

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

Dwight Test Company
1 Don Tomaso Drive #1, 1
Los Angeles, CA 90008
www.dgtestco.USA

Up to \$5,000,000.00 in Common Stock at \$50.00
Minimum Target Amount: \$10,000.00

A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment.

In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.

The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.

These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

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

Company:

Company: Dwight Test Company
Address: 1 Don Tomaso Drive #1, 1, Los Angeles, CA 90008
State of Incorporation: CA
Date Incorporated: May 05, 2019

Terms:

Equity

Offering Minimum: \$10,000.00 | 200 shares of Common Stock
Offering Maximum: \$5,000,000.00 | 100,000 shares of Common Stock
Type of Security Offered: Common Stock
Purchase Price of Security Offered: \$50.00
Minimum Investment Amount (per investor): \$100.00

Valuation Methodology: This should provide a reasonable basis for the selected valuation other than just the opinion of the Company. This should be a detailed and specific discussion of why the company thinks it is currently worth the pre-money valuation above.

dwight@startengine.com dwight@startengine.com dwight@startengine.com

The Company and its Business

Company Overview

Valuation Methodology: This should provide a reasonable basis for the selected valuation other than just the opinion of the Company. This should be a detailed and specific discussion of why the company thinks it is currently worth the pre-money valuation above.

The more detail you can provide here, the better! Investors use this information to understand your company and where it fits in the industry.

This should include a detailed description of:

The company's business (i.e. the particular product and/or service)

The company's business model (i.e. sales model, supply chain, target customer base)

The company's corporate structure (i.e. any parent company, subsidiary or, previous entity company; what each does and how each relate to one another)

Competitors and Industry

The more detail you can provide here, the better! Investors use this information to understand your company and where it fits in the industry.

This should include a detailed description of:

The company's business (i.e. the particular product and/or service)

The company's business model (i.e. sales model, supply chain, target customer base)

The company's corporate structure (i.e. any parent company, subsidiary or, previous entity company; what each does and how each relate to one another)

Current Stage and Roadmap

The more detail you can provide here, the better! Investors use this information to understand your company and where it fits in the industry.

This should include a detailed description of:

The company's business (i.e. the particular product and/or service)

The company's business model (i.e. sales model, supply chain, target customer base)

The company's corporate structure (i.e. any parent company, subsidiary or, previous entity company; what each does and how each relate to one another)

The Team

Officers and Directors

Name: Dwight Gordon

Dwight Gordon's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- Position: CEO
Dates of Service: June, 2020 - Present
Responsibilities: CEO

Name: Teddy Riles

Teddy Riles's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- Position: CFO
Dates of Service: June, 2020 - Present
Responsibilities: CFO

Name: test

test's current primary role is with . test currently services N/A hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

Name: test2

test2's current primary role is with . test2 currently services N/A hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

Name: test3

test3's current primary role is with . test3 currently services N/A hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

Name: test 4

test 4's current primary role is with . test 4 currently services N/A hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

- Position: CEO
Dates of Service: May, 2021 - Present
Responsibilities: Blah blah
- Position: CFO
Dates of Service: May, 2022 - Present
Responsibilities: In the section titled "What are the primary responsibilities of this role?" please also disclose each executives salary and equity compensation.

Other business experience in the past three years:

- Employer: Outside Company
Title: COO
Dates of Service: January, 2021 - January, 2021
Responsibilities: In the section titled "What are the primary responsibilities of this role?" please also disclose each executives salary and equity compensation.

Other business experience in the past three years:

- Employer: outside co 2
Title: COO
Dates of Service: February, 2022 - March, 2022
Responsibilities: In the section titled "What are the primary responsibilities of this role?" please also disclose each executives salary and equity compensation.

Name: Test 5

Test 5's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- Position: CSO
Dates of Service: January, 2020 - Present
Responsibilities: In the section titled "What are the primary responsibilities of this role?" please also disclose each executives salary and equity compensation.
- Position: CEE
Dates of Service: February, 2021 - Present
Responsibilities: In the section titled "What are the primary responsibilities of this role?" please also disclose each executives salary and equity compensation.

Other business experience in the past three years:

- Employer: Another Outside company
Title: CHO
Dates of Service: February, 2022 - February, 2022
Responsibilities: In the section titled "What are the primary responsibilities of this role?" please also disclose each executives salary and equity compensation.

Other business experience in the past three years:

- Employer: Another outside Co
Title: CLL
Dates of Service: February, 2022 - March, 2022
Responsibilities: In the section titled "What are the primary responsibilities of this role?" please also disclose each executives salary and equity compensation.

Other business experience in the past three years:

- Employer: 3rd Outside Co
Title: CVV
Dates of Service: February, 2022 - Present
Responsibilities: In the section titled "What are the primary responsibilities of this role?" please also disclose each executives salary and equity compensation.

Name: Jane Doezier

Jane Doezier's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- Position: CLO
Dates of Service: November, 2010 - Present
Responsibilities: Poor old tree. Happy painting, God bless. Don't be afraid to make these big decisions. Once you start, they sort of just make themselves.

Name: New Officer11-9

New Officer11-9's current primary role is with CDD. New Officer11-9 currently services 25 hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

- Position: CLO
Dates of Service: December, 2021 - Present
Responsibilities: In the section titled "What are the primary responsibilities of this role?" please also disclose each executives salary and equity compensation.
- Position: CMO
Dates of Service: February, 2022 - Present
Responsibilities: In the section titled "What are the primary responsibilities of this role?" please also disclose each executives salary and equity compensation.
- Position: CAA
Dates of Service: June, 2022 - Present
Responsibilities: In the section titled "What are the primary responsibilities of this role?" please also disclose each executives salary and equity compensation.

Other business experience in the past three years:

- Employer: Outside Company Test
Title: CXO
Dates of Service: February, 2022 - April, 2022
Responsibilities: In the section titled "What are the primary responsibilities of this role?" please also disclose each executives salary and equity compensation.

Other business experience in the past three years:

- Employer: Outside Company 2
Title: OC2
Dates of Service: April, 2022 - May, 2022
Responsibilities: In the section titled "What are the primary responsibilities of this role?" please also disclose each executives salary and equity compensation.

Other business experience in the past three years:

- Employer: OC3 Issuer
Title: OC3 Issuer Role
Dates of Service: August, 2022 - August, 2022
Responsibilities: In the section titled "What are the primary responsibilities of this role?" please also disclose each executives salary and equity compensation.

Risk Factors

The SEC requires the company to identify risks that are specific to its business and its financial condition. The company is still subject to all the same risks that all companies in its business, and all companies in the economy, are exposed to. These include risks relating to economic downturns, political and economic events and technological developments (such as hacking and the ability to prevent hacking). Additionally, early-stage companies are inherently more risky than more developed companies. You should consider general risks as well as specific risks when deciding whether to invest.

These are the risks that relate to the Company:

Uncertain Risk

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

Our business projections are only projections

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

Any valuation at this stage is difficult to assess

The valuation for the offering was established by the Company. Unlike listed companies that are valued publicly through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess and you may risk overpaying for your investment.

The transferability of the Securities you are buying is limited

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

Your investment could be illiquid for a long time

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

If the Company cannot raise sufficient funds it will not succeed

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

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

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

Terms of subsequent financings may adversely impact your investment

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

Management Discretion as to Use of Proceeds

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

Projections: Forward Looking Information

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

We may never have an operational product or service

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

Developing new products and technologies entails significant risks and uncertainties

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

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

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

Insufficient Funds

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

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

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

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

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

We face significant market competition

We will compete with larger, established companies who currently have products on the market and/or various respective product development programs. They may have much better financial means and marketing/sales and human resources than us. They may succeed in developing and marketing competing equivalent products earlier than us, or superior products than those developed by us. There can be no assurance that competitors will render our technology or products obsolete or that the products developed by us will be preferred to any existing or newly developed technologies. It should further be assumed that competition will intensify.

We are competing against other recreational activities

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

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

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

We have pending patent approval's that might be vulnerable

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

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

Trademark and copyright litigation has become extremely expensive. Even if we believe that a competitor is infringing on one or more of our trademarks or copyrights, we might choose not to file suit because we lack the cash to successfully prosecute a multi-year litigation with an uncertain outcome; or because we believe that the cost of enforcing our trademark(s) or copyright(s) outweighs the value of winning the suit in light of the risks and consequences of losing it; or

for some other reason. Choosing not to enforce our trademark(s) or copyright(s) could have adverse consequences for the Company, including undermining the credibility of our intellectual property, reducing our ability to enter into sublicenses, and weakening our attempts to prevent competitors from entering the market. As a result, if we are unable to enforce our trademark(s) or copyright(s) because of the cost of enforcement, your investment in the Company could be significantly and adversely affected.

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

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

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

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

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

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

Ownership and Capital Structure; Rights of the Securities

Ownership

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

Stockholder Name	Number of Securities Owned	Type of Security Owned	Percentage
Stock Holder20percent	400	Common Stock	20.0%
Stock Holder2not20percent	400	Common Stock	19.9%

The Company's Securities

The Company has authorized equity stock. As part of the Regulation Crowdfunding raise, the Company will be offering up to 100,000 of Common Stock.

Common Stock

The amount of security authorized is 2,000 with a total of 2,000 outstanding.

Voting Rights

Voting rights

Material Rights

There are no material rights associated with Common Stock.

What it means to be a minority holder

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

Dilution

Investors should understand the potential for dilution. The investor's stake in a company could be diluted due to the company issuing additional shares. In other words, when the company issues more shares, the percentage of the company that you own will go down, even though the value of the company may go up. You will own a smaller piece of a larger company. This increase in number of shares outstanding could result from a stock offering (such as an initial public offering, another crowdfunding round, a venture capital round, angel investment), employees exercising stock options, or by conversion of certain instruments (e.g. convertible bonds, preferred shares or warrants) into stock. If the company decides to issue more shares, an investor could experience value dilution, with each share being worth less than before, and control dilution, with the total percentage an investor owns being less than before. There may also be earnings dilution, with a reduction in the amount earned per share (though this typically occurs only if the company offers dividends, and most early stage companies are unlikely to offer dividends, preferring to invest any earnings into the company).

Transferability of securities

For a year, the securities can only be resold:

- In an IPO;
- To the company;
- To an accredited investor; and
- To a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

Recent Offerings of Securities

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

We have NOT made any issuances of securities within the last three years.

Financial Condition and Results of Operations

Financial Condition

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

Results of Operations

Circumstances which led to the performance of financial statements:

If you have selected Yes, please look at our example as a reference guide to for what is required to complete this section.

This should include detailed discussion of the information contained in the financial statements including

a quantitative discussion of the changes in the financial statements from year 1 to year 2 and Year 2 to year 3 (including both years)

what the underlying cause for these changes. For example, did revenues go up or down or stay flat? Why?

Historical results and cash flows:

If you have selected Yes, please look at our example as a reference guide to for what is required to complete this section.

This should include detailed discussion of the information contained in the financial statements including

a quantitative discussion of the changes in the financial statements from year 1 to year 2 and Year 2 to year 3 (including both years)

what the underlying cause for these changes. For example, did revenues go up or down or stay flat? Why?

Liquidity and Capital Resources

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

If you have selected Yes, please look at our example as a reference guide to for what is required to complete this section.

This should include detailed discussion of the information contained in the financial statements including

a quantitative discussion of the changes in the financial statements from year 1 to year 2 and Year 2 to year 3 (including both years)

what the underlying cause for these changes. For example, did revenues go up or down or stay flat? Why?

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

If you have selected Yes, please look at our example as a reference guide to for what is required to complete this section.

This should include detailed discussion of the information contained in the financial statements including

a quantitative discussion of the changes in the financial statements from year 1 to year 2 and Year 2 to year 3 (including both years)

what the underlying cause for these changes. For example, did revenues go up or down or stay flat? Why?

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

If you have selected Yes, please look at our example as a reference guide to for what is required to complete this section.

This should include detailed discussion of the information contained in the financial statements including

a quantitative discussion of the changes in the financial statements from year 1 to year 2 and Year 2 to year 3 (including

both years)

what the underlying cause for these changes. For example, did revenues go up or down or stay flat? Why?

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

If you have selected Yes, please look at our example as a reference guide to for what is required to complete this section.

This should include detailed discussion of the information contained in the financial statements including

a quantitative discussion of the changes in the financial statements from year 1 to year 2 and Year 2 to year 3 (including both years)

what the underlying cause for these changes. For example, did revenues go up or down or stay flat? Why?

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

If you have selected Yes, please look at our example as a reference guide to for what is required to complete this section.

This should include detailed discussion of the information contained in the financial statements including

a quantitative discussion of the changes in the financial statements from year 1 to year 2 and Year 2 to year 3 (including both years)

what the underlying cause for these changes. For example, did revenues go up or down or stay flat? Why?

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

If you have selected Yes, please look at our example as a reference guide to for what is required to complete this section.

This should include detailed discussion of the information contained in the financial statements including

a quantitative discussion of the changes in the financial statements from year 1 to year 2 and Year 2 to year 3 (including both years)

what the underlying cause for these changes. For example, did revenues go up or down or stay flat? Why?

Indebtedness

- Creditor: bank
Amount Owed: \$1,000.00
Interest Rate: 5.0%
Maturity Date: May 05, 0023

Related Party Transactions

- Name of Person: Pat Pat
Relationship to Company: 20%+ Owner
Nature / amount of interest in the transaction: If you have selected Yes, please look at our example as a reference guide to for what is required to complete this section. This should include detailed discussion of the information contained in the financial statements including a quantitative discussion of the changes in the financial statements from year 1 to year 2 and Year 2 to year 3 (including both years) what the underlying cause for these changes. For example, did revenues go up or down or stay flat? Why?
Material Terms: If you have selected Yes, please look at our example as a reference guide to for what is required to complete this section. This should include detailed discussion of the information contained in the financial statements including a quantitative discussion of the changes in the financial statements from year 1 to year 2 and Year 2 to year 3 (including both years) what the underlying cause for these changes. For example, did revenues go up or down or stay flat? Why?

Valuation

Pre-Money Valuation: \$100,000.00

Valuation Details:

Valuation Methodology: This should provide a reasonable basis for the selected valuation other than just the opinion of the Company. This should be a detailed and specific discussion of why the company thinks it is currently worth the pre-money valuation above.

Use of Proceeds

If we raise the Target Offering Amount of \$10,000.00 we plan to use these proceeds as follows:

- StartEngine Platform Fees
5.5%

- Research & Development
80.0%

Valuation Methodology: This should provide a reasonable basis for the selected valuation other than just the opinion of the Company. This should be a detailed and specific discussion of why the company thinks it is currently worth the pre-money valuation above.

- Working Capital
13.0%

Valuation Methodology: This should provide a reasonable basis for the selected valuation other than just the opinion of the Company. This should be a detailed and specific discussion of why the company thinks it is currently worth the pre-money valuation above.

If we raise the over allotment amount of \$5,000,000.00, we plan to use these proceeds as follows:

- StartEngine Platform Fees
5.5%

- Company Employment
60.0%

Valuation Methodology: This should provide a reasonable basis for the selected valuation other than just the opinion of the Company. This should be a detailed and specific discussion of why the company thinks it is currently worth the pre-money valuation above.

- Operations
33.0%

Valuation Methodology: This should provide a reasonable basis for the selected valuation other than just the opinion of the Company. This should be a detailed and specific discussion of why the company thinks it is currently worth the pre-money valuation above.

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

Regulatory Information

Disqualification

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

Compliance Failure

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

Ongoing Reporting

The Company will file a report electronically with the SEC annually and post the report on its website no later than July 28 (120 days after Fiscal Year End). Once posted, the annual report may be found on the Company's website at www.dgtestco.USA (Financials).

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

(1) it is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;

(2) it has filed at least one (1) annual report pursuant to Regulation Crowdfunding and has fewer than three hundred (300) holders of record and has total assets that do not exceed \$10,000,000;

- (3) it has filed at least three (3) annual reports pursuant to Regulation Crowdfunding;
- (4) it or another party repurchases all of the securities issued in reliance on Section 4(a)(6) of the Securities Act, including any payment in full of debt securities or any complete redemption of redeemable securities; or
- (5) it liquidates or dissolves its business in accordance with state law.

Updates

Updates on the status of this Offering may be found at: www.startengine.com/dg-qa-test-co

Investing Process

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

EXHIBIT B TO FORM C

FINANCIAL STATEMENTS AND INDEPENDENT ACCOUNTANT'S REVIEW OR AUDIT (AS APPLICABLE) FOR Dwight Test Company

[See attached]

Test test test

This is where you take out all your hostilities and frustrations. It's better than kicking the puppy dog around and all that so. Put your feelings into it, your heart, it's your world. Only eight colors that you need. Absolutely no pressure. You are just a whisper floating across a mountain.

You could sit here for weeks with your one hair brush trying to do that – or you could do it with one stroke with an almighty brush. Even trees need a friend. We all need friends. The light is your friend. Preserve it. Only think about one thing at a time. Don't get greedy. This is your world, whatever makes you happy you can put in it. Go crazy. In your world you can create anything you desire.

You're the greatest thing that has ever been or ever will be. You're special. You're so very special. These little son of a guns hide in your brush and you just have to push them out.

Don't hurry. Take your time and enjoy. Let's do it again then, what the heck. Remember how free clouds are. They just lay around in the sky all day long.

Every day I learn. Maybe he has a little friend that lives right over here. I really recommend you use odorless thinner or your spouse is gonna run you right out into the yard and you'll be working by yourself. Let's make some happy little clouds in our world. Automatically, all of these beautiful, beautiful things will happen.

If it's not what you want – stop and change it. Don't just keep going and expect it will get better. You can do it. Only think about one thing at a time. Don't get greedy. We're not trying to teach you a thing to copy. We're just here to teach you a technique, then let you loose into the world. When you do it your way you can go anywhere you choose.

How to paint. That's easy. What to paint. That's much harder. Have fun with it. You can create beautiful things – but you have to see them in your mind first.

You just practice and find out which way works best for you. The man who does the best job is the one who is happy at his job. That's the way I look when I get home late; black and blue. It's a super day, so why not make a beautiful sky? It's hard to see things when you're too close. Take a step back and look. You can spend all day playing with mountains.

EXHIBIT C TO FORM C

PROFILE SCREENSHOTS

[See attached]



♥ Add to Watchlist

Log In

GET A PIECE OF DG QA TEST CO

THIS IS A COMPANY USED FOR TESTING

THIS IS A COMPANY USED FOR TESTING - THIS IS A TEST COMPANY THIS IS A TEST COMPANY THIS IS A TEST COMPANY THIS IS A TEST COMPANY THIS IS A TEST COMPANY THIS IS A TEST COMPANY THIS IS A TEST COMPANY THIS IS A TEST COMPANY. 4/15/21

Show less

Get Equity

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



OVERVIEW

ABOUT

TERMS

PRESS & UPDATES

REWARDS

DISCUSSION >

Get Equity
\$50.00 Per Share

MIN INVEST ⓘ
\$100

VALUATION
\$100K

REASONS TO INVEST

- ✔ THIS IS A COMPANY USED FOR TESTING - 7/4/21
- ✔ THIS IS A COMPANY USED FOR TESTING - 7/5/21



THIS IS A COMPANY USED FOR TESTING - 7/6/21

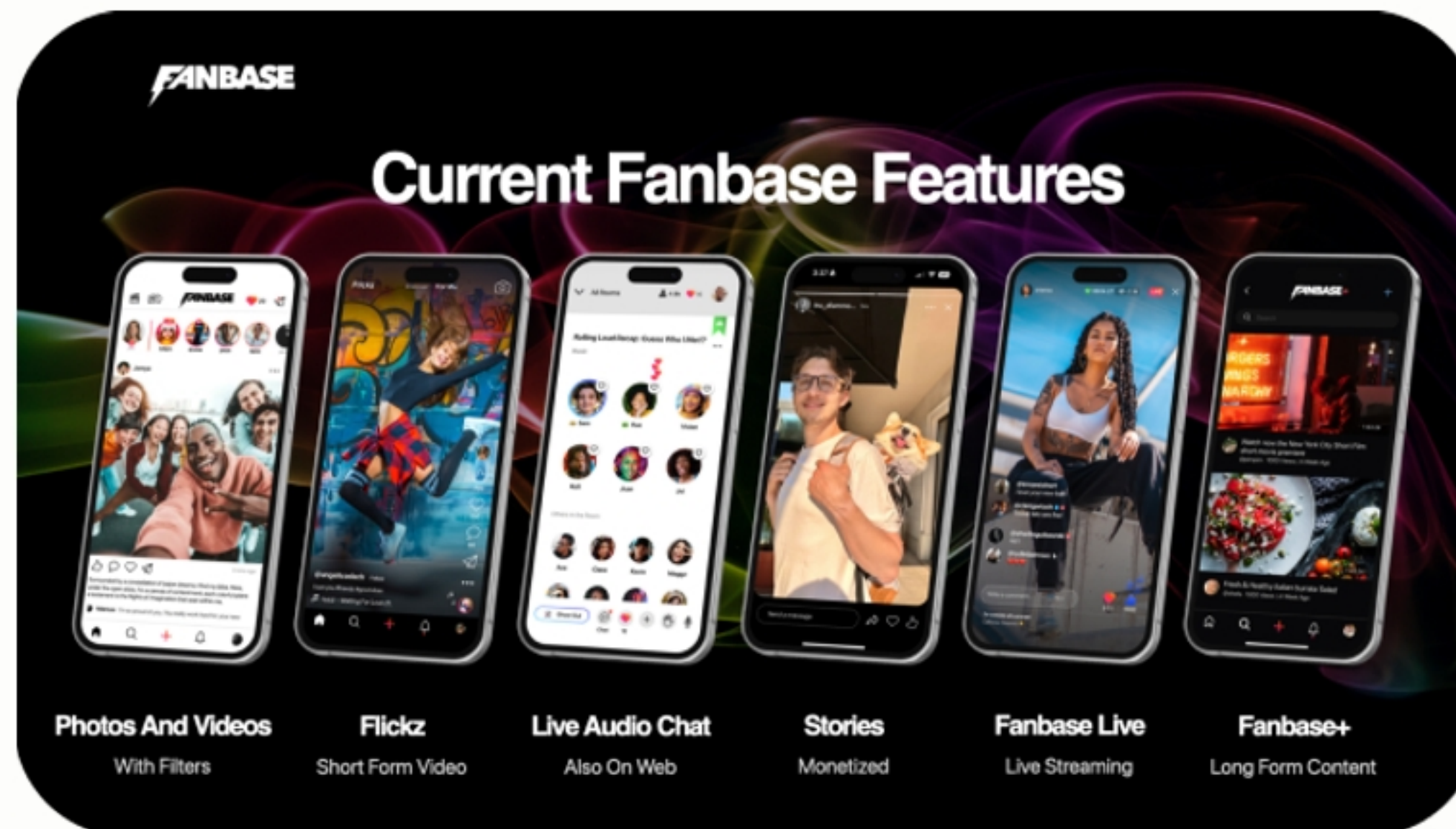
*Source

Be You. Without TEST UPDATE.

A place where you can truly be you! **Fanbase removes the limitations of content suppression and shadow banning used by many current social apps.**

Fanbase has social media, earnings, & ownership in one place. Fanbase aims to combine social engagement (like TikTok, Instagram) with monetization (like Patreon, Twitch).

Black Culture, Youth, + Technology is powerful. Fanbase is built for everyone and fueled by culture and innovative tech. A powerful combination that has propelled the most successful social media companies in the world.




OUR TRACTION

Our Traction Milestones include UPDATE:


- Over 570k Users in 190 Countries Worldwide on iOS and Android.
- Launched over 20+ features, including AI Algorithms, a Web version of the app, and Fanbase Audio on Web with chat rooms.
- Filed Patents for 7 core functionalities, including Peer To Peer In-App Subscription, Content Migration, Revenue-Driven Audio conversations, and others.
- Finalized the first social media partnership with Apple's HBCU Non-Profit Organization, [Propel](#) enabling Fanbase to mentor and work with all HBCU students across the country.

Verify to continue

We detected a high number of errors from your connection. To continue, please confirm that you're a human (and not a spambot).



☐ I'm not a robot


reCAPTCHA
[Privacy](#) - [Terms](#)

- Code: MW-RL
- Client IP: 35.190.159.107

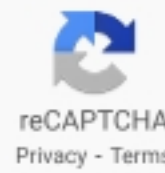
Verify to continue

We detected a high number of errors from your connection. To continue, please confirm that you're a human (and not a spambot).

umoo

☐

I'm not a robot



- Code: MW-RL
- Client IP: 35.190.159.107

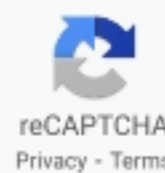
Verify to continue

We detected a high number of errors from your connection. To continue, please confirm that you're a human (and not a spambot).

umoo

☐

I'm not a robot



- Code: MW-RL
- Client IP: 35.190.159.107

OVERVIEW

Creator And Engagement First Social Media



FANBASE

Creator & Engagement First Social Media.

Free to Download, Free to Use.

**Photo, Video, Audio Chat, Live, Stories,
Short-Form Video, Long-Form Video &
Subscription Monetization.**



Fanbase is revolutionizing the creator economy by enhancing visibility and engagement for every user. We are a next-gen social media platform that empowers users to monetize their content, offering them the chance to generate revenue through subscription and audience engagement. We foster authentic interactions between creators and their most devoted fanbase. With features like posting photos, videos, short clips, audio rooms, stories, live broadcasts, and long-form content, Fanbase provides a diverse array of tools for creators to connect with and grow their audience in multiple, dynamic ways. This approach democratizes content creation, ensuring all users have equal opportunities to thrive in the creator economy.

We Believe Existing Social Media Platforms Fail Users in 3 Ways. Visibility, Monetization, and Platform Volatility.

We believe existing social media platforms are increasingly being scrutinized for their shortcomings in serving users, particularly in terms of visibility, monetization, and platform volatility.

Visibility

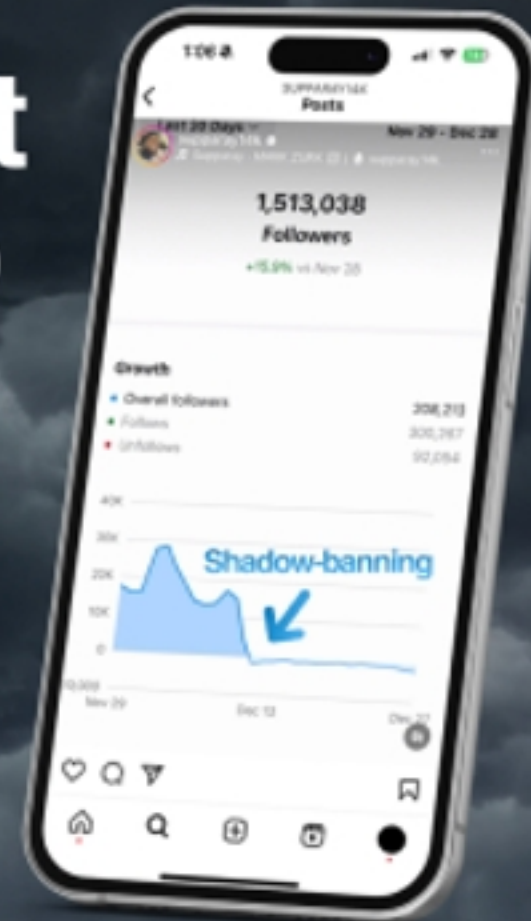
Firstly, visibility on these platforms is a significant issue. Many users experience the frustration of having their content suppressed or shadowbanned, where posts are subtly hidden from wider audiences without the user's knowledge. This lack of transparency in content distribution algorithms means that creators often struggle to reach their existing followers, let alone expand their audience. The arbitrary nature of these algorithms can stifle the organic growth of user content, leaving creators feeling powerless and undervalued.



FANBASE

Current Platforms Don't Show All Your Posts To Your Followers.

Many users posts are secretly hidden or **shadow-banned**, which means their content isn't seen by most others, and they don't even know it's happening.



Monetization

Secondly, monetization remains a challenge for the majority of users on these platforms. While a select few can generate significant income, the vast majority find it difficult to monetize their content effectively. This disparity is often due to stringent platform policies, limited access to monetization tools, and an oversaturated market where only certain types of content or high-profile creators are favored. As a result, many talented creators are unable

to derive a fair income from their efforts, leading to a demotivated and undervalued creator community.



FANBASE

Existing Apps Often Incorrectly Suspend Or Ban Your Account.

People are often worried about their accounts being suddenly **banned** or **suspended** because the community rules are not clear and don't always seem to be applied fairly.

Your account was permanently banned
Your account was banned because of multiple IP Policy violations. Learn more about our [IP Policy](#). You may view and appeal this decision, if you think this was a mistake.

Your Live Goes Against Our Community Guidelines
We removed your live because it goes against our [rules](#). We created these guidelines to [help](#) our community on Instagram.

Blocked from Sharing Live Video
Posts from your account have recently been removed for going against our Community Guidelines, so live video sharing has been temporarily blocked.
[Learn More](#)
OK

It's a safe place for everyone. We're including:
hate speech and bullying, harassment, and bullying activity.

Platform Volatility

Lastly, platform volatility is a constant concern. Users often fear the arbitrary suspension or banning of their accounts due to opaque and inconsistently applied community guidelines. This fear is exacerbated by the lack of clear communication and effective appeal processes from the platform's side. Such volatility not only undermines the trust between users and the

platform but also jeopardizes the stability of creators' online presence and income, who rely heavily on these platforms for their livelihoods.

THE SOLUTION

Innovating Social Media with Equity, Visibility, and Stability

Fanbase emerges as a modern solution to the challenges of visibility, monetization, and platform volatility that plague existing social media platforms. Addressing visibility concerns, Fanbase employs a more transparent and equitable content distribution standard, ensuring that all users have their content being seen without suppression or shadowbanning. This approach democratizes content reach, allowing creators of all sizes to engage with their audience effectively.

In terms of monetization, Fanbase stands out by offering robust and accessible creator tools that enable users to earn from their content directly. This system is designed to benefit a broad range of users, not only influencers or content creators, but everyone, thereby providing a more inclusive and rewarding experience for all users.

Lastly, Fanbase tackles the issue of platform volatility by implementing clear and consistent guidelines coupled with a transparent and fair process for handling account issues. This stability reassures users that their accounts and content are secure, fostering a trustworthy and reliable environment. By effectively addressing these key issues, Fanbase positions itself as a user-centric platform, empowering creators and providing a more fulfilling social media experience.

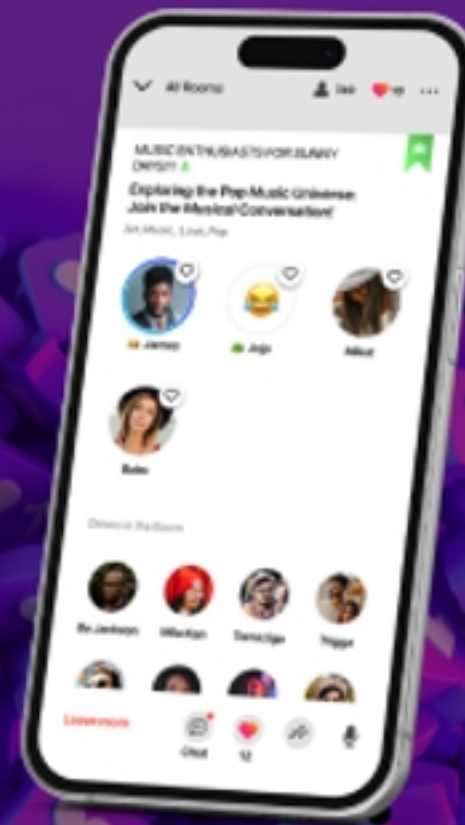


FANBASE

We Aim To Prioritize Engagement, Views, And Monetization.

Following is dead.

Now it's about views and engagement paired
with creator tools to help you make money.



Live Audio Chat

Fanbase plans to strategically utilize the capital raised for.

- **Driving User Engagement:** Fanbase will focus on enhancing the user experience to increase interaction and retention on the platform, fostering a vibrant and active community.
- **Pioneering Beyond Basic Innovation:** Focusing on the development of groundbreaking features and services to set Fanbase apart in the social media market.
- **Scaling Up Infrastructure:** Scale up our architecture, improve automation, and start developing/owning infrastructure.
- **Protecting Our Intellectual Property:** Ensuring the platform's unique innovations and features are legally protected to maintain its competitive edge.
- **Expanding Our Content Creator Base:** Broadening the diversity and range of content creators on the platform to cater to a wider array of user interests and preferences.
- **Attracting Exceptional Talent:** Investing in hiring skilled professionals to bring innovative ideas and drive the platform's growth and development.
- **Innovative Marketing:** Implementing creative marketing strategies to elevate brand awareness and attract a wider audience to the platform.

THE MARKET

The Creator Economy Is Surging

The creator economy is valued at approximately **\$250 billion** in **2023**, indicating its substantial growth and impact on the global economic landscape. The total addressable market of the creator economy could roughly double in size to **\$480 billion** by **2027**.

([Source](#))



FANBASE

The Creator Economy
Addressable Market Is
Projected To Reach

\$480 Billion

By The Year **2027.**

The global creator population is projected to grow at a **10-20%** compound annual growth rate over the next five years, and **48%** of social media users said they're likely to pay for premium subscriptions. ([Source](#) | [Source](#))



FANBASE

48% Of Social Media Users Said

Subscribe now

**They're Likely To Pay For
Premium Subscriptions.**

THE BUSINESS MODEL

Revolutionizing Revenue

Fanbase stands out in the social media landscape with its unique business model that emphasizes both user freedom and monetization opportunities. As a **FREE** to-download-and-use app, Fanbase distinguishes itself by not running ads. This approach ensures that every user's content is visible to their following without being suppressed, a common tactic used by other platforms to compel advertisers to spend directly with them. Instead of relying on ad revenue, Fanbase empowers its users to create a hybrid follower model - combining

free followers with the option for users to have paid subscribers. These subscribers can pay monthly from **\$2.99** to **\$99.99** to access additional, exclusive content.

Fanbase's revenue model is based on a revenue-sharing system, where the platform takes **20%** of all revenue generated, post-app store fees. This model provides an equitable way for both the platform and its users to benefit financially. It offers creators a direct path to monetization while ensuring that the platform itself can sustain and grow its operations. This approach positions Fanbase as a forward-thinking player in the creator economy, catering to the growing demand for platforms that offer fair compensation and visibility for content creators.

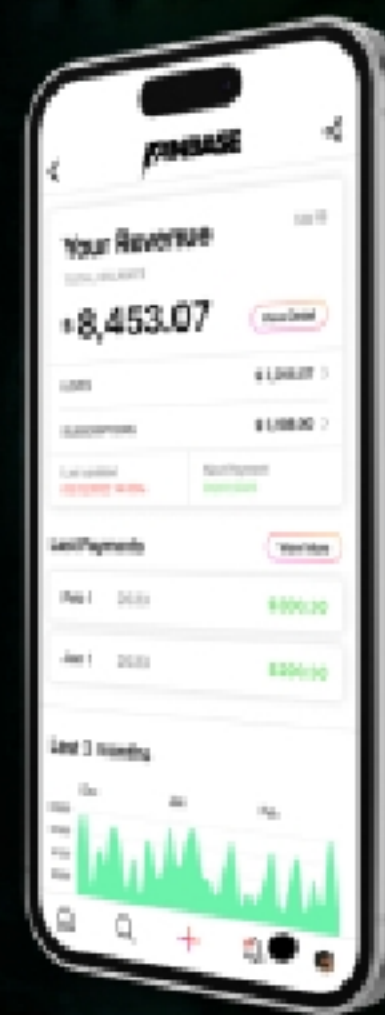


FANBASE

There Are Multiple Ways To Make Money On Fanbase.

Fanbase lets users mix up free followers with the chance to get paid subscribers.

These subscribers can pay anything from **\$2.99** to **\$99.99** every month to see extra, special content.



We Put The Community And Creators First

Fanbase sets itself apart from existing social media apps in several key ways:

1. **Ad-Free Experience:** Unlike many social media platforms that rely heavily on advertising revenue, Fanbase offers an ad-free experience. This approach ensures that user content is not overshadowed by advertisements and provides a more user-focused environment.
2. **Content Visibility and No Suppression:** Fanbase prioritizes complete visibility for its users' content. It does not engage in practices like content suppression or shadowbanning, which are common on other platforms. This means that users' posts are more likely to be seen by their entire following, enhancing engagement and reach.
3. **Hybrid Monetization Model:** Fanbase allows users to have both free followers and paid subscribers on the same profile. This hybrid model gives users the flexibility to offer free content while also monetizing additional, exclusive content through subscription fees that can range from \$2.99 to \$99.99 per month.
4. **Revenue Sharing Model:** The platform operates on a revenue-sharing model, taking 20% of all revenue generated after app store fees. This approach aligns the platform's success with that of its creators, offering a fair and transparent monetization scheme.
5. **Empowering Diverse Content Creators:** Fanbase has a strong focus on inclusivity and empowering diverse voices, particularly in underserved communities. This aspect resonates with users who seek a platform that reflects and supports a wide range of perspectives and experiences.
6. **Innovative Features:** The app continues to introduce innovative features like AI algorithms, long-form video, and interactive chat rooms, keeping up with the evolving needs and preferences of modern social media users.

We're Empowering Ownership That Redefines Social Media Investment



FANBASE

**Instagram & TikTok Didn't Allow
The Public To Invest In The Seed
Stage.**



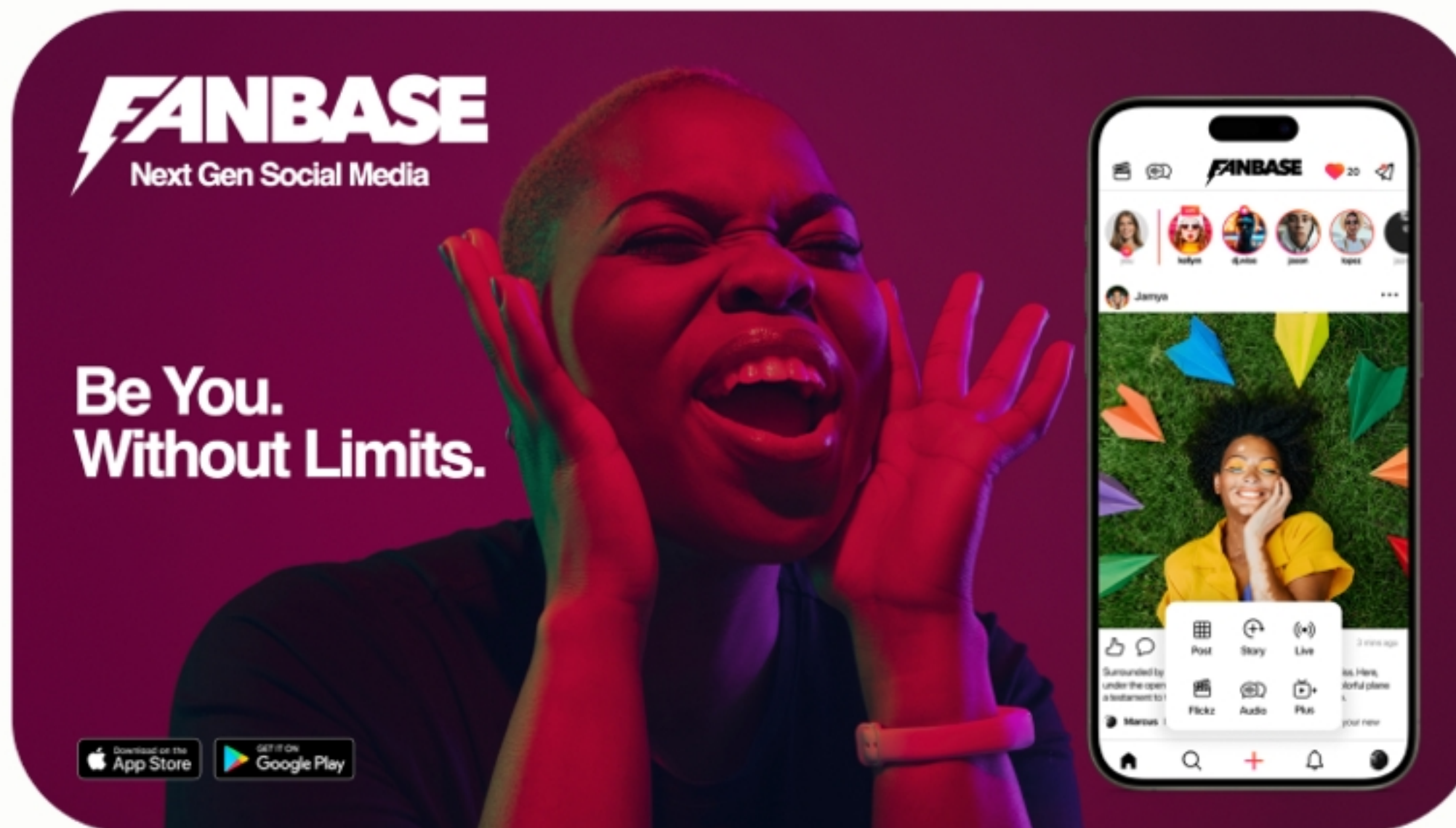
Fanbase Does.

Investing in us offers a unique opportunity that platforms like Instagram and TikTok have never provided – the chance for users and the community to own a part of the platform they contribute to, engage with, and make successful.

Unlike the other apps, Fanbase allows everyone to have a seat at the 'cap table' of an emerging startup.

This approach not only empowers users by giving them a stake in the platform's success but also aligns perfectly with the current trend toward more equitable and inclusive online spaces. Additionally, Fanbase's commitment to providing robust creator tools and front-end monetization options further enhances its appeal.

By investing in Fanbase, individuals are not just supporting a platform; they are becoming part of a movement aimed at freedom and disruption in the social media and creator economy, challenging the status quo and reshaping the digital ecosystem for the better.



ABOUT

HEADQUARTERS

**1 Don Tomaso Drive #1, 1
Los Angeles, CA 90008**

WEBSITE

[View Site](#) 

THIS IS A COMPANY USED FOR TESTING - THIS IS A TEST COMPANY THIS IS A TEST COMPANY
THIS IS A TEST COMPANY THIS IS A TEST COMPANY THIS IS A TEST COMPANY THIS IS A TEST
COMPANY THIS IS A TEST COMPANY THIS IS A TEST COMPANY THIS IS A TEST COMPANY THIS
IS A TEST COMPANY. 4/15/21

TEAM



Founder One • Founder
123-123-456-456-789-7890
[Read Less](#)



Teddy Riles • CFO



D Gordon • CEO
123
[Read Less](#)



Gordon John • CFO
123-123-456-456-789-7890
[Read Less](#)



Dwight Gordon • CEO

Show Less

TERMS

DG QA TEST Co

Overview

PRICE PER SHARE

\$50

VALUATION

\$100k

DEADLINE ⓘ

Jul. 9, 2024 at 6:59 AM UTC

FUNDING GOAL ⓘ

\$10k - \$5M

Breakdown

MIN INVESTMENT ⓘ

\$100

OFFERING TYPE

Equity

MAX INVESTMENT ⓘ

\$107,000

SHARES OFFERED

Common Stock

MIN NUMBER OF SHARES OFFERED

200

MAX NUMBER OF SHARES OFFERED

100,000

Maximum Number of Shares Offered subject to adjustment for bonus shares

SEC Recent Filing	→
Offering Circular	→
Offering Memorandum	→
Offering Related Risks	→
Risks	^

A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment. In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document. The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature. These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

Valuation Methodology: This should provide a reasonable basis for the selected valuation other than just the opinion of the Company. This should be a detailed and specific discussion of why the company thinks it is currently worth the pre-money valuation above.

dwright@startengine.com dwight@startengine.com dwight@startengine.com

PRESS

My Article

TEST TEST TEST - BLAH BLAH BLAH

[View Article](#)

ALL UPDATES

01.26.24

Exciting Start: DG-QA-Test-Co's New Launch

We're thrilled to announce that DG-QA-Test-Co is ushering in a new era of growth with our strategic launch scheduled for February 1, 2024. This comes with a fresh marketing approach aimed at enhancing customer engagement and market reach. To steer this mission, we've brought on experienced hands in leadership roles who will bring their expertise to our existing stellar team. Eveolving further, we've refined our corporate plans to align with our ambitious goals. Stay tuned for an exciting journey ahead as we remain dedicated to providing top-notch solutions for our clients. We appreciate your continued support and are eager for you to be part of our new chapter.



01.26.24

Diana's Donuts Wild Berry Cream Cake Donut.

Brighten your day with Diana's Donuts' scrumptious new addition - the Wild Berry Cream Cake Donut, proudly brought to you in partnership with dg-qa-test-co! This circle of happiness, with your choice of Chocolate, Maple, Cookies and Cream, Boston Cream, or Vanilla Flavor, all nestled in a ring of vibrant Wild Berries, is our tastiest innovation yet. Aside from satiating palates, we anticipate this exciting product will significantly rev up our sales. We don't just encourage you to invest further; we invite you to taste testament to our sweet success with every bite! Your word-of-mouth recommendations are invaluable to us. Stay tuned for more irresistible delights like our forthcoming White Chocolate Berry Blast and Sweet Coconut Lemon Donuts. A mouthwatering journey awaits!

01.02.24

Notice of Material Change in Offering

[The following is an automated notice from the StartEngine team].

Hello! Recently, a change was made to the DG QA TEST Co offering. Here's an excerpt describing the specifics of the change:

Test

When live offerings undergo changes like these on StartEngine, the SEC requires that certain investments be reconfirmed. If your investment requires reconfirmation, you will be contacted by StartEngine via email with further instructions.

12.18.23

Elevation of FI:FY's Innovation: The Frisbe Launch

We want to share our joy and enthusiasm as we take a major leap forward with the unveiling of our latest innovative product, the trailblazing Electric Frisbee! Meticulously designed with radiant LED lights, this game-changing invention transforms color based on the spin speed, infusing a captivating twist into conventional outdoor games, raising them to the heights of genuine spectacle. The launch of the Electric Frisbee is not just a milestone in our product development, but a signpost in our ongoing journey of breaking boundaries and reinventing experiences. Our teams have worked relentlessly to bring this exceptional product to life, grounded in our unwavering commitment to innovation and customer satisfaction. Coupled with our strategic marketing initiatives, we foresee this product significantly fuelling our sales, leading to robust growth and enhancing shareholder value. As driving forces behind FI:FY, your continued support and increased investment are crucial to our shared journey of growth and innovation. We extend an invitation to revel in our success and make your networks part of FI:FY's exciting future. This festive moment underscores the strength of our innovation and heralds a bountiful horizon.

12.18.23

Notice of Material Change in Offering

[The following is an automated notice from the StartEngine team].

Hello! Recently, a change was made to the DG QA TEST Co offering. Here's an excerpt describing the specifics of the change:

New Material Change here

When live offerings undergo changes like these on StartEngine, the SEC requires that certain investments be reconfirmed. If your investment requires reconfirmation, you will be contacted by StartEngine via email with further instructions.

12.14.23

New Update #1 12/14

Test message - New Update #1 12/14

12.08.23

Successful Launch of Five New Products

We are proud to announce the successful launch of five new products in our line-up. This significant addition supports our current sales strategy and opens up new possibilities for growth. We've worked hard to ensure each product aligns with our commitment to quality and innovation. We want to express our deepest gratitude for your continued support and belief in our vision. Your invaluable support helps us push boundaries and keep up the pace in the competitive marketplace. Thank you for being a part of our exciting journey.

12.01.23

DG QA Test Co Quarterly Update & Upcoming Webinar

We're thrilled to report our accomplishments this quarter beginning with an exciting addition to our team. Our new VP, Max Karon, an industry expert with a decade of experience, has joined DG QA Test Co. His expertise and acumen will be instrumental in our drive towards innovation and growth. We've tackled this quarter's industry trends head-on, invigorating our ranks with a creative team that anticipates and adapts to an ever-shifting landscape. As we look forward, our ambitions rise - we plan on growing our business by 10%, achievable through our strategic planning. In light of additions and ambitions, we invite you to join our founder and CEO, Dr. Daniel Dgqa, at the upcoming Investment Webinar on Monday, December 4th. We shall discuss our latest electronic patents and elucidate our strategic plans amid the conclusion of this investment round. We forever welcome your insights and suggestions. Feel free to provide feedback directly at dgqa@gmail.com - the support and involvement of investors like you positions us sustainably for success!

11.13.23

Notice of Material Change in Offering

[The following is an automated notice from the StartEngine team].

Hello! Recently, a change was made to the DG QA TEST Co offering. Here's an excerpt describing the specifics of the change:

We need to make a Material Change

When live offerings undergo changes like these on StartEngine, the SEC requires that certain investments be reconfirmed. If your investment requires reconfirmation, you will be contacted by StartEngine via email with further instructions.

11.07.23

11/7 DG QA Test Update #2 Scheduled

11/7 DG QA Test Update #2 Scheduled

This Should be scheduled

This should be second update for today

Show More Updates

REWARDS

Multiple investments in an offering cannot be combined to qualify for a larger campaign reward.

\$150

05 20 42 38
Days Hours Minutes Seconds

Select

JOIN THE DISCUSSION



What's on your mind?

0/2500

Post



John Doe

a year ago

Testing 12/18 comment here

[Show less](#)



1



0



John Doe

a year ago

My reply 12/18

[Show less](#)

↑ 0



Dwight Fix-Gordon

DG QA TEST Co • a year ago

Ffffff

[Show less](#)

💬 0

↑ 0



John Doe

a year ago

New message Android 8/25

[Show less](#)

💬 0

↑ 1



John Doe

a year ago

Test

[Show less](#)

💬 0

↑ 1



John Doe

a year ago

New iOS comment 8/25

[Show less](#)

💬 0

↑ 0





John Doe
a year ago

New comment 8/25 web
[Show less](#)



0



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John Doe
a year ago

Test comment
[Show less](#)



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0



John Doe
a year ago

8-11 comment desktop
[Show less](#)



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John Doe
a year ago

Testing jdoe5p 8/11
[Show less](#)



2



0



John Doe
a year ago

Jdoe5p reply mobile 8/25
[Show less](#)



0



View 1 more reply

JD

John Doe

a year ago

Jjdoe5p mobile

[Show less](#)



2



0



JD

John Doe

a year ago

Jdoe5p 8/25 reply

[Show less](#)



0



View 1 more reply

Show More Comments

HOW INVESTING WORKS

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

SIGN
UP

SUBMIT
ORDER

FUNDS IN
TRANSIT

FUNDS
RECEIVED

FUNDS
INVESTED

WHY STARTENGINE?



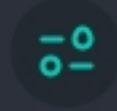
REWARDS

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



SECURE

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



DIVERSE INVESTMENTS

Invest in over 200 start-ups and collectibles!

FAQS

How much can I invest?



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

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

When will I receive my shares?



At the close of an offering, all investors whose funds have “cleared” by this time will be included in the disbursement. At this time, each investor will receive an email from StartEngine with their Countersigned Subscription Agreement, which will serve as their proof of purchase moving forward.

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

What will the return on my investment be?



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

Can I cancel my investment?



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

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

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

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

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



Both Title III (Regulation Crowdfunding) and Title IV (Reg A+) help entrepreneurs crowdfund capital investments from unaccredited and accredited investors. The differences between these regulations are related to the investor limitations, the differing amounts of money companies are

permitted to raise, and differing disclosure and filing requirements. To learn more about Regulation Crowdfunding, [click here](#), and for Regulation A+, [click here](#).

StartEngine Private

When I invest, what am I purchasing?



Any investment you do make will be in a Series LLC which will own shares of the underlying company either directly or indirectly. You will not be investing in the underlying company itself.

What's a Series Limited Liability Company or Series LLC?



StartEngine Private is the primary or “parent” LLC that comprises one or more distinct series of interest for each underlying asset. The series either directly or indirectly invests in and holds shares of the underlying company. Each series will merely be a separate series and not a separate legal entity. Under Delaware law, if certain conditions are met, the liability of investors holding one series of interests is segregated from the liability of investors holding another series of interests and the assets of one series of interests are not available to satisfy the liabilities of other series of interests. In the case of StartEngine Private, each series will be created for the purpose of holding an equity interest in a single underlying company.

How do you determine the share price?



The StartEngine Private series purchases the underlying securities from an affiliate. The affiliate previously sourced and negotiated the terms to purchase these underlying securities from third parties. The price paid by StartEngine Private is higher than what the affiliate paid for the securities previously in the secondary market. We also note that while StartEngine does not impose any continuing management fee expenses, there is a carried interest of 20 percent associated with the investment in our series, and therefore to the extent the securities appreciate in value there will not be a one-to-one economic parity between the share value of the StartEngine Private shares and the company's shares. Please read the “Risk Factors,” which is included as Exhibit B to the subscription agreement for further details.

What does “Exclusive for Accredited Investors” mean?



Unlike Regulation Crowdfunding and Regulation A+ offerings which are open to the general public, Regulation D (Reg. D) offerings are only available to Accredited Investors and Qualified Purchasers. Prior to investing in a Reg. D offering, **you'll need to provide documentation proving your accreditation or qualified status, such as a W-2, account statement, or FINRA**

CRD number.

- An accredited investors has two years of an individual income of more than \$200,000 (or \$300,000 with a spouse); or a net worth of over \$1 million, excluding the investors primary residence; or a Series 7, 65, or 82 license.
- A qualified purchaser has an investment portfolio with a liquid value of \$5 million or more

What is an accredited investor?



In the US, an accredited investor includes anyone who:

- earned income that exceeded \$200,000 (or \$300,000 together with a spouse or spousal equivalent) in each of the prior two years, and reasonably expects the same for the current year, or;
- has a net worth over \$1 million, either alone or together with a spouse or spousal equivalent (excluding the value of the person's primary residence), or; has a net worth over \$1 million, either alone or together with a spouse or spousal equivalent (excluding the value of the person's primary residence), or;
- holds in good standing a Series 7, 65, or 82 license.

For more information, you can visit [here](#) and contact your financial advisor.

What do I have to provide to verify my status as an accredited investor?



Please note: you can also have a Licensed Attorney, Licensed Accountant, Registered Broker-Dealer, or Registered Investment Advisor provide **a letter affirming your accreditation.**

Alternatively, the following information will be required:

- **To verify your income:** provide the last 2 years' worth of tax documents that prove you have had sufficient income for the last two years to meet requirements.
- **To verify your net worth:** provide account statements, proof of property ownership, or other documentation showing ownership that proves you have a net worth that meets requirements.
- **To verify your Series 7, 65, or 82 license:** provide your FINRA CRD number for validation.

More FAQs



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Important Message

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. INVESTMENTS ON STARTENGINE ARE SPECULATIVE, ILLIQUID, AND INVOLVE A HIGH DEGREE OF RISK, INCLUDING THE POSSIBLE LOSS OF YOUR ENTIRE INVESTMENT.

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

StartEngine facilitates three types of primary offerings:

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

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

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

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

StartEngine Marketplace

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

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

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

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

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

EXHIBIT D TO FORM C

VIDEO TRANSCRIPT

THIS IS A TEST COMPANY 4/15/21

STARTENGINE SUBSCRIPTION PROCESS (Exhibit E)

Platform Compensation

- As compensation for the services provided by StartEngine Capital or StartEngine Primary, as identified in the Offering Statement filed on the SEC EDGAR filing system (the “Intermediary”), the issuer is required to pay to Intermediary a fee consisting of a 5.5-13% (five and one-half to thirteen) commission based on the dollar amount of securities sold in the Offering and paid upon disbursement of funds from escrow at the time of closing. The commission is paid in cash and in securities of the Issuer identical to those offered to the public in the Offering at the sole discretion of the Intermediary. Additionally, the issuer must reimburse certain expenses related to the Offering. The securities issued to the Intermediary, if any, will be of the same class and have the same terms, conditions, and rights as the securities being offered and sold by the issuer on StartEngine’s platform.
- As compensation for the services provided by StartEngine, investors are also required to pay the Intermediary a fee consisting of a 0-3.5% (zero to three and a half percent) service fee based on the dollar amount of securities purchased in each investment.

Information Regarding Length of Time of Offering

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

Hitting The Target Goal Early & Oversubscriptions

- The Intermediary will notify investors by email when the target offering amount has hit 25%, 50%, and 100% of the funding goal. If the issuer hits its goal early, the issuer can create a new target deadline at least 5 business days out. Investors will be notified of the

new target deadline via email and will then have the opportunity to cancel up to 48 hours before the new deadline.

- **Oversubscriptions:** We require all issuers to accept oversubscriptions. This may not be possible if: 1) it vaults an issuer into a different category for financial statement requirements (and they do not have the requisite financial statements); or 2) they reach \$5M in investments. In the event of an oversubscription, shares will be allocated at the discretion of the issuer, with priority given to StartEngine Venture Club members.
- If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be canceled and committed funds will be returned.
- If a StartEngine issuer reaches its target offering amount prior to the deadline, it may conduct an initial closing of the offering early if they provide notice of the new offering deadline at least five business days prior to the new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). StartEngine will notify investors when the issuer meets its target offering amount. Thereafter, the issuer may conduct additional closings until the offering deadline.

Minimum and Maximum Investment Amounts

- In order to invest, commit to an investment or communicate on our platform, users must open an account on StartEngine and provide certain personal and non-personal information including information related to income, net worth, and other investments.
- **Investor Limitations:** There are no investment limits for investing in crowdfunding offerings for accredited investors. Non-accredited investors are limited in how much they can invest in all crowdfunding offerings during any 12-month period. The limitation on how much they can invest depends on their net worth (excluding the value of their primary residence) and annual income. If either their annual income or net worth is less than \$124,000, then during any 12-month period, they can invest either \$2,500 or 5% of their annual income or net worth, whichever is greater. If both their annual income and net worth are equal to or more than \$124,000, then during any 12-month period, they can invest up to 10% of annual income or net worth, whichever is greater, but their investments cannot exceed \$124,000.