



HYPERSCIENCES, INC.

PRIVATE PLACEMENT OFFERING

Subscription Booklet

Private Placement of 10% Convertible Promissory Notes

\$5,000,000 Offering

The securities offered hereby are speculative and involve a high degree of risk.

Minimum Purchase Price: \$20,000

Accredited Investors Only

February 8, 2024

Legal Disclaimer: HyperSciences, Inc. is currently undertaking a private placement of the securities described in the accompanying transaction documents in reliance upon the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933 (the "Securities Act") and Rule 506(c) of Regulation D promulgated thereunder. Investing in HyperSciences, Inc. is speculative and involves substantial risks. You should purchase these securities only if you can afford a complete loss of your investment. See Purchase Agreement Risk Factors to read about the more significant risks you should consider before buying any stock in the Company.

INSTRUCTIONS FOR COMPLETION OF SUBSCRIPTION BOOKLET

Prospective investors should read the transaction documents for this proposed investment in HyperSciences, Inc. (the “**Company**”), including the Subscription Agreement (the “**Purchase Agreement**”), Registration Rights Agreement (“**Registration Rights Agreement**”), the 10% Convertible Promissory Notes (the “**Notes**”) and this Subscription Booklet (collectively, the “**Transaction Documents**”) prior to purchasing any Note in this Offering (as such terms are defined below). In particular, you should not construe the contents of the Transaction Documents as investment or legal advice. You should consult your bankers, counsel, accountants, tax experts and other advisors as to legal, tax, business, financial and related aspects of an investment in the s Notes. No representation or warranty is made as to whether, or the extent to which, the Note constitute legal investments for investors whose investment authority is subject to legal restrictions. Such investors should consult their legal advisors regarding such matters.

The Company is offering (the “**Offering**”) Notes in an aggregate principal amount of up to a maximum of \$5,000,000 on a best-efforts basis, at a price of \$10,000.00 per Note. The total Offering amount may be increased by up to twenty percent (20%), or \$1,000,000, at the Company’s sole discretion, for a total Offering amount of up to \$6,000,000. The minimum subscription is \$20,000.00 or two Notes.

If you wish to invest in this Offering, this Subscription Booklet and the signature pages included herewith must be executed and returned to:

Michael Epstein at: mepstein@digitaloffering.com

You should consult with an attorney, accountant, investment adviser or other adviser regarding an investment in the Company and Notes and its suitability for you. Investing in the Company and the Notes involves certain investment risks, including the possible loss of all of your investment. All subscription documents must be completed correctly and thoroughly, or they will not be accepted. If you wish to invest, please complete, sign and return this Subscription Booklet and the relevant signature page contained herein.

- Section I** - Important Notices and Certifications
- Exhibit A** – Individual/Joint Investor Form(s)
- Exhibit B** - Entity Investor Form(s)
- Exhibit C** – Digital Offering Form CRS Disclosure
- Exhibit D** – Accreditation Procedures

The purchase price for the Notes is exclusive of any costs incurred by an investor for legal, tax accounting or financial advice, including fees paid to his, her or its purchaser representative, if any.

Upon completing this Subscription Booklet and executing the signature pages contained herein, the subscription made by the investor will be irrevocable and, unless the subscription is rejected, or the Offering is withdrawn, the subscriber will become an investor in this Offering. The Company may reject, in whole or in part, any subscription and at any time, in their absolute discretion for any reason whatsoever, including but not limited to, failure to conform to the requirements of the Offering, insufficient documentation, or oversubscription of the Offering. Investors who participate in this Offering will be required to deposit their funds directly to the Company. There is no minimum in this Offering, so there will be no continuing arrangements to place the funds in an escrow, trust or similar account, and all cleared funds will be available to the Company immediately.

Wiring Instructions:

Wells Fargo

ABA #: 121000248 for wires and 125008547 for direct deposits and electronic payments

SWIFT: WFBIUS6S

A/C #: 3739709206

A/C Name: HyperSciences, Inc.

Bank Address:

Wells Fargo Bank, N.A.

601 W 1st Ave.

Spokane, WA 99201

Phone: 800-289-3557

Company Mailing Address:

HyperSciences, Inc.

1314 S Grand Blvd, Ste 2-133

Spokane, WA 99202

**SECTION I
IMPORTANT NOTICES AND CERTIFICATIONS**

NOTICES

- Your Subscription Booklet is comprised of Exhibits A, and B hereto and a signature page thereto is included in this Subscription Booklet as Exhibit A for individual/joint investors or Exhibit B for entities.
- You as an individual or you on behalf of the subscribing entity are being asked to complete this Subscription Booklet so a determination can be made as to whether or not you (it) are qualified to purchase securities under applicable federal and state securities laws.
- Your answers to the questions contained herein must be true and correct in all respects, and a false representation by you may give rise to a violation of law for which a claim for damages may be made against you.
- Your answers will be kept strictly confidential; however, by signing this Subscription Booklet, you will be authorizing the Company to present a completed copy of this Subscription Booklet (and any completed questionnaires and related information submitted by you in connection therewith) on a confidential basis to its counsel and such other advisors to the Company as they may deem appropriate in order to make certain that the offer and sale of the Notes will not result in a violation of the Securities Act or of the securities laws of any state or of any other jurisdiction.
- **All questions must be answered.** If the appropriate answer is “None” or “Not Applicable,” please state so. Please print or type your answers to all questions and attach additional sheets if necessary, to complete your answers to any item. Please initial any correction.
- You hereby agree that the execution of the Signature Pages set forth herein constitute agreement to be bound by the terms and conditions hereof and all of the other documents constituting the Transaction Documents.

Individual Subscribers:

- If the Notes subscribed for are to be owned by more than one person, you and the other co-subscriber must each complete a separate Subscription Booklet (except if the co-subscriber is your spouse) and sign the signature page to the Subscription Agreement included with this Subscription Booklet. If your spouse is a co-subscriber, you must indicate his or her name and social security number.

CERTIFICATIONS

- I understand that investment in the Notes is an **illiquid investment**. In particular, I recognize that: (i) I must bear the economic risk of investment in the Notes for an indefinite period of time, since the Notes have not been registered under the Securities Act and therefore cannot be sold unless either they are subsequently registered under the Securities Act or an exemption from such registration is available and, if requested by the Company, an opinion of counsel or other evidence reasonably satisfactory to the Company to that effect is provided; and (ii) no established market will exist and it is possible that no public market for the Notes, or any part thereof or any security underlying any part thereof, will develop. I consent to the affixing by the Company of such legends on certificates representing the Notes (or any part thereof) as any applicable federal or state securities law or any securities law of any other applicable jurisdiction may require from time to time.

_____ **Initial**

- The Investor has such knowledge and experience in financial and business matters that the Investor is capable of evaluating the merits and risks of the Investor’s investment in the Notes and is able to bear such risks, and has obtained, in the Investor’s judgment, sufficient information from the Company to evaluate the merits and risks of such investment. The Investor has evaluated the risks of investing in the Notes, understands there are substantial risks of loss incidental to the purchase of the Notes and has determined that the purchase of Notes is a suitable investment for the Investor and that the Investor can

sustain a complete loss of the Investor's investment in the Company.

_____ **Initial**

- I represent and warrant to the Company that: (i) the financial information provided in this Subscription Booklet relating to me is complete, true and correct in all material respects; (ii) I and my investment managers, if any, have carefully reviewed and understand the risks of, and other considerations relating to, a purchase of Notes, including, without limitation, the Risk Factors as set forth in the Subscription Agreement; (iii) I and my investment managers, if any, have been afforded the opportunity to obtain any information necessary to verify the accuracy of any representations or information presented by the Company and have had all inquiries to the Company answered, and have been furnished all requested materials, relating to the Company and the offering and sale of the Notes and anything set forth in the Transaction Documents; (iv) neither I nor my investment managers, if any, have been furnished any offering literature by the Company or any of its affiliates, associates or agents other than the Transaction Documents, and the agreements referenced therein; and (v) I am acquiring the Notes for which I am subscribing for my own account, as principal, for investment and not with a view to the resale or distribution of all or any part of the Notes in violation of federal, state or other applicable securities laws.

_____ **Initial**

- I hereby agree that the Company may deliver all notices, financial statements, and any and all other documents, information and communications concerning the affairs of the Company, including, without limitation, information about my investment, required or permitted to be provided to me hereunder by means of e-mail or by posting on an electronic message board or by other means of electronic communication. By signing this Subscription Booklet, I hereby consent to receive electronically all documents, communications, notices, contracts, and agreements arising from or relating in any way to my rights, obligations or services under the Transaction Documents or as an investor in the Company. In connection with the U.S. Securities and Exchange Commission's electronic delivery of information requirements, I further agree to receive electronic mail for the purpose of recertifying this Certification through negative consent and agree to notify the Company in writing if I no longer agree to receive such communications by electronic means.

_____ **Initial**

- I represent that my investment objective is speculative in that I seek the maximum total return through an investment in a broad spectrum of securities, which involves a higher degree of risk than other investment styles and therefore my risk exposure is also speculative.

_____ **Initial**

- The Notes offered hereby are highly speculative and involve a high degree of risk and I should only purchase these securities if I can afford to lose my entire investment.

_____ **Initial**

- I understand that the purchase price per Note is exclusive of any costs incurred by me for legal, tax, accounting or financial advice, including fees paid to my purchaser representative, if any.

_____ **Initial**

- The undersigned, if a corporation, partnership, trust or other form of business entity, (i) is authorized and otherwise duly qualified to purchase and hold the Notes, (ii) has obtained such additional tax and other advice that it has deemed necessary, (iii) has its principal place of business at its residence address set forth in this Subscription Booklet, and (iv) has not been formed for the specific purpose of acquiring the Notes (although this may not necessarily disqualify the subscriber as a purchaser). The persons executing the Subscription Booklet, as well as all other Transaction Documents related to the Offering, represent that they are duly authorized to execute all such Transaction Documents on behalf of the entity. (If the

undersigned is one of the aforementioned entities, it agrees to supply any additional written information that may be required.)

_____ **Initial**

- All of the information which I have furnished to the Company and which is set forth in the Subscription Booklet is correct and complete in all material respects as of the date of the Subscription Booklet. If any material change in this information should occur prior to my subscription being accepted, I will promptly furnish the revised or corrected information. I further agree to be bound by all of the terms and conditions of the Offering and the Transaction Documents. I agree to indemnify and hold harmless the Company and its officers, directors, employees and affiliates from and against all damages, losses, costs and expenses (including reasonable attorneys' fees and expenses) that they may incur by reason of the failure of the undersigned to fulfill any of the terms or conditions of this Subscription Booklet or by reason of any breach of the representations and warranties made by the undersigned herein or in any agreement provided by the undersigned to the Company. This subscription is not transferable or assignable by me without the written consent of the Company (provided, however, that for the avoidance of doubt, any securities acquired in the Offering are transferrable without the consent of the Company, subject to any restrictions on transfer specified in the other Transaction Documents). If more than one person has signed this Subscription Booklet, the obligations of each such signatory to this Subscription Booklet shall be joint and several and the representations and warranties contained in this Subscription Booklet shall be deemed to be made by, and be binding upon, each of these persons and his or her heirs, executors, administrators, successors and assigns (but, for the avoidance of doubt, such obligations of the persons signing this Subscription Booklet are several, and not joint, with any other investor in the Offering). This subscription, upon acceptance by the Company, shall be binding upon my heirs, executors, administrators, successors and assigns. This Subscription Booklet shall be construed in accordance with and governed in all respects by the internal laws of the State of Delaware.

_____ **Initial**

- I certify that (1) my taxpayer identification number shown in this Subscription Booklet is correct and (2) I am not subject to backup withholding because (a) I have not been notified that I am subject to backup withholding as a result of a failure to report all interest and dividends or (b) the Internal Revenue Service has notified me that I am no longer subject to backup withholding. (If you have been notified that you are subject to backup withholding and the Internal Revenue Service has not advised you that backup withholding has been terminated, strike out item (2) in the sentence directly above.)

_____ **Initial**

- The acceptance of my subscription together with the appropriate remittance will not breach any applicable money laundering rules and regulations and I undertake to provide verification of my identity reasonably satisfactory (on a confidential basis) to the Company promptly on request. I acknowledge that due to money laundering requirements operating within their respective jurisdictions, the Company may require further identification of me/us before applications can be processed. The Company shall be held harmless and indemnified by me against any loss arising from the failure to process this application if such information as has been reasonably required from me has not been provided by me.

_____ **Initial**

- I understand that the Subscription Booklet relating to the Offering will be irrevocable, and unless the subscription is rejected or withdrawn, I will become an investor in this Offering. I understand that the Company may accept any subscription at any time in their sole and absolute discretion. They may reject, in whole or in part, any subscription and at any time, in their absolute discretion for any reason whatsoever, including but not limited to, failure to conform to the requirements of the Offering, insufficient documentation, or oversubscription of the Offering.

_____ **Initial**

-
- I understand that the Company has engaged Digital Offering, LLC (“**DO**”), as placement agent for the Company in connection with the financing set forth in this Subscription Booklet. As managing agent of the Offering, DO is entitled to a cash fee of up to three and one half percent (3.5%) of the gross proceeds of such sales, subject to certain terms and conditions. For Digital Offering sourced investors, the Company agrees to pay Digital Offering, concurrently with each closing of the Offering, cash equal to 7.00% of the gross proceeds of the Offering raised.

_____ **Initial**

**EXHIBIT A
INDIVIDUAL/JOINT INVESTOR FORM(S)**

ALL INDIVIDUAL/JOINT INVESTORS MUST COMPLETE EXHIBIT A

Name of Investor (*please print or type*)

Social Security Number (Tax I.D. Number)

\$

Amount of Subscription*

* minimum subscription amount is \$20,000 or 2 Notes

Type of Investor -

- Individual
- Joint Tenants (with Rights of Survivorship)

Full Mailing Address (*Exactly as it should appear on labels*):

Mr. Mrs. Ms. Miss Dr. Other _____

Telephone ()

Cell number ()

E-mail address

Fax number ()

If different from Full Mailing Address above; please supply a **Residence** (individual) or **Principal Place of Business** (entity) address (*no P.O. boxes, please*):

Telephone ()

Cell number ()

E-mail address

Fax number ()

ANTI-MONEY LAUNDERING INFORMATION

This Subscription Booklet will not be deemed complete, regardless of whether the subscriber has already wired funds, until all of the required documentation is received.

Identity Document (all investors must attach)

- A government issued form of picture identification**
(e.g. a passport, driver’s license, other government-issued document evidencing nationality or residence and bearing a photograph or similar safeguard).
- Proof of Mailing, Residence or Place of Business Address** (e.g., current utility bill).

Payment Source Information for Wires

- (a) Account holder name (if different from Investor, above): _____
- (b) “Wiring Bank” from which payment is being wired: _____ **YES NO**
- (c) Is the Wiring Bank located in the U.S. or another Approved FATF Country^{1*}?
If yes, please answer question (d) below.
- (d) Is the Investor an account holder at the Wiring Bank?

BROKER-DEALER AFFILIATE STATUS

Are you an affiliate of a broker-dealer? _____ (yes/no)

If yes, do you certify that you bought the Notes in the ordinary course of business, and at the time of purchase, you had no agreements or understandings, directly or indirectly, with any person to distribute the Notes?

_____ (yes/no)

Note: If your response to the foregoing question is “no,” the SEC’s staff has indicated that you may be required to be identified as an underwriter in a future registration statement relating to the Notes or the securities into which the Notes may convert.

Relationships with the Company

Except as set forth below, neither the undersigned nor any of its affiliates, officers, directors or principal equity holders (owners of 5% of more of the equity securities of the undersigned) has held any position or office or has had any other material relationship with the Company (or its predecessors or affiliates) during the past three years. State any exceptions here:

ACCREDITED INVESTOR

In order to ensure compliance with Rule 506(c) promulgated under Regulation D, the Investor must initial the applicable item below to indicate which method it will use to verify its status as an “accredited investor” as defined in Regulation D, and to make any necessary representations and warranties in connection with the verification of its status as an accredited investor pursuant to completing the instructions on Exhibit D.

1. FOR INDIVIDUAL ACCOUNTS

(Please initial ONE of the following, as appropriate)

Initial 1. The Investor has an individual **net worth** in excess of \$1,000,000 and represents and warrants that such Investor has disclosed all liabilities necessary to make a determination of net worth as detailed in Exhibit C below.

OR

Initial 2. The Investor has **joint net worth** with his or her spouse, in excess of \$1,000,000 and
(a) such Investor represents and warrants that such Investor has disclosed all liabilities necessary to make a determination of Investor's net worth
please initial here: _____
AND

OR

(b) such Investor's spouse represents and warrants that he/she has disclosed all liabilities necessary to make a determination of his/her net worth
spouse please initial here: _____

Initial 3. Investor had **individual income** (exclusive of any income attributable to spouse) of more than \$200,000 in each of the past two years and represents and warrants that such Investor reasonably expects to reach the same income level in the current year.

OR

Initial 4. The Investor had **joint income** with their spouse of more than \$300,000 in each of the past two years and
(a) such Investor represents and warrants that he/she has a reasonable expectation of reaching the joint income level necessary to qualify as an accredited investor
please initial here: _____
AND

OR

Initial 5. Investor represents he/she is a natural person who is a “knowledgeable employee,” as defined in rule 3c-5(a)(4) under the Investment Company Act of 1940 (17 CFR 270.3c-5(a)(4)), of the issuer of the securities being offered or sold where the issuer would be an investment company, as defined in section 3 of such act, but for the exclusion provided by either section 3(c)(1) or section 3(c)(7) of such act.

OR

Initial

6. Investor represents that he/she is a “family client,” as defined in rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940 (17 CFR 275.202(a)(11)(G)-1), of a family office meeting the requirements in paragraph (a)(12) of this section and whose prospective investment in the issuer is directed by such family office pursuant to paragraph (a)(12)(iii).

OR

Initial

7. Investor represents that he/she is a natural person holding in good standing one or more professional certifications or designations or credentials from an accredited educational institution that the SEC has designated as qualifying an individual for accredited investor status.

SIGNATURE PAGE

INDIVIDUAL/JOINT INVESTOR

Individual/Joint Investors must sign this page.

By signing below, Investors agree to be bound by the terms of this Subscription Booklet, the Purchase Agreement, any certifications contained herein and all other Transaction Documents.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the dates set forth below.

Investor name (please print): _____

Signature: _____ Date: _____

COMPANY ACCEPTANCE

(Company use only)

HYPERSCIENCES, INC.
(a Delaware Corporation)

Acceptance Date: _____, 2024

By: _____
Name: Mark Russell
Title: President & CEO

EXHIBIT B
ENTITY INVESTOR FORM(S)

ALL ENTITY INVESTORS MUST COMPLETE EXHIBIT B

Name of Investor (*please print or type*)

Social Security Number (Tax I.D. Number)

\$

Amount of Subscription*

* minimum subscription amount is \$20,000 or 2 Notes

Type of Investor - *please check all that apply:*

- | | | |
|--|--|--|
| <input type="checkbox"/> Partnership | <input type="checkbox"/> Registered Investment Company | <input type="checkbox"/> Foundation |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Tenants in Common | <input type="checkbox"/> Endowment |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Individual Retirement Plan | <input type="checkbox"/> Employee Benefit Plan |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Charitable Remainder Trust | <input type="checkbox"/> Keogh Plan |
| <input type="checkbox"/> Fund of Funds ^{2*} | | |

Full Mailing Address (*Exactly as it should appear on labels*):

Mr. Mrs. Ms. Miss Dr. Other _____

Telephone ()

Cell number ()

E-mail address

Fax number ()

If different from Full Mailing Address above; please supply a **Residence** (individual) or **Principal Place of Business** (entity) address (*no P.O. boxes, please*):

Telephone ()

Cell number ()

E-mail address

Fax number ()

^{2*} For purposes of this item, the term “**Fund of Funds**” means a fund that invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are private funds or registered investment companies.

ANTI-MONEY LAUNDERING INFORMATION

This Subscription Booklet will not be deemed complete, regardless of whether Investor has already wired funds, until all of the required documentation is received.

Entity Documentation (Investor representative may email such documentation to Company)

- Documents showing the existence of the entity, such as certified articles of incorporation, a government-issued business license, a partnership agreement, or a trust instrument.

Payment Source Information

- (a) Account holder name (if different from Investor, above): _____
- (b) "Wiring Bank" from which payment is being wired: _____ **YES** **NO**
- (c) Is the Wiring Bank located in the U.S. or another Approved FATF Country^{3*}?
If yes, please answer question (d) below.
- (d) Is the Investor an account holder at the Wiring Bank?

BROKER-DEALER AFFILIATE STATUS

Are you an affiliate of a broker-dealer? _____ (yes/no)

If yes, do you certify that you bought the Notes in the ordinary course of business, and at the time of purchase, you had no agreements or understandings, directly or indirectly, with any person to distribute the Notes? _____ (yes/no)

Note: If your response to the foregoing question is "no," the SEC's staff has indicated that you may be required to be identified as an underwriter in a future registration statement relating to the Notes or the securities into which the Notes may convert.

Relationships with the Company

Except as set forth below, neither the undersigned nor any of its affiliates, officers, directors or principal equity holders (owners of 5% of more of the equity securities of the undersigned) has held any position or office or has had any other material relationship with the Company (or its predecessors or affiliates) during the past three years. State any exceptions here:

^{3*} As of the date hereof, approved countries that are members of the Financial Action Task Force on Money Laundering (each, an "Approved FATF Country") are: Argentina, Australia, Austria, Belgium, Brazil, Canada, Denmark, Finland, France, Germany, Greece, Hong Kong, Iceland, Ireland, Italy, Japan, Luxembourg, Mexico, Kingdom of the Netherlands, New Zealand, Norway, Portugal, Singapore, South Africa, Spain, Sweden, Switzerland, Turkey, United Kingdom and the United States.

2. ACCREDITED INVESTOR

In order to ensure compliance with Rule 506(c) promulgated under Regulation D, the Investor must initial the applicable item below to indicate which method it will use to verify its status as an “accredited investor” as defined in Regulation D, and to make any necessary representations and warranties in connection with the verification of its status as an accredited investor pursuant to completing the instructions on Exhibit D.

(A) FOR CORPORATIONS, PARTNERSHIPS, EMPLOYEE BENEFIT PLANS OR IRA

1. Has the subscribing entity been formed for the specific purpose of investing in the Notes? _____ (yes/no)

If your answer to question 1 is “no”, CHECK whichever of the following statements (a-g) is applicable to the subscribing entity.

The undersigned entity certifies that it is an “accredited investor” because it is:

(a) _____ an employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974, provided that the investment decision is made by a plan fiduciary, as defined in section 3(21) of such Act, and the plan fiduciary is a bank, savings and loan association, insurance company or registered investment adviser;

OR

(b) _____ an employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974 that has total assets in excess of \$5,000,000; **OR**

(c) _____ each of its shareholders, partners, or beneficiaries meets at least one of the conditions described above under FOR INDIVIDUAL ACCOUNTS. Please also CHECK the appropriate space in that section;

OR

(d) _____ the plan is a self-directed employee benefit plan and the investment decision is made solely by a person that meets at least one of the conditions described above under FOR INDIVIDUAL ACCOUNTS. Please also CHECK the appropriate space in that section;

OR

(e) _____ a corporation, a partnership, limited liability company, or a Massachusetts or similar business trust with total assets in excess of \$5,000,000.

OR

(f) _____ a “family office,” as defined in rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940 (17 CFR 275.202(a)(11)(G)-1):

- With assets under management in excess of \$5,000,000,
- That is not formed for the specific purpose of acquiring the securities offered, and
- Whose prospective investment is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment.

OR

(g) _____ a “family client,” as defined in rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940 (17 CFR 275.202(a)(11)(G)-1), of a family office meeting the requirements in paragraph (a)(12) of this section and whose prospective investment in the issuer is directed by such family office pursuant to paragraph (a)(12)(iii).

If the answer to Question 1. above is “yes”, please certify the statement (h) below is true and correct:

(h) _____ The undersigned entity certifies that it is an accredited investor because each of its shareholders or beneficiaries meets at least one of the conditions described above under FOR INDIVIDUAL ACCOUNTS. Please also CHECK the appropriate space in that section.

(B) FOR TRUST ACCOUNTS

1. Has the subscribing entity been formed for the specific purpose of investing in the Notes?
_____ (yes/no)

If your answer is “no,” CHECK whichever of the following statements (a-c) is applicable to the subscribing entity.

If your answer is “yes,” the subscribing entity must be able to certify to the statement (c) below in order to qualify as an “accredited investor.”

The undersigned trustee certifies that the trust is an “accredited investor” because:

(a) _____ the trust has total assets in excess of \$5,000,000 and the investment decision has been made by a “sophisticated person”;

OR

(b) _____ the trustee making the investment decision on its behalf is a bank (as defined in Section 3(a)(2) of the Act), a saving and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act, acting in its fiduciary capacity;

OR

(c) _____ the grantor(s) of the trust may revoke the trust at any time and regain title to the trust assets and has (have) retained sole investment control over the assets of the trust and the (each) grantor(s) meets at least one of the ACCREDITED INVESTOR conditions described below for Individual Accounts. Accordingly, please initial ONE of the following, as appropriate:

_____ i. The Investor has an individual **net worth** in excess of \$1,000,000 and
Initial represents and warrants that such Investor has disclosed all liabilities necessary to make a determination of net worth as detailed in Exhibit C.

OR

_____ ii. The Investor has a **joint net worth** with his or her spouse, in excess of
Initial \$1,000,000 and
(a) such Investor represents and warrants that such Investor has disclosed all liabilities necessary to make a determination of the Investor's net worth;
please initial here: _____

AND

(b) such Investor's spouse represents and warrants that he/she has disclosed all liabilities necessary to make a determination of his/her net worth;
spouse please initial here: _____

OR

_____ iii. Investor had **individual income** (exclusive of any income attributable to
Initial spouse) of more than \$200,000 in each of the past two years and represents and warrants that such Investor reasonably expects to reach the same income level in the current year.

OR

_____ iv. The Investor had **joint income** with their spouse of more than \$300,000 in
Initial each of the past two years and
(a) such Investor represents and warrants that he/she has a reasonable expectation of reaching the joint income level necessary to qualify as an accredited investor;
please initial here: _____

AND

(b) such Investor’s spouse represents and warrants that he/she has a reasonable expectation of reaching the joint income level necessary to qualify as an accredited investor;
spouse please initial here: _____

ONLY FILL OUT THE FOLLOWING SECTION IF YOU ARE AN ENTITY

AUTHORIZATION OF REPRESENTATIVE(S)/AGENT(S)

Set forth below are the names of persons authorized by the Investor to give and receive instructions between the Company and the Investor, together with their respective signatures. Such persons are the only persons so authorized until further notice to the Company.

(Please attach additional pages if needed)

Name	Signature

Address of Authorized Representative/Agent (*no P.O. boxes please*):

Telephone ()

Cell number ()

E-mail address

Fax number ()

Please provide the following information for an individual(s) who is deemed to be a beneficial owner of the legal entity.

The beneficial owners for each legal entity must include: (1) each individual, if any, who, directly or indirectly, through any contract arrangement, understanding, relationship, or otherwise owns 25% or more of the equity interests of the legal entity and (2) an individual with “significant responsibility to control, manage, or direct a legal entity customer” (including an individual acting in an executive office or senior management position, such as a Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Managing Member, General Partner, President, Vice President, or Treasurer).

The following materials must also be provided to the Company for each beneficial owner:

- A government issued form of picture identification**
(e.g., passport, driver’s license, other government-issued document evidencing nationality or residence and bearing a photograph or similar safeguard).

Beneficial Owner (if required)

Full Mailing Address:

Mr. Mrs. Ms. Miss Dr. Other _____

Date of birth

SSN (US persons)

Second Beneficial Owner (if required)

Full Mailing Address:

Mr. Mrs. Ms. Miss Dr. Other _____

Date of birth

SSN (US persons)

Third Beneficial Owner (if required)

Full Mailing Address:

Mr. Mrs. Ms. Miss Dr. Other _____

Date of birth

SSN (US persons)

(Please attach additional beneficial ownership pages if needed)

SIGNATURE PAGE

CORPORATIONS, PARTNERSHIPS, TRUSTS OR OTHER ENTITIES

Corporations, Partnerships, Trusts or Other Entity Investors must sign this page.

By signing below, Investors agree to be bound by the terms of this Subscription Booklet, the Purchase Agreement, any certifications contained herein and all other Transaction Documents.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the dates set forth below.

Investor Entity Name (please print): _____

Signature: _____ Date: _____

Signatory Name (please print): _____

Title: _____

COMPANY ACCEPTANCE

(Company use only)

HYPERSCIENCES, INC.
(a Delaware Corporation)

Acceptance Date: _____, 2024

By: _____
Name: Mark Russell
Title: President & CEO

EXHIBIT C

DIGITAL OFFERING LLC - FORM CRS – CUSTOMER RELATIONSHIP SUMMARY

1. INTRODUCTION

Digital Offering LLC (“D.O.”) is registered with the Securities & Exchange Commission as a broker-dealer that provides brokerage accounts and services. D.O. is a member of FINRA and SIPC. Brokerage and investment advisory services and fees differ; it is important for you to understand the differences. Free and simple tools are available to research firms and financial professionals at:

www.investor.gov/CRS which also provides educational materials about broker-dealers, investment advisers, and investing.

2. WHAT INVESTMENT SERVICES AND ADVICE CAN YOU PROVIDE ME?

- The brokerage services we provide include investment banking, managing broker-dealer, and occasionally offering private placement securities to institutions and individuals. On occasions where we do offer securities, we are required to ensure that they are suitable for the investor and appropriate for their financial needs, risk tolerance, and liquidity needs.
- We do not open (or hold) accounts for investors or institutions, nor do we maintain a ‘clearing relationship’ with a clearing firm, and therefore, we do not monitor any customer positions.

Questions to ask:

- *Given my financial situation, should I choose a brokerage service?*
- *How will you choose investments to recommend?*
- *What is your relevant experience, including your licenses, education, and other qualifications?*

3. FEES, COSTS, CONFLICTS, AND STANDARD OF CONDUCT

3A. What Fees Will I Pay?

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

- The fee you pay is based on the specific transaction and not on the value of your account.
- For investments in private placements of securities, the fees paid to D.O. will be deducted from the amount of investment money sent to the issuer of the securities. The Private Placement Memorandum will contain information for the amount specific to the offering.
- The more transactions in your account, the more fees we will charge you. We therefore have an incentive to encourage you to engage in transactions.

Questions to ask:

Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?

3B. What are your legal obligations to me when providing recommendations? How else does your firm make money and what conflicts of interest do you have?

When we provide you with a recommendation, we have to act in your best interest and not put our interest ahead of yours. If at any time the way we make money creates some conflicts with your interests, you will receive a disclosure of that conflict, it may be in a prospectus, proxy statement, offering document, or other type of notice. You should understand and ask us about these conflicts because they can affect the recommendation(s) we provide you. Here are some examples to help you understand what this means.

- Proprietary products are investments that are issued, sponsored, or managed by our firm or affiliates. We and our affiliates make money on proprietary products which may be similar to non-proprietary products which may cost less. D.O. is currently not offering proprietary products.
- We can make extra money by selling you certain investments either because they are managed by someone related to our firm or because they are offered by companies that pay our firm to sell their investments. Your financial professional also receives more money if you buy these investments.

Questions to ask:

How might your conflicts of interest affect me, and how will you address them?

3C. How do your financial professionals make money?

Financial professionals receive compensation directly related to investor's investments in the form of commissions. Commissions in private placements of securities can be found in the Private Placement Memorandum associated with the offering which must be provided to you prior to making an investment.

4. DO YOU OR YOUR FINANCIAL PROFESSIONALS HAVE A LEGAL OR DISCIPLINARY HISTORY?

Yes. Visit www.investor.gov/CRS for a free and simple search tool to research us and our financial professionals. For additional information about our brokers and services, visit <https://brokercheck.finra.org/>, and our web site www.digitaloffering.com.

Questions to ask:

As a financial professional, do you have any disciplinary history? For what type of conduct?

5. ADDITIONAL INFORMATION

- You may find additional information about our brokerage services at our website www.digitaloffering.com.
- You may request a copy of the Form CRS Relationship Summary by contacting your investment professional or our main office at (866) 209-1955.

EXHIBIT D

Summary of Process for Verification of Accredited Investor Status

The definition of an individual accredited investor under the Securities Act of 1933, Rule 501(a)⁴ is that you have (i) gross individual income of \$200,000 – or \$300,000 with your spouse if filing jointly – in both of the previous 2 years with a reasonable expectation that you will attain that level of income in the current year, or; (ii) individual net worth (excluding primary residence) – or joint net worth with a spouse – in excess of \$1,000,000. You may wish to visit the SEC website to learn more, and view their [Accredited Investor Information](#)¹. Note that income verification is valid for 12 months from the date we confirm it, while net worth verification is only valid for 3 months from the date we confirm it. Unverified investors will not be permitted to participate in this Offering.

3 Ways to Get Verified

1. Please have your CPA, attorney, registered investment advisor, or broker-dealer email us a letter on their letterhead, using this template (the pro-letter document provided below), attesting to your status as an accredited investor based upon their knowledge of your income or your net worth. This letter must be dated within the prior 90 days.
2. You may instead send income verification documents (such as IRS Forms 1040 or W-2) for us to review that evidence your income for the prior two years.
3. You may instead send asset verification documents (such as bank or brokerage statements dated within the past 60 days), which we will review. If you use this method we will request a credit report from a national credit reporting agency to verify your debt, obtain a letter from you verifying that no debt exists other than what appears on the credit report, and calculate your estimated net worth to assist us in making a determination.

This Subscription Booklet will not be deemed complete, regardless of whether Investor has already wired funds, until the required verification document described above is received by the Company. If the document is not received, funds will be returned to the Investor and the subscription will not be accepted.

⁴ <https://www.sec.gov/fast-answers/answers-accredhtm.html>

[CERTIFIER LETTERHEAD]

[DATE]

HyperSciences, Inc.
c/o Mark Russell, President & CEO
1314 S. Grand Blvd., # 2-133
Spokane, WA 99202

Re: Accredited Investor Verification of [NAME OF INVESTOR]

Dear Mr. Russell:

[Name of Investor] (“Investor”) asked [me/us] to provide you with this letter verifying Investor’s status as an “accredited investor” under Rule 501(a) of the Securities Act of 1933. [I/we] have taken, within the past three months, reasonable steps to verify Investor’s qualification and now attest that Investor satisfies the below-identified criteria to qualify as an accredited investor.

Note that [I am/we are]:

- A broker-dealer registered with the Securities and Exchange Commission.
- An investment advisor registered with the Securities and Exchange Commission.
- A licensed attorney in good standing under the laws of the jurisdiction in which I am admitted to practice law.
- A certified public accountant, duly registered and in good standing under the laws of the place of my residence or principal office.

My [License/Certification/Bar] Number is [NUMBER]. I am admitted or registered in the following states: [STATES].

Ultimately, Investor is accredited because [he/she/it]: [select one]

- is an individual who has earned income in excess of \$200,000 (or \$300,000 together with Investor’s spouse) in each of the last two years, and reasonably expects to earn the same this year.
- is an individual who has a net worth of over \$[1] million, either alone or together with Investor’s spouse. This amount excludes the value of Investor’s primary residence.
- [OTHER – Please describe compliance to SEC Rule 501 in detail; attach add’l pages if needed]

This is a written confirmation of Investor’s status as an “accredited investor” and may be relied upon by any issuer, its partners, agents, affiliates, and participating platforms in connection with transactions issuer conducts pursuant to SEC Rule 506 under the Securities Act. This confirmation may not be used or relied upon for any other purpose.

Sincerely,

[Verifier Signature]

[Verifier Address 1]

CC: Dan Wadkins- Foster Garvey PC
dan.wadkins@foster.com (via email only)