OFFERING CIRCULAR GUIDELINES

NORTH DAKOTA SECURITIES DEPARTMENT
SFN 53506 (6-2021)

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An offering circular is a formal written offer to sell securities that sets forth the facts for a business enterprise that a prospective inventor needs to make an informed investment decision. The offering circular contains financial information, a description of the security being offered, risk factors, uses of the offering proceeds, business and organization of the company, officers and directors pending litigation (if any), and other pertinent information.

The information set forth in an offering circular should be presented in . complete, clear, concise, and understandable fashion. All information contained in an offering circular contained in an offering circular should be set forth under appropriate captions or heading. The information should be divided into reasonably short paragraphs or sections.

The offering circular should contain all of the representations by the company concerning the offering, and no person should make different or broader statements than those contained in the document. Investors are cautioned not to rely upon any information not expressly set forth in the offering circular.

The offering circular should be used during the offer for sale of the security. A properly prepared offering circular will alleviate any misunderstandings and present all known information about the company in written form.

If material changes occur that would effect the terms of the offering before or after approval of an exemption or registration, the offering circular will have to be amended and investors should be given the opportunity to rescind or reconfirm their investment.

Any person who uses an offering circular which the person knows contains false or misleading statements or information, or which he knows omits material facts required for a full and accurate statement of matters affecting the security being offered, will have violated the North Dakota securities law, and any sale of such securities will be presumed to have been induced by such false statement.

These guidelines should be treated only as a guide for the preparation of an offering circular and not as a form to be completed or copied. Although the order listed herein should be followed as much as possible, the text should be that of the company. items, which are inapplicable, should be omitted. Additional items should be included where necessary to permit prospective purchasers to understand fully all material facts and circumstances surrounding the offering. **Each issuer of securities is unique and consequently more disclosure may be required beyond the information contained in this guideline, depending upon the individual circumstances.**

FORM OF OFFERING CIRCULAR:

The offering circular shall be printed, typewritten, or prepared by any similar process, which will result in clear, legible copies. The offering circular shall be printed on paper 8 1/2 X 11 inches. All pages in the offering circular must be numbered consecutively. If any page or part of a page of the offering circular should be left blank, then the following statement should appear centered on the page in capital letters and parenthesis: (THIS PAGE INTENTIONALLY LEFT BLANK). All information contained in an offering circular shall be left under appropriate captions and headings reasonably indicative of the principal subject matter set forth thereunder. Photographic reproductions of management or property are not permissible and the same is true of renderings by artists, architects and engineers.

REVISIONS:

An offering circular shall be revised during the course of an offering whenever the information it contains has become false or misleading in light of existing circumstances, material developments have occurred, or there has been a fundamental change in the information initially presented. An offering circular shall be updated to include, among other things, financial statements.

Every revised or updated offering circular shall be filed as an amendment to the application.

ATTACHMENTS:

Offering Circular Guidelines -Attachment 1
Sample Subscription Agreement -Attachment 2

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OFFERING CIRCULAR GUIDELINES

A. Front Cover. On the front cover of the offering circular, give the following information:

(1) Name of the issuer;

(2) Title, amount and description of the securities offered;

(3) Cross-reference to the risk factors section;

(4) The following statements in capital letters:

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION NOR HAS THE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES ARE OFFERED PURSUANT TO AN EXEMPTION FROM REGISTRATION; HOWEVER, THE COMMISSION HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THESE SECURITIES ARE EXEMPT FROM REGISTRATION.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

INVESTMENT IN SMALL BUSINESSES INVOLVES A HIGH DEGREE OF RISK, AND INVESTORS SHOULD NOT INVEST ANY FUNDS IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT. IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUERAND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. RESTRICTIONS ON TRANSFER MAY APPLY.

If applicable, include:

THIS OFFERING IS RESTRICTED TO BONA-FIDE RESIDENTS OF NORTH DAKOTA ONLY.

(5) The total minimum and total maximum items are required, the date the minimum offering will end and any arrangements to place the funds in escrow;

(6) The date of the offering circular. This part can be left blank until the approval letter for use of an exemption or certificate of effectiveness has been issued by Securities Commissioner. The date of the approval letter or certificate is to be entered as the date of the offering circular.

Instruction: The cover page of the offering circular is a summary of certain essential information and should be kept on one page if at all possible.

SAMPLE FRONT PAGE

ABC WIDGET COMPANY

Common Stock, 100,000 Shares, $500,000
Minimum Purchase $500.00

This offering is speculative in nature, see "Risk Factors".

(Insert bold statements from A (4) found on Page 3 here)

	Price to Public	**Commissions**	**Proceeds**
Per Share	$5.00	- 0 -	$500,000

(OR IF APPLICABLE)

	Price to Public	**Commissions**	**Proceeds**
Per Share	$5.00	$.50	
Per Share	$250,000	$25,000	$225,000
Per Share	$500,000	$50,000	$450,000

The minimum amount will be placed in an escrow account. If the minimum amount is not raised within 12 months from the date of this offering circular, all funds will be returned with interest to the subscribers. Expenses such as legal, accounting and printing will be paid by the issuer.

B. Table of Contents. Include a detailed table of contents on a separate page showing the various sections of the offering circular and the page number on which each section begins.

C. The Company. On the page following the table of contents of the offering circular state the exact name of the company, state and date of organization, complete mailing address and telephone number of the principal office.

D. Risk Factors. There should be set forth under an appropriate caption a carefully organized series of short, concise paragraphs summarizing the principal factors that make the offering speculative or risky.

The following language is suggested as the opening paragraph of this section: "An investment in the securities is highly speculative, involves a high degree of risk and is suitable only for investors with substantial means who can bear the economic risk of the investment for an indefinite period of time, have no need for liquidity of the investment, and have adequate means of providing for their current needs and contingencies. An investment in the securities should be made only by persons able to bear the risk in the event the investment results in a total loss."

The following factors are suggestions only and are not meant to be all-inclusive. There may be other factors depending upon the business of the company.

1. Newly formed and an absence of an operating history.
2. Absence of profitable operations and financial position, including working capital and net profit or loss for a stated period of time.
3. Competition.
4. Dependence on one or two key personnel, including the name(s) and position(s), the loss of which could be adverse to the company.
5. No market for securities, no assurance a market will develop, limited transferability, and the entire investment may be lost.
6. Dependence on an unproven product or service.
7. Availability of supplies, raw materials or labor.
8. Inexperience of management in managing a business in the particular industry.
9. Absence of an existing market for the product or service.
10. Nature of the business in which the company is engaged or proposes to engage.
11. Arbitrary establishment of the offering price.
12. Dependence on one or two customers for the purchase of the product or service and the loss on any one could have an adverse effect to the company.
13. Environmental issues and government regulations.
14. Percentage of ownership by management and present management may be able to control the affairs of the company.

The company should avoid generalized statements and include only those factors unique to the company.

E. Use of Proceeds. State in tabular form the principal purposes for which the net proceeds of the offering will be used, indicating the amount to be used for each purpose and the priority of each purpose. If any substantial portion of the net proceeds has not been allocated for particular purposes, a statement to that effect should be included with a statement of the amount of proceeds not allocated and a footnote explaining how the company expects to employ such funds not so allocated.

The following table will be required if the offering is of the "minimum/maximum" type:

	If Minimum Sold	**If Maximum Sold**
Total Net Proceeds	$XXXX	$XXXXX
Use of Net Proceeds:		
xxxxxxxxxxxxxxxxxxx	$XXX	$XXXX
xxxxxxxx xxxxxxxxxx	$XX	$XXX
Total Use of Net Proceeds	**$XXXX**	**$XXXXX**

INSTRUCTION: Use of proceeds should be stated with a high degree of specificity. If material amounts of funds from other sources are to be used in conjunction with the proceeds of this offering, state the amounts, sources and whether such agreements are firm or contingent. If contingent, explain.

Provide a discussion of how long the company can satisfy its cash requirements with the proceeds of the offering and the funds from other sources and whether it will have to raise additional funds in the next twelve months.

F. Capitalization. Indicate the capitalization as of a date certain for the company, including all debt and, separately, each class of shares authorized, issued and to be issued and outstanding. An explanation of the debt may be included in footnotes following the table setting forth the name of each lender, term of loan, monthly or yearly payments, including balloon features, and if the payments are in arrears or current.

OFFERING	**Amount Outstanding**	
	Prior to Offering	**After Offering**
Debt:		
Short-Term Debt	$	$
Long-Term Debt	$	$
TOTAL DEBT	$	$

Shareholders Equity:

Preferred Stock

Percent Cumulative	Par		
Number of Shares Authorized			
Number of Shares Issued		$	$

Common Stock

Par Value Per Share			
Number of Shares Issued and Outstanding		$	
Number of Shares Issued and Outstanding Upon Completion of Offering			$

Additional Paid in Capital	$	$
Related Earnings (Deficit)	$	$

G. Plan of Distribution. State the name and address of the firm or the persons who will offer for sale and sell the security for the company. Describe any compensation arrangements to the persons selling the security. Explain the nature of any resale restrictions on the securities offered and when those restrictions will terminate.

State the name and address of the financial institution that will act as the escrow agent if the proceeds are to be placed into an escrow account until a certain dollar amount is raised, stating the dollar amount. State the date at which the funds will be returned by the escrow agent if the proceeds are not raised. State whether or not a pro rata share of any interest earned on the proceeds during escrow will be returned to subscribers.

H. Dividends. If the company has within the last five years paid dividends or redeemed any securities, state how much and when. You may wish to state that the company does not intend to pay dividends in the foreseeable future, and any earnings will be used to fund company operations, and dividends will be declared at the discretion of the board of directors.

Suggested language is: "The payment of dividends, if any, in the future is at the discretion of the Board of Directors and will depend on, among other things, earnings, capital requirements, and financial condition, as well as other relevant factors. The company has not paid dividends and does not anticipate paying dividends in the foreseeable future and intends to follow a policy of retaining earnings, if any, to finance the development and expansion of the business."

Describe any restrictions that limit the ability to pay dividends.

I. Description of Business. Describe the development of the company over the past five years and the business done and intended to be done. Such description should include a discussion of the following factors:

(1) The principal products produced or services to be rendered and their markets;

(2) The status of a product or service if the issuer has made public information about a new product or service which would require the investment of a material amount of the assets of the issuer;

(3) Competitive business conditions;

(4) Dependence on one or a few major customers;

(5) Patents, trademarks, licenses, concessions or royalty agreements, including duration;

(6) The number of persons employed by the issuer, indicating the number employed full time;

(7) The material effects which will result from compliance with federal, state and local provisions which have been enacted regulating the discharge of materials into the environment; and

(8) Dependence on one or a few suppliers for raw materials or financing, cyclically of the industry and anticipated raw material or energy shortages to the extent management may not be able to secure a continuing source of supply.

(9) Explain ownership of any patents or trademarks and filings for patents or trademarks.

(10) Explain any potential conflicts of interest the company may have with management.

J. Description of Property. State briefly the location and general character of the property of the company. If the property is subject to any encumbrance, so state, and briefly describe how held. Explain any agreements relating to the rental of property and potential purchase clauses in such agreements.

K. Directors, Officers and Significant Employees. List the names and ages of the following persons stating their term of office or understanding between them and the issuer to which they were or are to be selected to their office or position:
(1) Directors;
(2) Persons nominated or chosen to become directors;
(3) Officers;
(4) Persons chosen to become officers; and
(5) Significant employees.

Give a brief account of the business experience during the past five years of each person.

State the amount of time each officer will devote to the management of the company.

State the amount loaned to or borrowed from any officer or director, interest rate, and repayment schedules.

L. Remuneration of Directors and Officers. Furnish the aggregate annual compensation to be received, directly and indirectly, by each of the three highest paid persons who are officers and/or directors.

M. Security Ownership of Management. Furnish in tabular form the following information with respect to each class of security held by each shareholder who is known to own 5% or more of the outstanding shares of common stock of the company:
1. Title or class of security;
2. Name of shareholder;
3. Number of shares owned prior to the offering;
4. Number of shares to be owned after the offering;
5. Percentage of class owned; and
6. Date of purchase and purchase price per share.

State whether or not the company has a stock option or purchase plan for officers, directors, and employees. Include the number of options to be issued, outstanding, date of issuance, term of the option, exercise price and security to be issued upon exercise of the option.

N. Legal Proceedings. Describe any of the following events which occurred during the past five years and which are material to an evaluation of the ability or integrity of any officer or director.

(1) A petition under the Bankruptcy Act or a receiver appointed by a court for the business or property of such person at or within two years before the time of such filing;

(2) Conviction of a person in a criminal proceeding (excluding traffic violations and other minor offenses).

O. Description of Securities. Provide a description of each type or class of security authorized for issuance.

(1) Common stock, disclose the number of shares authorized, par value, shares outstanding, number of shareholders, dividend, voting, and preemptive rights and entitlements in the event of liquidation or dissolution. State that all shares of common stock are fully paid and non-assessable.

(2) Preferred stock, disclose the number of shares authorized, par value, shares outstanding, number of shareholders, dividend, voting, conversion and liquidation rights as well as redemption provisions and rights in the event of liquidation or dissolution. State that all shares of preferred stock are fully paid and non-assessable.

(3) Debt securities, describe the maturity date, interest rate, conversion or redemption features and sinking fund requirements.

(4) If applicable, rights as a holder of limited liability membership units.

(5) If applicable, rights as a holder of partnership interests.

P. Transferability. Disclose that during the period in which the securities are being offered and sold and for a period of one year from the date of the last sale by the company, it may be necessary for the purchaser to hold the security purchased. The securities purchased were exempt from the registration provisions therefore certain restrictions may apply to transfer or resale.

The issuer is required to disclose the limitations on transfer or resale, such as the placement of a legend on the evidence of ownership, making a notation in the stock transfer record of the company, and obtaining a written representation as to the residence of the purchaser of the security.

Financial Statements.

(1) Balance Sheet-as of a date within 90 days prior to the date of filing the offering statement or such longer time, not exceeding six months.

(2) Statements of Income -for each of the two fiscal years preceding the date of the most recent balance sheet filed.

(3) Statement of Changes in Financial Position.

(4) Footnotes.

(5) Name of person who prepared the financial statements and if prepared by an accountant include the letter from the accountant to the company.

R. Forecasts/Projections. It has been this department's longstanding policy generally not to permit projections to be included in prospectuses, reports, or other material use in conjunction with a securities offering. The department is aware of the fact that one of the primary deterrents to a rational and open disclosure system for projections is the fear of liability for inaccurate projections. The Securities and Exchange Commission (SEC) decided in a rule the liability provisions of the securities laws and defined the circumstances under which a projection would not be considered to be a misleading statement of a material fact. It was contemplated that such a rule would embody the concept that a projection is not a promise that will be achieved, nor per se misleading if not achieved. A projection would not be considered to be a misstatement of a material fact if it were reasonably based in fact, prepared with reasonable care and carefully reviewed.

The SEC did adopt Rule 175 which has been amended several times since its initial adoption in 1979. The following is paragraph (c) of Rule 175, which defines a "forward-looking statement":

(c) For the purpose of this rule the term 'forward-looking statement' shall mean and shall be limited to:

(1) A statement containing a projection of revenues, income (loss), earnings (loss) per share, capital expenditures, dividends, capital structure or other financial items;

(2) A statement of management's plans and objectives for future operations;

(3) A statement of future economic performance contained in management's discussion and analysis of financial condition and results of operations included pursuant to Item 303 of Regulation S-K or Item 5 of Form 20-F: etc.; or

(4) Disclosed statements of assumption underlying or relating to any statements described in paragraphs (C) (1), (2), or (3) above.

The rule goes on to define the term "fraudulent statement" in paragraph (d). Even though the SEC has issued a rule pertaining to projections, this department is hesitant about allowing hem unless there is a strong degree of reliability and they are captioned appropriately.

This caption should appear in BOLD CAPITAL LETTERS at the top of the forecast or projection if they are to be included in the offering circular: "This forecast or projection, prepared by management, is dependent upon future events and may be significantly affected by changes in economic and other circumstances and should not be considered to be a presentation of expected future results".

S. Other Information. Disclose that the company will provide audited financial statements, including the balance sheet and statement of operations, to shareholders (members or partners as the case may be) within days after the fiscal year of the company.

Include the fiscal year end for the company. State additional information relating to notices for annual meetings, special meetings, the election of directors and term of office for directors.

(The Securities Department reserves the right to offer comments after reviewing the offering circular and other documents.)

(SEE NEXT PAGE FOR ATTACHMENT 2)

SUBSCRIPTION AGREEMENT

Name of Issuer			
Address of Issuer	City	State	ZIP Code

Gentleman or Madam:

The undersigned desires to purchase

Type of Security	Name of Issuer

and hereby subscribes to the terms and conditions set forth below:

I hereby subscribe to purchase (as described in the offering circular):

Type of Security	Number or Amount	Amount Agreed to Pay Entity
Name of Financial Institution (Escrow account where money will be deposited)	City and State	

I hereby represent to you as follows:

I acknowledge receipt of the offering circular dated _____ prior to the execution of this agreement (If applicable: "As well as the Limited Partnership Agreement.");

I believe I am able to bear the economic risk of the investment;

I believe I have sufficient knowledge and experience to evaluate the merits and economic risks of the prospective investment and that I am able to bear such risks;

I understand the investment is speculative and involved a high degree of risk but I believe the investment is suitable based upon my investment objectives and financial needs and I have adequate means for providing for current financial needs and have no need for liquidity of the investment in case of an emergency or for any other reason;

I understand the minimum purchase is;

Minimum Purchase Amount
$

This subscription is for my account and I agree not to transfer this subscription or any account;

I understand I may not be able to consummate a sale or transfer of the security and any evidence of the security will bear a legend reflecting this understanding;

I am a resident of the STATE OF NORTH DAKOTA and have reached the age of majority; and

I understand that no state nor federal agency has made any finding or determination as to the accuracy, adequacy, or fairness of the offering of the security nor has made any recommendation or endorsement of the security.

Checks should be made payable to:

Name of Financial Institution
Name of Issuer

Printed Name of Purchaser	Signature Name of Purchaser		
Printed Name of Co-Purchaser (if any)	Signature Name of Co-Purchaser (if any)		
Address	City	State	ZIP Code
Home Telephone Number	Business Telephone Number		
Date of Signature(s) by Purchaser(s)			

THIS SUBSCRIPTION AGREEMENT IS ACCEPTED ON:

Date	Printed Name
On Behalf Of	
Signature of Acceptor	