investment in the Securities and should take into consideration when making such analysis, among other, the Risk Factors discussed above.

26. THE SECURITIES OFFERED INVOLVE A HIGH DEGREE OF RISK AND MAY RESULT IN THE LOSS OF YOUR ENTIRE INVESTMENT. ANY PERSON CONSIDERING THE PURCHASE OF THESE SECURITIES SHOULD BE AWARE OF THESE AND OTHER FACTORS SET FORTH IN THIS OFFERING STATEMENT AND SHOULD CONSULT WITH HIS OR HER LEGAL, TAX AND FINANCIAL ADVISORS PRIOR TO MAKING AN INVESTMENT IN THE SECURITIES. THE SECURITIES SHOULD ONLY BE PURCHASED BY PERSONS WHO CAN AFFORD TO LOSE ALL OF THEIR INVESTMENT.

# The Offering

Freedom Laser, Inc. ("Company") is offering securities under Regulation CF, through Netcapital Funding Portal Inc. ("Portal"). Portal is a FINRA/SEC registered funding portal and will receive cash compensation equal to 4.9% of the value of the securities sold through Regulation CF. Investments made under Regulation CF involve a high degree of risk and those investors who cannot afford to lose their entire investment should not invest.

The Company plans to raise between $10,000 and $275,000 through an offering under Regulation CF. Specifically, if we reach the target offering amount of $10,000, we may conduct the first of multiple or rolling closings of the offering early if we provide notice about the new offering deadline at least five business days prior to such new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). Oversubscriptions will be allocated on a first come, first served basis. Changes to the offering, material or otherwise, occurring after a closing, will only impact investments which have yet to be closed.

In the event The Company fails to reach the offering target of $10,000, any investments made under the offering will be cancelled and the investment funds will be returned to the investor.

8. **What is the purpose of this offering?**

    If the maximum amount is raised, approximately 55% of the funds are planned to be allocated to a clinical research organization. The majority of the remaining funds from the raise are intended to fund an FDA trial, safety testing, and product inventory.

9. **How does the issuer intend to use the proceeds of this offering?**

| Uses | If Target Offering Amount Sold | If Maximum Amount Sold |
|---|---|---|
| Intermediary Fees | $490 | $13,475 |
| Clinical Trials and Research | $9,510 | $90,000 |
| Financial and Legal | $0 | $71,525 |
| Production, Inventory, and Safety Testing | $0 | $55,000 |
| Operational and Administrative Costs | $0 | $20,000 |
| Regulatory and Compliance | $0 | $20,000 |
| Marketing and Public Relations | $0 | $5,000 |
| **Total Use of Proceeds** | **$10,000** | **$275,000** |

10. **How will the issuer complete the transaction and deliver securities to the investors?**

    In entering into an agreement on the Netcapital Funding Portal to purchase securities, both investors and Freedom Laser, Inc. must agree that a transfer agent, which keeps records of our outstanding Common Stock (the "Securities"), will issue digital Securities in the investor's name (a paper certificate will not be printed). Similar to other online investment accounts, the transfer agent will give investors access to a web site to see the number of Securities that they own in our company. These Securities will be issued to investors after the deadline date for investing has passed, as long as the targeted offering amount has been reached. The transfer agent will record the issuance when we have received the purchase proceeds from the escrow agent who is holding your investment commitment.

11. **How can an investor cancel an investment commitment?**

    You may cancel an investment commitment for any reason until 48 hours prior to the deadline identified in the offering by logging in to your account with Netcapital, browsing to the Investments screen, and clicking to cancel your investment commitment. Netcapital will notify investors when the target offering amount has been met. If the issuer reaches the target offering amount prior to the deadline identified in the offering materials, it may close the offering early if it provides notice about the new offering deadline at least five business days prior to such new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). If an investor does not cancel an investment commitment before the 48-hour period prior to the offering deadline, the funds will be released to the issuer upon closing of the offering and the investor will receive securities in exchange for his or her investment. If an investor does not reconfirm his or her investment commitment after a material change is made to the offering, the investor's investment commitment will be cancelled and the committed funds will be returned.

12. **Can the Company perform multiple closings or rolling closings for the offering?**

    If we reach the target offering amount prior to the offering deadline, we may conduct the first of multiple closings of the offering early, if we provide notice about the new offering deadline at least five business days prior (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). Thereafter, we may conduct additional closings until the offering deadline. We will issue Securities in connection with each closing. Oversubscriptions will be allocated on a first come, first served basis. Changes to the offering, material or otherwise, occurring after a closing, will only impact investments which have yet to be closed.

# Ownership and Capital Structure

## The Offering

13. **Describe the terms of the securities being offered.**

    We are issuing Securities at an offering price of $1 per share.

14. **Do the securities offered have voting rights?**

    The Securities are being issued with voting rights. However, so that the crowdfunding community has the opportunity to act together and cast a vote as a group when a voting matter arises, a record owner will cast your vote for you. Please refer to the record owner agreement that you sign before your purchase is complete.

15. **Are there any limitations on any voting or other rights identified above?**

    You are giving your voting rights to the record owner, who will vote the Securities on behalf of all investors who purchased Securities on the Netcapital crowdfunding portal.

16. **How may the terms of the securities being offered be modified?**

    Any provision of the terms of the Securities being offered may be amended, waived or modified by written consent of the majority owner(s) of the Company. We may choose to modify the terms of the Securities before the offering is completed. However, if the terms are modified, and we deem it to be a material change, we need to contact you and you will be given the opportunity to reconfirm your investment. Your reconfirmation must be completed within five business days of receipt of the notice of a material change, and if you do not reconfirm, your investment will be canceled and your money will be returned to you.

## Restrictions on Transfer of the Securities Offered

The securities being offered 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;
- 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, 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.

  The term “accredited investor” means any person who comes within any of the categories set forth in Rule 501(a) of Regulation D, or who the seller reasonably believes comes within any of such categories, at the time of the sale of the securities to that person.
  The term “member of the family of the purchaser or the equivalent” includes a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the purchaser, and includes adoptive relationships.
  The term “spousal equivalent” means a cohabitant occupying a relationship generally equivalent to that of a spouse.

## Description of Issuer’s Securities

17. **What other securities or classes of securities of the issuer are outstanding? Describe the material terms of any other outstanding securities or classes of securities of the issuer.**

## Securities

| Class of Security | Amount Authorized | Amount Outstanding | Voting Rights | Other Rights |
|---|---|---|---|---|
| Common Stock | 3,700,000 | 66,162 | Yes | |
| Preferred Stock | 6,300,000 | 6,300,000 | Yes | See Article V of the Company's Amended and Restated Certificate of Incorporation for additional disclosure. |

## Options, Warrants and Other Rights

| Type | Description | Reserved Securities |
|---|---|---|
| Equity Incentive Plan | | 250,000 |

18. **How may the rights of the securities being offered be materially limited, diluted or qualified by the rights of any other class of securities?**

    None of the Company's debt is convertible into equity. The Preferred Stock shareholders have a variety of rights that impact and dilute the rights of the common stock shareholders. These rights include optional conversion rights, mandatory conversion trigger events and special conversion rights upon equity financing. Please refer to Article V of the Company's Amended and Restated Certificate of Incorporation.

19. **Are there any differences not reflected above between the securities being offered and each other class of security of the issuer?**

    The Company has granted a perpetual waiver of the transfer restrictions listed in its bylaws for all Securities sold in this offering.

20. **How could the exercise of rights held by the principal owners identified in Question 5 above affect the purchasers of Securities being offered?**

    The Company’s bylaws can be amended by the shareholders of the Company, and directors can be added or removed by shareholder vote. As minority owners, you are subject to the decisions made by the majority owners. The issued and outstanding common stock gives management voting control of the Company. As a minority owner, you may be outvoted on issues that impact your investment, such as the issuance of additional shares, or the sale of debt, convertible debt or assets of the Company.

21. **How are the securities being offered being valued? Include examples of methods for how such securities may be valued by the issuer in the future, including during subsequent corporate actions.**

    The price of the Securities was determined solely by the management and bears no relation to traditional measures of valuation such as book value or price-to-earnings ratios. We expect that any future valuation will take the same approach.

22. **What are the risks to purchasers of the securities relating to minority ownership in the issuer?**

    As the holder of a majority of the voting rights in the Company, our majority shareholder may make decisions with which you disagree, or that negatively affect the value of your investment in the Company, and you will have no recourse to change those decisions. Your interests may conflict with the interests of other investors, and there is no guarantee that the Company will develop in a way that is advantageous to you. For example, the majority shareholders may decide to issue additional shares to new investors, sell convertible debt instruments with beneficial conversion features, or make decisions that affect the tax treatment of the Company in ways that may be unfavorable to you. Based on the risks described above, you

may lose all or part of your investment in the securities that you purchase, and you may never see positive returns.

23. **What are the risks to purchasers associated with corporate actions including:**
    - **additional issuances of securities,**
    - **issuer repurchases of securities,**
    - **a sale of the issuer or of assets of the issuer or**
    - **transactions with related parties?**

    The issuance of additional shares of our common stock will dilute your ownership. As a result, if we achieve profitable operations in the future, our net income per share will be reduced because of dilution, and the market price of our common stock, if there is a market price, could decline as a result of the additional issuances of securities. If we repurchase securities, so that the above risk is mitigated, and there are fewer shares of common stock outstanding, we may not have enough cash available for marketing expenses, growth, or operating expenses to reach our goals. If we do not have enough cash to operate and grow, we anticipate the market price of our stock would decline. A sale of our company or of the assets of our company may result in an entire loss of your investment. We cannot predict the market value of our company or our assets, and the proceeds of a sale may not be cash, but instead, unmarketable securities, or an assumption of liabilities. In addition to the payment of wages and expense reimbursements, we may need to engage in transactions with officers, directors, or affiliates. By acquiring an interest in the Company, you will be deemed to have acknowledged the existence of any such actual or potential related party transactions and waived any claim with respect to any liability arising from a perceived or actual conflict of interest. In some instances, we may deem it necessary to seek a loan from related parties. Such financing may not be available when needed. Even if such financing is available, it may be on terms that are materially averse to your interests with respect to dilution of book value, dividend preferences, liquidation preferences, or other terms. No assurance can be given that such funds will be available or, if available, will be on commercially reasonable terms satisfactory to us. If we are unable to obtain financing on reasonable terms, we could be forced to discontinue our operations. We anticipate that any transactions with related parties will be vetted and approved by executives(s) unaffiliated with the related parties.

24. **Describe the material terms of any indebtedness of the issuer:**

| | |
|---|---|
| **Creditor(s):** | Jacqueline Nabat |
| **Amount Outstanding:** | $12,200 |
| **Interest Rate:** | 0.0% |
| **Maturity Date:** | No Maturity Date |
| **Other Material Terms:** | |

25. **What other exempt offerings has Freedom Laser, Inc. conducted within the past three years?**

| | |
|---|---|
| **Date of Offering:** | 2021-12-31 |
| **Exemption:** | Section 4(a)(2) |
| **Securities Offered:** | Common Stock |
| **Amount Sold:** | $150,246 |
| **Use of Proceeds:** | Cash was put into the Company by the CEO to fund operating expenses. No securities were issued in exchange for the cash proceeds. |
| **Date of Offering:** | 2022-12-31 |
| **Exemption:** | Section 4(a)(2) |
| **Securities Offered:** | Common Stock |

| | |
|---|---|
| **Securities Offered:** | Common Stock |
| **Amount Sold:** | $6,228 |
| **Use of Proceeds:** | Cash was put into the Company by the CEO to fund operating expenses. No securities were issued in exchange for the cash proceeds. |
| **Date of Offering:** | 2023-12-31 |
| **Exemption:** | Section 4(a)(2) |
| **Securities Offered:** | Common Stock |
| **Amount Sold:** | $8,292 |
| **Use of Proceeds:** | Stock based compensation. No cash was received in this transaction. |

26. **Was or is the issuer or any entities controlled by or under common control with the issuer a party to any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, where the amount involved exceeds five percent of the aggregate amount of capital raised by the issuer in reliance on Section 4(a)(6) of the Securities Act during the preceding 12-month period, including the amount the issuer seeks to raise in the current offering, in which any of the following persons had or is to have a direct or indirect material interest:**
    1. **any director or officer of the issuer;**
    2. **any person who is, as of the most recent practicable date, the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power;**
    3. **if the issuer was incorporated or organized within the past three years, any promoter of the issuer; or**
    4. **any immediate family member of any of the foregoing persons.**

    Yes.

    If yes, for each such transaction, disclose the following:

| Specified Person | Relationship to Issuer | Nature of Interest in Transaction | Amount of Interest |
|---|---|---|---|
| Jacqueline Nabat | Sister of CEO Craig Nabat | Debt | $12,200 |

# Financial Condition of the Issuer

27. **Does the issuer have an operating history?**

    Yes.

28. **Describe the financial condition of the issuer, including, to the extent material, liquidity, capital resources and historical results of operations.**

    Freedom Laser, Inc. was originally incorporated in Nevada in 2020. The Company redomiciled to Delaware on February 14, 2023. The Company developed and sells a laser-based device that assists users with smoking cessation efforts. Results of Operations: The Company is pre-revenue. Operating expenses for the year ended December 31, 2023 increased by $14,768 to $21,100 as compared to $6,332 reported for the year ended December 31, 2022. Net loss for the year ended December 31, 2023 increased by $15,243 to $21,575, as compared to $6,332 reported for the year ended December 31, 2022. Liquidity & Capital Resources: On December 31, 2023, the Company had cash and cash equivalents of $419 and negative working capital of $13,189 as compared to cash and cash equivalents of $94 and working capital of $94 on December 31, 2022. During 2023, the Company received $12,200 in cash from Jacqueline Nabat in the

form of a note payable. The note payable has 0% interest and no maturity date. Craig Nabat's former business partner, Mike Chen, and Craig Nabat co-own the U.S. patent for the laser device. The patent is licensed in perpetuity to Freedom Laser, Inc. There is also a China patent that is licensed to Freedom Laser, Inc. If Freedom Laser, Inc. decides to own the patents free and clear, the U.S. patent can be purchased for $50,000 and the China patent for $100,000.

# Financial Information

29. **Include the financial information specified by regulation, covering the two most recently completed fiscal years or the period(s) since inception if shorter.**

    See attachments:

    **CPA Review Report:** reviewletter.pdf

30. **With respect to the issuer, any predecessor of the issuer, any affiliated issuer, any director, officer, general partner or managing member of the issuer, any beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated in the same form as described in Question 6 of this Question and Answer format, any promoter connected with the issuer in any capacity at the time of such sale, any person that has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with such sale of securities, or any general partner, director, officer or managing member of any such solicitor, prior to May 16, 2016:**
    1. **Has any such person been convicted, within 10 years (or five years, in the case of issuers, their predecessors and affiliated issuers) before the filing of this offering statement, of any felony or misdemeanor:**
        1. **in connection with the purchase or sale of any security?**
        2. **involving the making of any false filing with the Commission?**
        3. **arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities?**
    2. **Is any such person subject to any order, judgment or decree of any court of competent jurisdiction, entered within five years before the filing of the information required by Section 4A(b) of the Securities Act that, at the time of filing of this offering statement, restrains or enjoins such person from engaging or continuing to engage in any conduct or practice:**
        1. **in connection with the purchase or sale of any security?;**
        2. **involving the making of any false filing with the Commission?**
        3. **arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities?**
    3. **Is any such person subject to a final order of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that:**
        1. **at the time of the filing of this offering statement bars the person from:**
            1. **association with an entity regulated by such commission, authority, agency or officer?**
            2. **engaging in the business of securities, insurance or banking?**
            3. **engaging in savings association or credit union activities?**
        2. **constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative or deceptive conduct and for which the order was entered within the 10-year period ending on the date of the filing of this offering statement?**
    4. **Is any such person subject to an order of the Commission entered pursuant to Section 15(b) or 15B(c) of the Exchange Act or Section 203(e) or (f) of the Investment Advisers Act of 1940 that, at the time of the filing of this offering statement:**
        1. **suspends or revokes such person's registration as a broker, dealer, municipal securities dealer, investment adviser or funding portal?**
        2. **places limitations on the activities, functions or operations of such person?**
        3. **bars such person from being associated with any entity or from participating in the offering of any penny stock?**

    **If Yes to any of the above, explain:**

    5. **Is any such person subject to any order of the Commission entered within five years before the filing of this offering statement that, at the time of the filing of this offering statement, orders the person to cease and desist from committing or causing a violation or future violation of:**

1. **any scienter-based anti-fraud provision of the federal securities laws, including without limitation Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act, Section 15(c)(1) of the Exchange Act and Section 206(1) of the Investment Advisers Act of 1940 or any other rule or regulation thereunder?**
2. **Section 5 of the Securities Act?**

6. **Is any such person suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade?**
7. **Has any such person filed (as a registrant or issuer), or was any such person or was any such person named as an underwriter in, any registration statement or Regulation A offering statement filed with the Commission that, within five years before the filing of this offering statement, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is any such person, at the time of such filing, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued?**
8. **Is any such person subject to a United States Postal Service false representation order entered within five years before the filing of the information required by Section 4A(b) of the Securities Act, or is any such person, at the time of filing of this offering statement, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?**

Freedom Laser, Inc. answers 'NO' to all of the above questions.

# Other Material Information

31. **In addition to the information expressly required to be included in this Form, include: any other material information presented to investors; and such further material information, if any, as may be necessary to make the required statements, in the light of the circumstances under which they are made, not misleading.**

    The following are transcripts of the videos shown on the Company's offering page: Video #1: Every year, US consumers spend a staggering two billion on FDA-approved quit smoking aids, desperate to end their nicotine addiction. More than 23 million smokers desire to quit, and most attempt quitting by using nicotine patches, gum, and prescription pills. Unfortunately, only 8% of them succeed annually at quitting. Hi, I'm Craig Nabat, President of Freedom Laser Inc., and the inventor of the Freedom Quit Smoking Laser. I'm a former pack-and-a-half-a-day smoker. I discovered a low-level laser treatment in Canada that's based on the principles of acupuncture to stop smoking. After quitting smoking with laser therapy, that life-changing moment inspired me to dedicate my life to helping others conquer their nicotine addiction. In 2003, we established Freedom Laser in Los Angeles, California, as one of the nation's first quit smoking laser therapy clinics. Freedom has treated over 10,000 smokers and vapers to break free from nicotine addiction. Our clients eagerly commit $495 for this transformative opportunity to quit smoking or vaping. Regrettably, the positive impact of Freedom Laser has been confined to a clinical setting, thereby limiting the number of individuals who could be treated. Our mission is simple: to free millions from the deadly grip of nicotine addiction with a home-use laser therapy device. Introducing the New Freedom Quit Smoking Laser: users wear the device for two 15-minute sessions daily for 30 days to overcome nicotine addiction. Tranquil music assists the user to relax their mind and body. Eight infrared lasers stimulate specific acupuncture points in the ears to boost the body's natural endorphin production to alleviate nicotine withdrawal symptoms. We'll launch the Freedom Quit Smoking Laser to consumers through our e-commerce website. We'll also tap into the $42 billion US addiction treatment industry, targeting distribution through the 16,000 addiction treatment clinics nationwide. But we're not stopping there. In phase two, we're setting our sights

even higher. We aim to secure insurance coverage for our low-level laser therapy device, enabling us to supply our medical-grade technology to leading medical device distributors, online drugstore chains, and corporations to offer the device as their smoking cessation program. Today, countless traditional cigarette smokers are now turning to e-cigarettes to quit smoking, unintentionally replacing one nicotine delivery device with another, perpetuating their addiction. Why would you use nicotine to quit nicotine? The Freedom Quit Smoking Laser offers a drug-free solution to break free from nicotine for good. We've already made significant progress by perfecting the Freedom Quit Smoking Laser device design. In addition, our IRB-approved pilot study with 28 human subjects provided us feasibility data for Freedom's team to confidently move forward with a full-scale FDA trial, including more study participants. Now, we need your support to fund Freedom's 30-day FDA clinical research trial and the necessary product inventory required for the study. Our clinical trial aims to represent a significant medical advancement in treating nicotine addiction. Let's Make History together and accomplish being awarded FDA approval for the nation's only home-use quit smoking laser device. And that's just the beginning. We're committed to using our patented laser therapy device to combat the opioid epidemic, a crisis that affects 3 million US citizens and claims the lives of 110,000 people last year alone. In the United States, smoking claims the lives of approximately 480,000 people each year. We all share a personal connection to someone whose health has been negatively affected by smoking. Join us in freeing this generation of smokers and vapers from a lifetime of nicotine addiction. Video #2: Are you sick and tired of smoking cigarettes? Isn't it time for something that works? Freedom Laser Therapy. You've tried patches, gums, electronic cigarettes. They all contain nicotine. Why use nicotine to quit nicotine? For the past decade, thousands of smokers have come to Freedom's LA Clinic seeking our help to quit smoking. You know you need to quit. The smell of cigarettes bothers others and harms you and those around you. I use the same quit smoking laser treatment to break my own addiction. Don't wait another day. With Freedom, you could be closer to a life without smoking. Video #3: The most common New Year's resolutions people make every year is to quit smoking. Sandy's been puffing away for 21 years and wants to quit. She's tried patches, she's tried gum, pills, and nothing's worked. So, she's backstage right now with addiction specialist Karen Stewart, who's giving her a freedom laser therapy treatment. Okay, so Karen, tell us exactly what you're doing. "Well, what I'm doing is I'm applying a cold, low-level laser to energy meridians on her body that are going to help her break her nicotine addiction. We apply the laser to her wrist, her hands, her face, her ears, and it's going to give her an endorphin relief similar to the same feeling she has with a cigarette, but it's natural, and it's gonna get her over that crucial detox period to nicotine." Well, we're gonna check back with you later in the show, and good luck. Thank you. Today, Access investigates how Hollywood breaks the habit. Not six people came through from the Desperate Housewives, another ten are coming through. A laser light could soon help you zap away your smoking habit. Smoking? Yes, that's right, quitting before. Welcome to Freedom Laser Therapy, and congratulations on your decision to put your health first. All right, please try and become very relaxed. The therapy you'll be receiving is completely painless. The Malaysia is going to help you with the physical aspects. Our low-level laser is no more powerful than the 60-watt light bulb and effectively treats even the most difficult cases of nicotine addictions. The laser, that was a trip, you know, was supposed to hit pressure points, you know. All right, this poster right here of the happy family, just a happy family, like you mentioned, you want to quit smoking for your kids. The only thing missing, there's not one brother. Update, when I'm done, at this point, I will show you to your right. Yeah, you know, I'm just laughing. I'd like to be around, you know, see the grandbabies. It's a low-level laser which is completely painless, and we use the laser to stimulate energy points in the hands, face, and ears, based on the principles of acupuncture. I'm seriously afraid, read the brand's gonna drop dead. When you smoke every day, are you thinking about what you're doing to your body? No, I'm thinking about the stress going on, and the one thing that a lot of people just don't get, sometimes it actually, you start shaking, you're like, okay, you know, I got, I gotta have this to come, what's gonna go on today, I gotta be able to get through my day, and a lot of people just don't get that, that yeah, I made the mistake going in, but I'm there now, and I can't find my way out. You can make a change, but you have to do it now. So, what we want to do for you is we want to put an action plan together for you, and what we have is a new laser therapy that's cutting-edge treatment. And this laser therapy is a little bit like acupuncture; it's called freedom laser therapy, and we're gonna send you for that. We need you to get moving more and eating less. The company's founder, Craig Nabat, says the laser helps cut the cravings in nicotine withdrawal symptoms like headache, nausea, and irritability. "Last one for

about four years and struggled during that time to quit, ended up going back to smoking after being off cigarettes for seven years." A former smoker himself, he learned about this technology after being treated in Canada. "Laser therapy works because I used it to break my own addiction." You have been just traveling all over the country, making appearances. You're on Al Gore's show. So, I'm the client, I come in, what is the process? What do we do? "The money like about smoking?" Absolutely nothing, nothing. This is good. I want you each to crunch them up and put them in your hands, face, ears. It's been crazy and dark, and this is gonna help you with your physical traumas to nicotine. But like many moms, Linda is desperate to help her son, Andrew, to stop smoking. "I found out a few years ago that my son, Andrew, was smoking. I was horrified." "Yeah, I know I should quit, but they're fighting the cravings, it's pretty hard. It's way easier said than done." If you choose to quit now, you will avoid your increased risk for lung cancer because within ten minutes of quitting your last cigarette, your lungs will start to regenerate themselves, and within a few months or even a few years, you'll be as if you never smoked. So, if you're willing to take this step, we actually have the freedom laser treatment that we're gonna offer to you for free. And this is just one of a multitude of options because it's not always easy to quit on your own. Okay, and Andrew, we're gonna stick by you. We want you to quit, so we can stay in touch and make sure you eventually quit because we really want you to live a long, healthy, happy life. Just like people learn to smoke, they have to learn how to quit smoking. Jacob, are a pack-a-day smoker, up back, and a half a day smoker, that's always constant. So, what you've done is you trained your mind and your body to link a pleasure to a certain amount of nicotine. We're gonna let the therapy process take place. I'm a little nervous, nervous but willing. This week, you took them here to Freedom Laser Therapy. They're gonna stay here during the show, and we're gonna check back in with them later and ask them how the process works and what they felt like and what it was for them. It was very relaxing, sitting very cushy, comfortable chair. Basically, the laser creates an endorphin release in the body, almost mimicking the system we're feeling that you normally get from nicotine. But it comes to treating it, psychological effects, they use a video to help patients out with that. Who qualifies and who doesn't? "Help lies, we can basically treat anybody. Our clients come in 100% addicted to nicotine, and it's a very powerful substance that a lot of people don't look at as being something as powerful as maybe heroin, cocaine, alcohol." The laser treatment is followed up by vitamin therapy. You're not putting nicotine back in your body. The laser just acts as a tool to help the client through the crucial detox period. Congratulations to all five viewers today and are celebrating eleven smoke-free days. As I was signing that, I definitely, you know, got hit by it. It wasn't, you know, a joke. Even with you guys around me, it's a choice, and it's like, it sounds like a really good one.

The following documents are being submitted as part of this offering:

**Governance:**

| | |
|---|---|
| **Certificate of Incorporation:** | certificateofincorporation.pdf |
| **Corporate Bylaws:** | corporatebylaws.pdf |

**Opportunity:**

| | |
|---|---|
| **Offering Page JPG:** | offeringpage.jpg |

**Financials:**

| | |
|---|---|
| **Additional Information:** | otherfinancial.pdf |

# Ongoing Reporting

32. **The issuer will file a report electronically with the Securities & Exchange Commission annually and post the report on its web site, no later than 120 days after the end of each fiscal year covered by the report:**

Once posted, the annual report may be found on the issuer’s web site at: https://www.freedomquit.com

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

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