NEUROKINESIS CORPORATION

PRIVATE PLACEMENT MEMORANDUM

SERIES B PREFERRED STOCK

$3,000,000 MAXIMUM

Memorandum #: _____

Recipient Name: _____

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM FOR ACCREDITED INVESTORS ONLY

3,409,091 Shares of Series B Preferred Stock

Purchase Price: $0.88 per share

for a Maximum capital raise of $3,000,000.00

Originally published on June 8 2024

This Memorandum dated June 28, 2024, describes the core technology of Neuro-Kinesis Corporation (the "Company" or "NKC") and its engineering development, its forthcoming analytical as well as animal and human studies, including some footnotes relating to the technology origin and its ongoing development, as well as the Company's exit strategy.

The information in this Confidential Private Placement Memorandum (this "Memorandum") is confidential and was prepared solely for use in connection with the Offering (as defined below). Recipients of this Memorandum may not distribute it or disclose the contents of it to anyone without the prior written consent of NKC, other than to persons who advise such recipient in connection with the Offering. In addition, no recipient of this Memorandum may otherwise use the same for any purpose other than evaluation by such prospective investor of the Offering. The recipient, by accepting delivery of this Memorandum, agrees to return this Memorandum and all documents furnished herewith to the Company or its representatives upon request if the recipient does not purchase any of the Securities (as defined herein) offered hereby or if the Offering is withdrawn or terminated.

The information in this Memorandum is current only as of the above date and may change after such date.

FOR MORE INFORMATION, PLEASE CONTACT:

Neuro-Kinesis Corporation

Att: Secretary of the Company

10524 S. La Cienega Blvd.
Inglewood, California 90304
Telephone: (424) 426-6110

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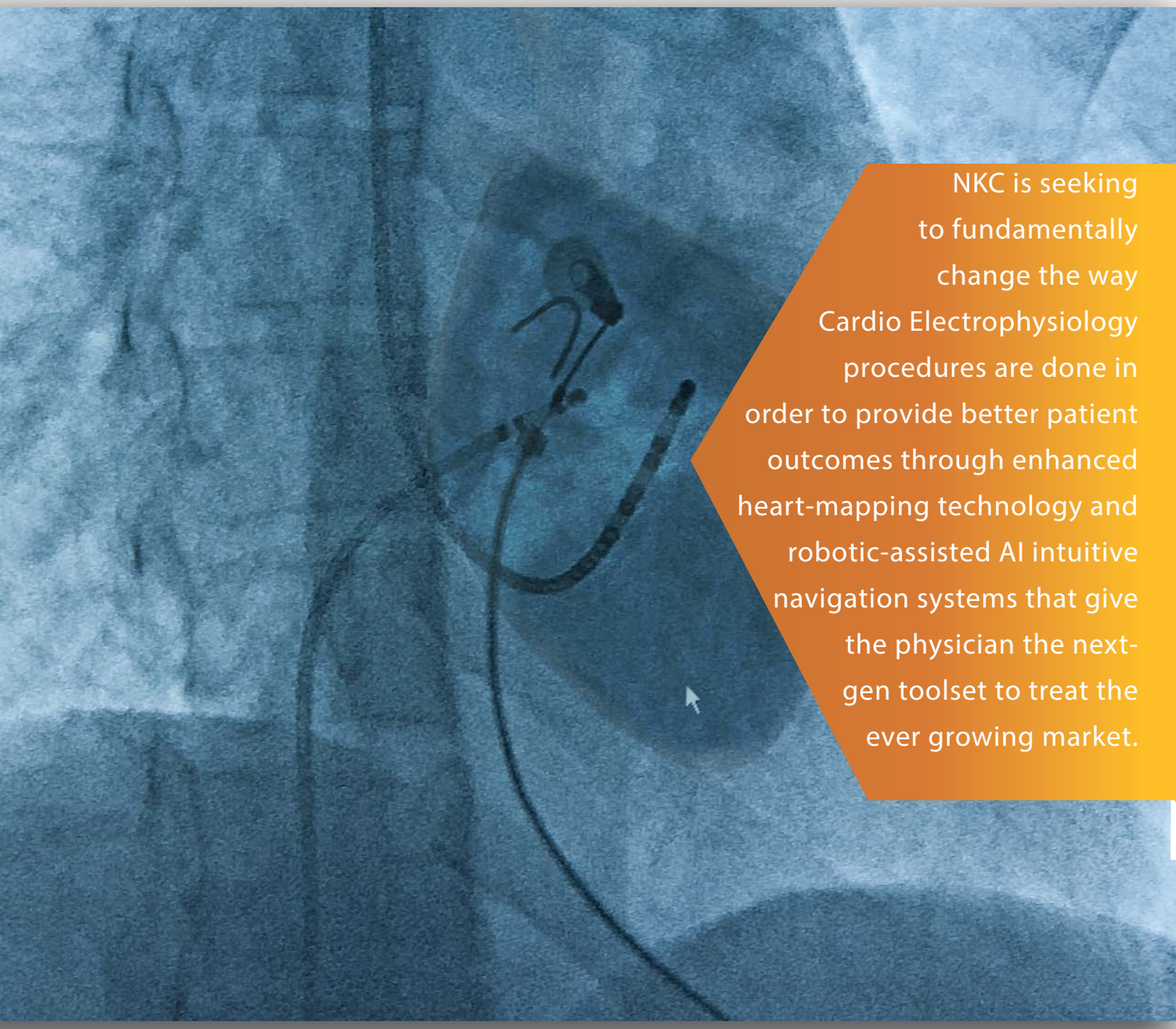
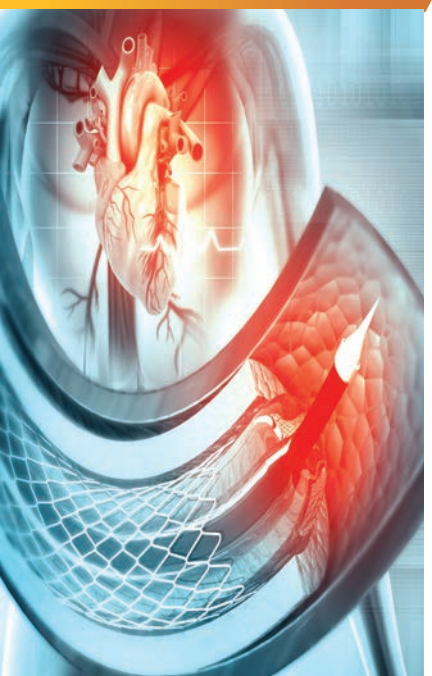


NKC is seeking to fundamentally change the way Cardio Electrophysiology procedures are done in order to provide better patient outcomes through enhanced heart-mapping technology and robotic-assisted AI intuitive navigation systems that give the physician the next-gen toolset to treat the ever growing market.

Neuro-Kinesis Corporation, a Delaware corporation, referred to herein as the "Company," or "NKC" was originally incorporated in Nevada and was subsequently reincorporated in Delaware on October 24, 2019 for the purpose of developing a next-generation Electro Physiology ("EP") mapping catheter that utilizes a proprietary smart, micro-miniature electrode array using advanced artificial intelligence ("AI") assisted guidance to provide a diagnostic cardio-mapping capability that is currently not available. The Company believes that such technology holds the promise of improving the outcome for thousands of patients dealing with complex arrhythmia cases.

NEURO KINESIS CORPORATION

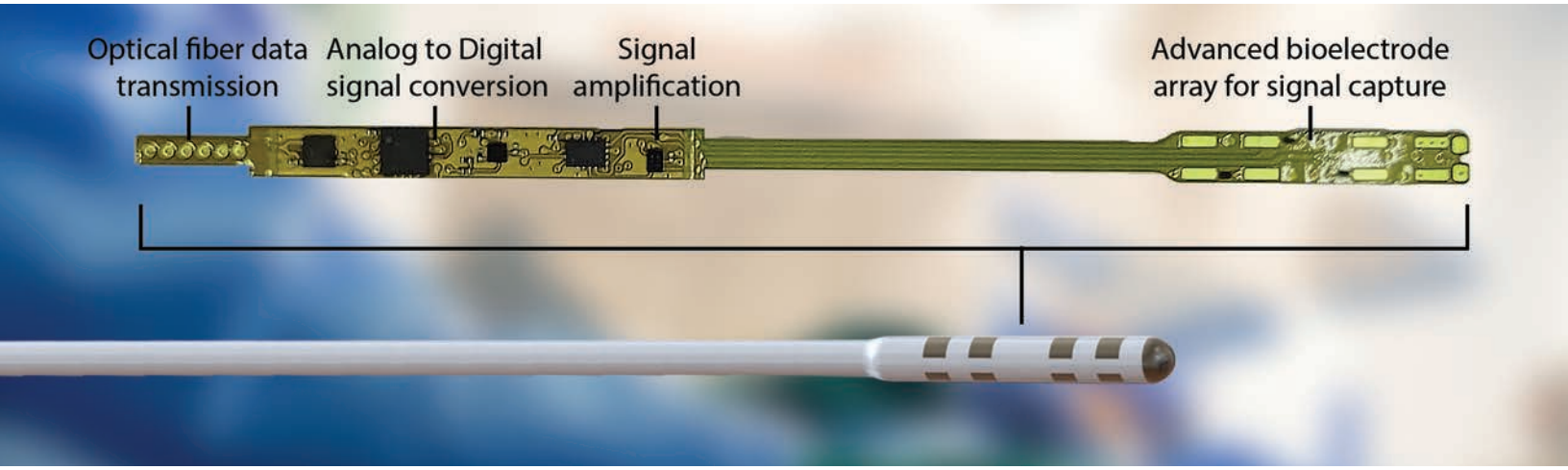
The ability to treat patients who suffer with cardio-based issues such as Afib, Bradycardia, Tachycardia, Ventricular fibrillation, and other arrhythmias is almost entirely based on the EP physicians being able to accurately map the geometry, geography and topography of the patient's heart in order to determine where the electrical flow that maintains the regulated pacing of the heart is being disrupted or misrouted. Unfortunately, advancement in cardio-mapping has not kept pace with advancements in the ability to more precisely perform curative treatments such as ablations. As a result many, EP patients, especially those with non-standard complex arrhythmias, often face multiple procedures in an attempt to provide a cure. NKC's goal is to integrate advanced technologies such as smart electronics, robotics, AI, and embedded micro-miniature systems into an advanced smart EP mapping catheter that can be controlled by a sophisticated robotic guidance system to provide a level of mapping resolution and detail that exceeds the current art by a factor of 200x. This system, as outlined in this Memorandum, will improve the indices of success, reduce morbidity, and obtain a better clinical outcome for the patient, and for the physician.



The Company's capital stock consists of Class A and Class B Common Stock, and Series A and Class B Preferred Stock. The Class A and Class B Common Stock have essentially the same rights and powers, rank equally as to voting, dividends and distributions, and upon any liquidation, dissolution or winding up of the Company. The Class A Preferred Stock and Class B Preferred Stock is senior to all Common stock (see Appendix E: Rights and Appendix F: Series B Preferred Stock Rights) The Company is only offering shares of its Series B Preferred Stock in this Offering.

The Company is offering (the "Offering") to current stockholders who also meet the qualification criteria on an accredited investors ("Investors") up to an aggregate of 3,409,091 shares of the Company's Series B Preferred Stock, par value $0.0001 per share ("Series B Preferred Stock" or the "Securities"), at a per share purchase price of $0.88 per share, for an aggregate offering amount of $3,000,000. Such purchase price represents a 20% discount to the purchase price offered in the Company's May 2023 Series B Preferred Stock Offering. Each Investor will be required to purchase a minimum of $5,000 (or 5,682 shares) of the Series B Preferred Stock to be able to participate in the Offering, unless the Company in its sole discretion agrees to accept a lower amount.

The Company will use a portion of the net Offering proceeds generally for working capital purposes and more specifically to further the development of the Company's products as set forth herein, including without limitation to: (1) development of the Huygens™ Catheter technology; (2) to conduct comprehensive animal studies to generate additional supporting data to the efficacy of the Huygens™ Catheter technology for application in EP and subsequent use of such technology for potential applications such as renal denervation ("RDN"); (3) continue the development of the Proteus II™ Robotic Arm and; (4) begin the regulatory application process for FDA certification, and by extension, the European CE Mark certification, to begin clinical use in both the U.S. domestic market as well as the European market.



The Huygens™ Catheter advances heart mapping technology to a completely new level by bringing a patented "lab-on-a-chip" system located in the proximal tip of the catheter. The Huygens™ Catheter provides a fidelity of resolution that is 200x higher than any current heart mapping catheter on the market.

STATE DISCLOSURES

THIS CONFIDENTIAL OFFERING MEMORANDUM IS NOT TO BE REPRODUCED OR DISTRIBUTED AND IS FOR THE CONFIDENTIAL USE OF THE RECIPIENT OF THIS MEMORANDUM AND HIS, HER OR ITS ADVISORS ONLY.

FEDERAL LAWS AND THE LAWS OF EACH STATE IN WHICH SECURITIES ARE BEING OFFERED REQUIRE THAT SECURITIES BE REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION AND WITH THE APPROPRIATE STATE AGENCIES PRIOR TO OFFERING SECURITIES FOR SALE, UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE. THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED OR QUALIFIED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR ANY STATE SECURITIES LAWS IN RELIANCE UPON EXEMPTIONS FROM THE REGISTRATION AND QUALIFICATION PROVISIONS OF THOSE LAWS. THE COMPANY INTENDS TO FILE A NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D OR SECTIONS 3(B) OR 4(a)(2) OF THE SECURITIES ACT AND/OR REGULATION D PROMULGATED THEREUNDER WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION AND SIMILAR NOTICES OF SALE PURSUANT TO APPLICABLE STATE LAW EXEMPTIONS FROM REGISTRATION AND QUALIFICATION. THIS CONFIDENTIAL OFFERING MEMORANDUM HAS NOT BEEN FILED WITH OR REVIEWED BY THE SECURITIES AND EXCHANGE COMMISSION, AND SECURITIES MAY NOT BE RESOLD UNLESS THEY ARE SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE. THERE IS NO OBLIGATION OF THE COMPANY TO REGISTER SECURITIES UNDER THE SECURITIES ACT OR ANY STATE SECURITIES LAW. THIS CONFIDENTIAL OFFERING MEMORANDUM MAY BE FILED WITH AND/OR REVIEWED BY REGULATORY AGENCIES OF CERTAIN STATES. HOWEVER, NO STATE REGULATORY AGENCY HAS APPROVED OR WILL APPROVE THE MERITS OF THIS OFFERING OR PASS UPON THE ACCURACY OF THIS CONFIDENTIAL OFFERING MEMORANDUM.

FOR RESIDENTS OF ALL STATES

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED.

THIS MEMORANDUM HAS BEEN PREPARED FOR INFORMATIONAL PURPOSES ONLY IN ORDER TO ASSIST PROSPECTIVE INVESTORS IN EVALUATING AN INVESTMENT IN THE COMPANY. BY ACCEPTING DELIVERY OF THIS MEMORANDUM OR ANY OTHER MATERIAL IN CONNECTION WITH THIS OFFERING, THE OFFEREE AGREES (I) TO KEEP STRICTLY CONFIDENTIAL THE CONTENTS OF THIS MEMORANDUM AND SUCH OTHER MATERIAL AND TO NOT DISCLOSE SUCH CONTENTS TO ANY THIRD PARTY OR OTHERWISE USE THE CONTENTS FOR ANY PURPOSE OTHER THAN EVALUATION BY SUCH OFFEREE OF AN INVESTMENT IN THE SECURITIES; (II) NOT TO COPY ALL OR ANY PORTION OF THIS MEMORANDUM OR ANY SUCH OTHER MATERIAL; AND (III) TO RETURN THIS MEMORANDUM AND ALL SUCH OTHER MATERIAL TO THE COMPANY IF THE OFFEREE DOES NOT SUBSCRIBE TO PURCHASE ANY OF THE SECURITIES, (b) THE OFFEREE'S SUBSCRIPTION IS NOT ACCEPTED OR (c) THIS OFFERING IS TERMINATED OR WITHDRAWN.

THE OFFER AND SALE OF THE SECURITIES HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT OR ANY STATE SECURITIES LAWS IN RELIANCE UPON EXEMPTIONS FROM REGISTRATION PROVIDED BY SECTION 4(a)(2) OF THE SECURITIES ACT AND REGULATION D PROMULGATED THEREUNDER, AND SIMILAR EXEMPTIONS FROM REGISTRATION PROVIDED BY CERTAIN STATE SECURITIES LAWS. THE SECURITIES ARE OFFERED ONLY TO ACCREDITED INVESTORS WHO HAVE THE QUALIFICATIONS NECESSARY TO PERMIT THE SECURITIES TO BE OFFERED AND SOLD IN RELIANCE UPON SUCH EXEMPTIONS AND WHO MEET THE SUITABILITY STANDARDS SET FORTH BELOW IN "TERMS OF OFFERING - INVESTOR SUITABILITY STANDARDS."

THIS MEMORANDUM CONSTITUTES AN OFFER ONLY TO THE OFFEREE TO WHOM THIS MEMORANDUM IS INITIALLY PROVIDED BY THE COMPANY AND DOES NOT CONSTITUTE AN OFFER TO SELL TO OR A SOLICITATION OF AN OFFER TO BUY FROM ANYONE IN ANY STATE OR OTHER JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORIZED, OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH AN OFFER OR SOLICITATION.

THE COMPANY RESERVES THE RIGHT IN ITS SOLE DISCRETION AND FOR ANY REASON WHATSOEVER, TO MODIFY, AMEND AND/OR WITHDRAW ALL OR A PORTION OF THE OFFERING AND/OR ACCEPT OR REJECT IN WHOLE OR IN PART ANY PROSPECTIVE INVESTMENT IN THE SECURITIES OR TO ALLOT TO ANY PROSPECTIVE INVESTOR LESS THAN THE NUMBER OF SECURITIES SUCH

INVESTOR DESIRES TO PURCHASE. THE COMPANY SHALL HAVE NO LIABILITY WHATSOEVER TO ANY OFFEREE AND/OR INVESTOR IN THE EVENT THAT ANY OF THE FOREGOING SHALL OCCUR.

THIS MEMORANDUM INCLUDES PROJECTIONS AND OTHER FORWARD-LOOKING INFORMATION. SUCH PROJECTIONS AND INFORMATION ARE BASED ON ASSUMPTIONS AS TO FUTURE EVENTS THAT ARE INHERENTLY UNCERTAIN AND SUBJECTIVE. THE COMPANY MAKES NO REPRESENTATION OR WARRANTY AS TO THE ATTAINABILITY OF SUCH ASSUMPTIONS OR AS TO WHETHER FUTURE RESULTS WILL OCCUR AS PROJECTED. IT MUST BE RECOGNIZED THAT THE PROJECTIONS OF THE COMPANY'S FUTURE PERFORMANCE ARE NECESSARILY SUBJECT TO A HIGH DEGREE OF UNCERTAINTY, THAT ACTUAL RESULTS CAN BE EXPECTED TO VARY FROM THE RESULTS PROJECTED AND THAT SUCH VARIANCES MAY BE MATERIAL AND ADVERSE. PROSPECTIVE INVESTORS ARE EXPECTED TO CONDUCT THEIR OWN INVESTIGATION WITH REGARD TO THE COMPANY AND ITS PROSPECTS.

NEITHER THE DELIVERY OF THIS MEMORANDUM NOR ANY SALE MADE HEREUNDER SHALL CREATE, UNDER ANY CIRCUMSTANCE, ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY AND OTHER INFORMATION CONTAINED HEREIN SINCE THE DATE HEREOF.

CERTAIN PROVISIONS OF VARIOUS AGREEMENTS ARE SUMMARIZED IN THIS MEMORANDUM, BUT PROSPECTIVE INVESTORS SHOULD NOT ASSUME THAT THE SUMMARIES ARE COMPLETE. SUCH SUMMARIES ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO THE TEXTS OF THE ORIGINAL DOCUMENTS, WHICH WILL BE MADE AVAILABLE TO PROSPECTIVE INVESTORS BY THE COMPANY UPON WRITTEN REQUEST.

PROSPECTIVE INVESTORS SHOULD NOT CONSTRUE THE CONTENTS OF THIS MEMORANDUM OR ANY PRIOR OR SUBSEQUENT COMMUNICATIONS FROM OR WITH THE COMPANY, OR ANY PROFESSIONAL ASSOCIATED WITH THE OFFERING, AS LEGAL OR PROFESSIONAL TAX ADVICE. THE OFFEREE AUTHORIZED TO RECEIVE THIS MEMORANDUM SHOULD CONSULT ITS OWN COUNSEL, ACCOUNTANT OR BUSINESS ADVISOR AS TO LEGAL, TAX AND OTHER MATTERS CONCERNING ITS PURCHASE OF THE SECURITIES.

THE COMPANY WILL MAKE AVAILABLE TO ANY PROSPECTIVE INVESTOR, PRIOR TO THE CLOSING FOR THE SALE OF THE SECURITIES, THE OPPORTUNITY TO ASK QUESTIONS OF AND TO RECEIVE ANSWERS FROM REPRESENTATIVES OF THE COMPANY CONCERNING THE COMPANY AND THE TERMS AND CONDITIONS OF THE OFFERING AND TO OBTAIN ANY ADDITIONAL RELEVANT INFORMATION TO THE EXTENT THE COMPANY POSSESSES SUCH INFORMATION OR CAN OBTAIN IT WITHOUT UNREASONABLE EFFORT OR EXPENSE. EXCEPT FOR SUCH

INFORMATION THAT IS PROVIDED BY THE COMPANY IN RESPONSE TO REQUESTS FROM PROSPECTIVE INVESTORS OR THEIR ADVISORS, NO PERSON HAS BEEN AUTHORIZED IN CONNECTION WITH THE OFFER OR SALE OF THE SECURITIES TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS MEMORANDUM AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON. PROSPECTIVE INVESTORS SHOULD NOT RELY UPON INFORMATION NOT CONTAINED IN THIS MEMORANDUM UNLESS IT IS PROVIDED BY THE COMPANY AS INDICATED ABOVE.

THE SECURITIES OFFERED HEREBY ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

NOTICE TO NON-U.S. RESIDENTS. IT IS THE RESPONSIBILITY OF ANY PERSONS WISHING TO PURCHASE THE SECURITIES TO SATISFY THEMSELVES AS TO FULL OBSERVANCE OF THE LAWS OF ANY RELEVANT TERRITORY OUTSIDE THE U.S. IN CONNECTION WITH ANY SUCH PURCHASE, INCLUDING OBTAINING ANY REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER APPLICABLE FORMALITIES.

summary of the offering

Prospective Investors should read this Memorandum carefully before making any investment decision regarding the Company and should pay particular attention to the information contained under the heading "Risk Factors", below. In addition, prospective Investors should consult their own advisors in order to understand fully the consequences of an investment in the Company.

The following summary does not purport to be complete and is qualified in its entirety by more detailed information appearing elsewhere in this Memorandum and the Appendices hereto.

the company

Neuro-Kinesis Corporation, a Delaware corporation (the "Company" or "NKC"), is a high-technology engineering and development company engaged in the development of an advanced platform for a smart, surgical tool for cardiology and electrophysiology operations, a cardiovascular work-station robot, and a locally amplified catheter technology which also has application in EP-related fields such renal denervation. The Company plans to develop these technologies and associated products that emerge from each technology platform. Once a technology and product are developed and ready to be brought to market, the technology and/or product, the Company intends to sell the developed technology and products to major medical device makers for that acquiring firm to bring them to market and continue the regulatory, manufacturing, marketing, and selling process.

The Company's principal executive offices are located at:

10524 South La Cienega Boulevard
Inglewood, CA 90304

and its general information telephone number is

(424) 426-6110.

the offering

Securities Offered:

The Company is offering (the "Offering") on a "best efforts" basis to accredited investors, ("Investors"), up to an aggregate of 3,409,091 shares of the Company's Series B Preferred Stock, par value $0.0001 per share at a per share purchase price of $0.88 per share, for an aggregate offering amount of $3,000,000.

Price per Share:

$0.88 per share of the Series B Preferred Stock.

Minimum Investment:

$5,000 or 5,682 shares of the Series B Preferred Stock.

The Company in its sole and absolute discretion may accept subscriptions for less than the stated minimum.

Offering Period:

Commencing on the date hereof and terminating no later than July 31, 2024 ("Termination Date"), unless earlier terminated by the Company in its sole discretion. In addition, the Company may extend the Termination Date, but in no event later than the date that is twelve (12) months from the date hereof.

Multiple Closings:

The Offering represented by this Memorandum is made on a "best efforts" basis. This means that although the Company is offering up to 3,409,091 shares of the Series B Preferred Stock, it is not required to sell a specified number of shares in this Offering prior to accepting any subscriptions. The Company will accept subscriptions as they are received and issue shares of the Series B Preferred Stock on a rolling basis. In addition, funds will not be held in escrow and a minimum number of subscriptions is not required before funds are released to the Company.

Investor Suitability:

This Offering is only being made to existing stockholder of NKC who also qualify as "accredited investors," as that term is defined in Rule 501 of the Securities Act. Subscribers will be required to submit a completed Subscription Agreement (as defined below) so that the Company can determine whether investor suitability requirements are satisfied.

Subscription Agreement:

Purchases of shares of the Series B Preferred Stock must be made pursuant to a Subscription Agreement in the form attached to this Memorandum as Exhibit C (the "Subscription Agreement"). The Subscription Agreement contains, among other provisions, representations and warranties by the Company, investment representations by the subscriber, restrictions on transferability of such shares, and indemnification relating to breaches of representations and warranties.

Capital Stock Currently Outstanding or Reserved:

As of March 31, 2023, 32,213,292 shares of Class A Common Stock were issued and outstanding, and 25,559,052 shares of Class B Common Stock were issued and outstanding. The Company has also reserved an additional 16,550,00016,55,682 shares of Class A Common Stock for issuance to employees, consultants, officers and directors of the Company pursuant to its 2019 Equity Incentive Plan. The Company has reserved an additional 5,000,000 shares of Series A Preferred Stock under a stock purchase agreement (the "Series A Stock Purchase Agreement") with PFD Capital Partners, LLC in exchange for $2,500.000 for working capital. All shares of Class B Common Stock are held by Magnetecs Corporation ("Magnetecs") and no shares of Class B Common Stock are offered pursuant to this Offering. See "Capital Stock, Stock Options and other Convertible Securities."

Total Capital Stock Outstanding After Completion of this Offering:

If all 3,409,091 shares of the Series B Preferred Stock offered hereby are sold in this Offering, there will be approximately 32,213,292 shares of Class A Common Stock outstanding, 25,559,052 shares of Class B Common Stock outstanding, 5,000,000 shares of Series A Preferred Stock outstanding, and 3,409,091 shares of Series B Preferred Stock.

Proposed Use of Proceeds:

The Company estimates that it will receive gross proceeds of $3,000,000 in this Offering if the maximum of 3,409,091 shares of the Series B Preferred Stock are sold. The Company intends to use the net proceeds of this Offering for general working capital and for other purposes described in this Memorandum.

Series B Preferred Stock:

Shares of Series B Preferred Stock issued pursuant to this Offering have a par value of $0.0001 per share. Except for dividends and distributions, where Series B Preferred Stock is subordinate only to Series A Preferred Stock, Series A Preferred Stock and Series B Preferred

Stock have essentially the same rights and powers, rank equally as to voting, dividends and distributions, and upon any liquidation, dissolution or winding up of the Company and are senior to all Common stock (see Appendix E: Series A Preferred Stock Rights and Appendix F: Series B Preferred Stock Rights). The Company is only offering shares of its Series B Preferred Stock in this Offering. The shares of Series B Preferred Stock offered hereby, when issued, will be restricted stock and may only be sold, transferred, assigned or hypothecated through an applicable exemption to registration (e.g. Rule 144 of the Securities Act) or through the filing of an effective registration statement covering such stock. The Company has no present plans to file a registration statement. For a more complete description, see "Description of Securities - Series B Preferred Stock" on page 87.

SUBSCRIPTION PROCEDURES

In order to subscribe to purchase Securities, a prospective Investor, including existing stockholders, must follow the instructions set forth below. No subscription for less than an aggregate investment amount of $5,000 will be accepted unless the Company agrees to accept a lower amount in the sole and absolute discretion.

See "Terms of the Offering -- Subscription Procedures.

summary of subscription procedures

The prospective Investor whose name appears on the cover of this Memorandum has received herewith a form of Subscription Agreement for subscribing to purchase the Securities. In order to subscribe to purchase the Securities, a prospective Investor must complete, execute and deliver to the Company, to the attention of the Company's Secretary: by (i) email at investment.roundB@neuro-kinesis.com or (ii) by U.S. mail or overnight courier at 10524 South La Cienega Boulevard, CA 90304, the following items:

- A fully executed and completed copy of the Subscription Agreement (in the form provided with this Memorandum), by means of which the prospective Investor will subscribe to purchase the designated number of Securities as set forth therein;
- A check payable to "Neuro-Kinesis Corporation" for the aggregate number of shares of the Series B Preferred Stock such prospective Investor desires to purchase, for a purchase price of $0.88 per share (subscribers wishing to arrange for wire transfer in lieu of payment by check are requested to contact the Company's Secretary, for further instructions at (424) 426-6110 or email: investment.roundB@neuro-kinesis.com; and
- A fully executed and completed copy of the Prospective Purchaser Questionnaire (in the form furnished with the Subscription Agreement).

The Company will accept subscriptions as they are received (subject to the requirements set forth herein and the Subscription Agreement and Prospective Purchaser Questionnaire included with the Subscription Agreement) and issue shares of the Series B Preferred Stock on a rolling basis. Accordingly, subscription proceeds will not be held in escrow and a minimum number of subscriptions is not required before funds are released to the Company. If the Offering for Securities is oversubscribed, the Company will have the right to prorate all subscriptions received or to reject any subscription received. See "Terms of the Offering -- Subscription Procedures."

SUITABILITY AND OTHER MATTERS

INVESTORS WILL BE REQUIRED TO REPRESENT THAT THEY ARE FAMILIAR WITH AND UNDERSTAND THE TERMS, RISKS AND MERITS OF THE OFFERING DESCRIBED IN THIS MEMORANDUM AND ALL THE ATTACHMENTS HERETO. THE SECURITIES ARE BEING OFFERED IN A PRIVATE OFFERING TO A LIMITED NUMBER OF INDIVIDUALS OR ENTITIES MEETING CERTAIN SUITABILITY STANDARDS. SEE "TERMS OF THE OFFERING - INVESTOR SUITABILITY STANDARDS." THIS OFFERING INVOLVES A HIGH DEGREE OF RISK AND PROSPECTIVE INVESTORS SHOULD BE AWARE THAT THEY MAY SUSTAIN A LOSS OF THEIR ENTIRE INVESTMENT. SEE "RISK FACTORS."

EXCLUSIVE NATURE OF PRIVATE PLACEMENT MEMORANDUM

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS MEMORANDUM. ANY INFORMATION OR REPRESENTATION NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY. NEITHER THE DELIVERY OF THIS MEMORANDUM NOR THE SALE OF THE SECURITIES SHALL UNDER ANY CIRCUMSTANCES CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE MATTERS DISCUSSED IN THIS MEMORANDUM SINCE THE DATE HEREOF; HOWEVER, IN THE EVENT OF ANY MATERIAL CHANGE OCCURRING PRIOR TO THE COMPLETION OF THE OFFERING DESCRIBED HEREIN, THIS MEMORANDUM WILL BE AMENDED AND REVISED, OR SUPPLEMENTED, ACCORDINGLY. THE COMPANY DISCLAIMS ANY AND ALL LIABILITIES FOR REPRESENTATIONS OR WARRANTIES, EXPRESSED OR IMPLIED, MADE IN WRITTEN OR ORAL COMMUNICATIONS TRANSMITTED OR MADE AVAILABLE TO THE RECIPIENT AND NOT INCLUDED IN THE OFFERING DOCUMENTS. EACH INVESTOR WILL BE ENTITLED TO RELY SOLELY ON THOSE REPRESENTATIONS AND WARRANTIES WHICH MAY BE MADE TO THE INVESTOR IN THE SUBSCRIPTION AGREEMENT RELATING TO THE SECURITIES. THE DELIVERY OF THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER IN ANY JURISDICTION TO ANY PERSON TO

WHOM SUCH OFFER WOULD BE UNLAWFUL IN SUCH JURISDICTION.

THIS MEMORANDUM DOES NOT PURPORT TO BE ALL-INCLUSIVE OR TO CONTAIN ALL OF THE INFORMATION THAT A PROSPECTIVE INVESTOR MAY DESIRE IN EVALUATING AN INVESTMENT IN THE COMPANY. EACH INVESTOR MUST CONDUCT AND RELY ON ITS OWN EVALUATION OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION WITH RESPECT TO THE SECURITIES. SEE "RISK FACTORS" FOR A DISCUSSION OF CERTAIN FACTORS WHICH SHOULD BE CONSIDERED IN CONNECTION WITH THE PURCHASE OF THE SECURITIES. NEITHER THE DELIVERY OF THIS MEMORANDUM AT ANY TIME, NOR ANY SALE OF THE SECURITIES HEREUNDER, SHALL UNDER ANY CIRCUMSTANCES CREATE AN IMPLICATION THAT THE INFORMATION CONTAINED IN THIS MEMORANDUM IS CORRECT AS OF ANY TIME SUBSEQUENT TO ITS DATE.

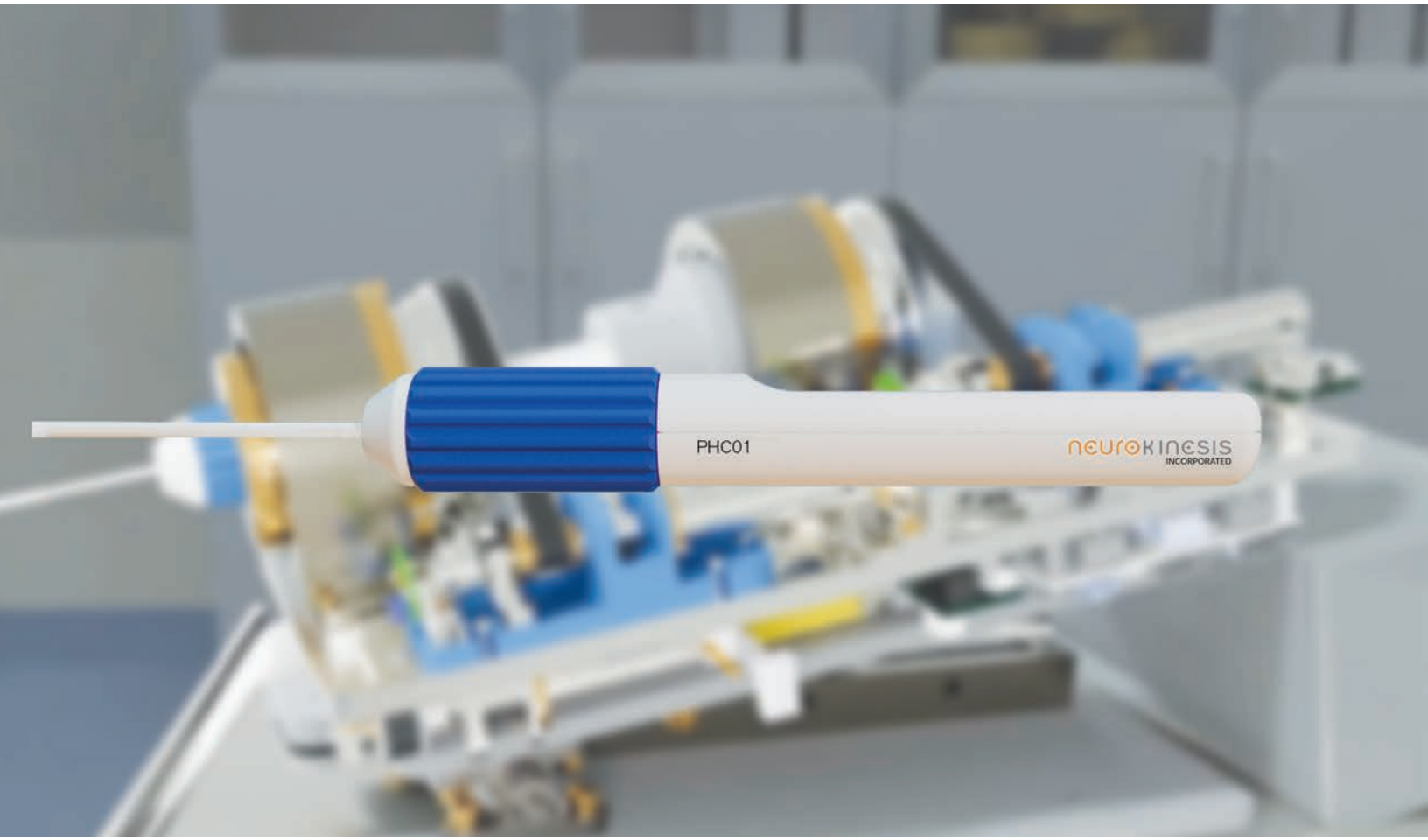
STATEMENT REGARDING FORWARD LOOKING PROJECTIONS

THE STATEMENTS, PROJECTIONS AND ESTIMATES OF FUTURE PERFORMANCE OF THE COMPANY OR VARIOUS ELEMENTS OF THE COMPANY'S BUSINESS CONTAINED IN THIS MEMORANDUM THAT ARE NOT HISTORICAL FACTS ARE FORWARD-LOOKING STATEMENTS. INVESTORS SHOULD EXPECT THAT ANTICIPATED EVENTS AND CIRCUMSTANCES MAY NOT OCCUR, THAT UNANTICIPATED EVENTS AND CIRCUMSTANCES WILL OCCUR, AND THAT ACTUAL RESULTS WILL LIKELY VARY FROM THE FORWARD-LOOKING STATEMENTS. INVESTORS SHOULD BE AWARE THAT A NUMBER OF FACTORS COULD CAUSE THE FORWARD-LOOKING STATEMENTS OR PROJECTIONS CONTAINED IN THIS MEMORANDUM OR OTHERWISE MADE BY OR ON BEHALF OF THE COMPANY TO BE INCORRECT OR TO DIFFER MATERIALLY FROM ACTUAL RESULTS. SUCH FACTORS MAY INCLUDE, WITHOUT LIMITATION, (i) THE ABILITY OF THE COMPANY TO COMPLETE THE DEVELOPMENT OF ITS PRODUCTS IN A TIMELY MANNER, (ii) THE DEMAND FOR AND TIMING OF DEMAND FOR SUCH PRODUCTS, (iii) COMPETITION FROM OTHER PRODUCTS AND COMPANIES, (iv) THE RESULTS OF THE COMPANY'S SAFETY AND EFFICACY STUDIES, (v) THE RESULTS OF THE REGULATORY APPROVAL PROCESS, (vi) THE COMPANY'S SALES AND MARKETING CAPABILITIES, (vii) THE COMPANY'S ABILITY TO SELL ITS PRODUCTS PROFITABLY, (viii) THE ABILITY OF THE COMPANY'S THIRD-PARTY SUPPLIERS TO PROVIDE PRODUCTS AND SERVICES IN A RELIABLE MANNER; (ix) AVAILABILITY OF ADEQUATE DEBT AND EQUITY FINANCING, AND (x) GENERAL BUSINESS AND ECONOMIC CONDITIONS. THESE IMPORTANT FACTORS AND CERTAIN OTHER FACTORS THAT MIGHT AFFECT THE COMPANY'S FINANCIAL AND BUSINESS RESULTS ARE DISCUSSED IN THIS MEMORANDUM UNDER "RISK FACTORS." THERE CAN BE NO ASSURANCE THAT THE COMPANY WILL BE ABLE TO ANTICIPATE,

RESPOND TO OR ADAPT TO CHANGES IN ANY FACTORS AFFECTING THE COMPANY'S BUSINESS AND FINANCIAL RESULTS.

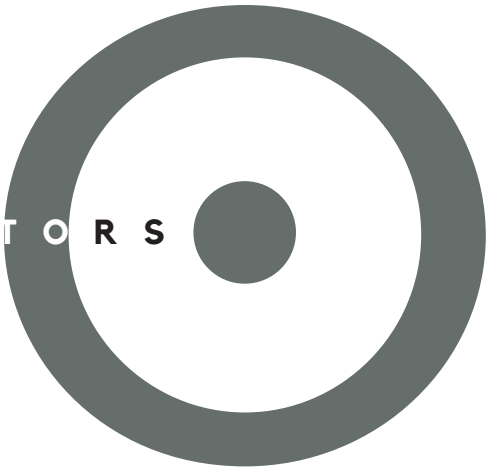
SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT

WITH THE EXCEPTION OF THE HISTORICAL INFORMATION CONTAINED IN THIS DOCUMENT, THE MATTERS DESCRIBED HEREIN CONTAIN FORWARD-LOOKING STATEMENTS THAT INVOLVE RISK AND UNCERTAINTIES THAT INDIVIDUALLY OR JOINTLY IMPACT THE MATTERS HEREIN DESCRIBED, INCLUDING BUT NOT LIMITED TO FINANCIAL PROJECTIONS, PRODUCT DEMAND AND MARKET ACCEPTANCE, THE EFFECT OF ECONOMIC CONDITIONS, THE IMPACT OF COMPETITIVE PRODUCTS AND PRICING, GOVERNMENTAL REGULATIONS, TECHNOLOGICAL DIFFICULTIES AND/OR OTHER FACTORS OUTSIDE THE CONTROL OF THE COMPANY.



The Proteus™ Catheter Handle was engineered to work in conjunction with the Proteus™ Robotic Arm and the Huygens™ Catheter to provide exacting robotic guidance control of a catheter during an EP procedure. When used in the Proteus™ Robotic Arm, the handle provides for complete robotic control of translation, rotation and deflection of the catheter movement with an accuracy of targeting not capable by the human hand. The handle can also be used manually by the EP Physician and will accommodate most standard catheter types.

IMPORTANT RISK FACTORS



An investment in the Securities offered hereby involves a high degree of risk, including, but not necessarily limited to, the risks described below. In evaluating the Company and its business, prospective Investors should carefully consider the following risk factors in addition to the other information contained elsewhere in this Memorandum. If any of the following risks or uncertainties actually occurs, the Company's business, financial condition and operating results likely would suffer.

Investor Due Diligence

This Memorandum does not purport to contain all of the information that a prospective Investor may desire in investigating the Company. Each Investor must conduct and rely upon his, her or its own investigation and evaluation of the Company and of the terms of this Offering, including the merits and risks involved in making an investment decision. The Company will provide the Investor or the Investor's representatives the opportunity to ask questions and receive answers and obtain any additional information, which the Company possesses, or can acquire without unreasonable effort or expense that is necessary to verify the accuracy of the information furnished to the Investor. All potential Investors should consult their own qualified advisors concerning the suitability of this investment. Individual or institutional Investors should consider the ability to sustain a total financial loss of an investment in the Company.

Investor Requirements

Each Investor will be required to represent that such Investor: (i) is sophisticated in business and financial matters or has been properly advised by someone who is; (ii) is familiar with and understands the terms of this Offering; (iii) is an "accredited investor" as defined in under the Securities Act; (iv) either individually or together with such Investor's purchaser-representative/ advisor, has such knowledge and experience in financial and business matters that such Investor is capable of evaluating the merits and risks of the investment; (v) acknowledges that securities

are being purchased for such Investor's own account for investment and not for distribution or resale to others; (vi) acknowledges that securities will not be sold or otherwise transferred unless they are registered under the Securities Act and all applicable state securities laws or unless an exemption from such registration is available; and (vii) has adequate means of providing his, her or its current needs and possible contingencies and has no need for liquidity of this investment.

The Company is a development-stage company with a history of losses. There can be no assurance that the Company will ever be profitable.

The Company has been a development stage company since it was formed. The Company's lack of operating history makes the prediction of future operating results difficult. Additionally, since its formation, the Company has incurred, and is continuing to incur, operating losses, and the Company's continued existence is dependent upon its ability to generate profitable operations and to secure necessary financing to fund its future operations. The likelihood of the future success of the Company must be considered in light of the Company's continuing operating losses, as well as the problems, expenses, difficulties, risks and complications frequently encountered in connection with development-stage companies. There can be no assurance that the future revenues of the Company will ever be significant or that the Company's operations will ever be profitable.

An investment in the Company must be considered in light of the risks, difficulties and uncertainties frequently encountered by companies in an early stage of development, particularly companies in new and rapidly evolving markets such as the market for new medical equipment, catheters, and similar devices. To continue to expand operations and achieve and sustain profitability, management believes that the Company must, among other things, successfully: (i) develop the Company's Huygens™ Catheter bio potential sensor technology, (ii) continue to design and develop catheter prototypes for multiple applications, (iii) continue to obtain patents covering the Company's products, continue to develop, upgrade, obtain regulatory approval for, and commercialize the Company's technology, (v) respond to competitive developments, (vi) introduce enhancements to the Company's products to address new technologies and standards, and (viii) attract, retain and motivate qualified personnel. Regarding the development of the Huygens™ Catheter technology platform, no company is known to management to have applied Huygens™ Catheter technology to catheters and other devices. Neither the Company nor its management has any proven experience in design and development of catheters using Huygens™ Catheter technology, and therefore the Company cannot assure you of the success of this application of Huygens™ Catheter technology. There can be no assurance that we will be successful in addressing these risks, and the failure to do so could have a material adverse effect on the Company's business, results of operations, financial condition and prospects.

Cautionary Disclosure

Except as otherwise noted, this Memorandum speaks as of June 28,2024. Neither the delivery of this Memorandum nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company after such date.

No person has been authorized to give any information other than that contained in this Memorandum, or to make any representations in connection with the Offering made hereby, except information given to the recipient of this Memorandum by an executive officer of the Company, on Company letterhead. If given or made, any such other information or representations may not be relied upon in making a decision whether or not to invest in Securities. Other information contained herein has been obtained by Management and from sources deemed reliable. Such information necessarily incorporates significant assumptions, as well as factual matters. Therefore, Management cannot guarantee the accuracy of the information contained herein.

Management may, from time-to-time, be engaged in related or unrelated activities. Such individuals may also serve as managers and principals of other organizations. No dealer, salesperson, finder or any other person has been authorized to give any information or to make any representations or promises other than those contained in this Memorandum, and any such other information, representations, or promises, if given or made, must not be relied upon as having been authorized by the Company. The Securities are sold only pursuant to this Memorandum.

This Memorandum does not constitute an offer to sell or a solicitation of an offer to purchase securities to anyone other than accredited investors with the requirements set forth in the Subscription Agreement, or to any person to whom it is unlawful to make such an offer or solicitation and does not constitute an offer to sell or solicitation of an offer to purchase to any member of the general public.

THIS MEMORANDUM IS NOT INTENDED TO BE, NOR SHALL IT BE CONSTRUED AS, A COMPLETE DESCRIPTION OF THE FACTS, RISKS OR CONSEQUENCES REGARDING AN INVESTMENT IN THIS OFFERING OR AS LEGAL, ACCOUNTING, TAX, BUSINESS, INVESTMENT OR OTHER EXPERT ADVICE. THIS MEMORANDUM CONTAINS ALL OF THE REPRESENTATIONS MADE BY THE COMPANY CONCERNING THIS OFFERING AND NO PERSON SHALL MAKE DIFFERENT OR BROADER STATEMENTS THAN THOSE CONTAINED HEREIN. INVESTORS ARE CAUTIONED NOT TO RELY UPON ANY INFORMATION NOT EXPRESSLY SET FORTH IN THIS MEMORANDUM.

This Memorandum includes summaries and/or descriptions of various documents. Such summaries do not purport to be complete and are qualified in their entirety by reference to the original documents, which are attached, either as exhibits or appendices to this Memorandum or will be made available to any prospective Investor upon written request to the Company.

Lack of Cash Resources

As of the date of this Memorandum, the Company's liabilities exceed the Company's liquid assets, and operations and research activities have been greatly curtailed. The Company currently has no material cash resources with which to pay expenses. The Company therefore is dependent on the proceeds of loans to and equity investments in the Company to fund operations. Management anticipates that the Company will continue to require additional investments to fund operations and development activities, until such time, if any, as the Company commences receiving sufficient revenues from operations. Management cannot assure any investor that these future investments will be available. If they are not, and if the Company is unable to generate adequate revenues from operations, the Company will be unable to continue operating. Please see Appendix A, Company Financial Statements. Without limiting the generality of the foregoing, Investors are cautioned that in the event that the Company will be forced to put operations on hold until the requisite capital is procured if the Company is unable to raise the maximum amount offered hereby.

Unpredictability of Future Revenues

Because of the Company's limited operating history and the emerging and highly competitive nature of the markets in which the Company intends to compete, management is unable to forecast accurately the Company's future revenues. Numerous uncertainties face newcomers such as the Company. Projected expense levels are based, in part, on management's expectations regarding future revenues, and to a large extent, such expenses are fixed, particularly in the short term. To the extent that the Company is unsuccessful in increasing revenues, the Company may be unable to adjust spending in a timely manner to compensate for any unexpected revenue shortfall, or the Company may have to reduce operating expenses, causing the Company to forego potential revenue generating activities, either of which could have a material adverse effect on the Company's business, results of operations, financial condition and prospects.

The Company will likely require additional financing in the future, and its operations could be curtailed if it is unable to obtain required additional financing when needed.

The Company will likely need to obtain significant additional debt or equity financing to fund future capital expenditures, including the development, testing and marketing of its existing and proposed products, specifically Proteus™ Robotic Arm and Huygens™ Catheter (the "Primary Products"). Additional equity financing may result in dilution to the holders of the Company's outstanding shares of capital stock. Additional debt financing may include conditions that would restrict the Company's freedom to operate its business, such as conditions that:

- limit the Company's ability to pay dividends or require the Company to seek consent for the payment of dividends;

- increase the Company's vulnerability to general adverse economic and industry conditions;
- require the Company to dedicate a portion of its cash flow from operations to payments on its debt, thereby reducing the availability of the Company's cash flow to fund capital expenditures, working capital and other general corporate purposes; and
- limit the Company's flexibility in planning for, or reacting to, changes in its business and its industry.

The Company cannot guarantee that it will be able to obtain any additional equity or debt financing on acceptable terms, or at all. If the Company is unable to obtain additional capital or is required to obtain capital on terms less satisfactory than those the Company desires, the Company may be required to modify its growth and operating plans, delay the development and/or deployment of its products or take other actions that could adversely affect its business, prospects, operating results and financial condition.

If the Company is unable to obtain, or experiences significant delays in obtaining, FDA HDE/HUD exemption status or Conformitè Europëenne (***CE) Mark clearances or approvals for future products or product enhancements, the Company's ability to commercially distribute and market these products could suffer.***

The Company's products may be subject to rigorous regulations by the FDA and CE Mark and numerous other federal, state and foreign governmental authorities. The process of obtaining FDA regulatory clearances or approvals to market pharmaceutical products and medical devices can be costly and time consuming, and the Company may not be able to obtain these clearances or approvals on a timely basis, if at all. In particular, the CE permits commercial distribution of a new medical device in Europe only after the device has received clearance under CE Mark. In the event the Company is required to submit a PMA for its products, or elects to pursue 510(k) clearances with the FDA, there can be no assurance that the Company will receive approval for any of such product under a PMA or a 510(k) clearance, and the lack of such an approval will prohibit the Company from marketing its products in the US, Europe and countries.

NKC is currently focusing on obtaining an FDA HDE/HUD exemption status for U.S. markets, and by extension a CE Mark for European distribution.

If the Company is unable to adjust its technology to be in compliance with the ever-changing regulatory and legal dynamics of both the national and international governing bodies.

Domestic and foreign governmental authorities that regulate the manufacture and sale of pharmaceutical products and medical devices have become increasingly vigilant and, to the extent the Company markets and sells its products in certain domestic and international markets or licenses their marketing and sale in certain domestic and international markets, the Company or its licensees may be subject to rigorous domestic and international regulation in the future.

Any change in existing federal, state, or foreign laws or regulations, or in the interpretation or enforcement thereof, or the promulgation of any additional laws or regulations, could have a material adverse effect on the Company's business, results of operations and financial condition. There can be no assurance that the Company or its suppliers will be able to stay in compliance with current regulations or that future regulations will not adversely affect the Company's operations. The success of the Company will be dependent in part upon its (and/or its licensees') ability to comply with these regulations and requirements and to maintain any required licenses. The Company's operations also could be adversely affected by, among other things, future regulatory developments and requirements relating to its business.

There is no assurance that the Company will be successful in managing its future growth.

Significant expansion of the Company's operations will be required in order to address potential market opportunities and as such the Company intends to substantially increase the scale of its operations (including, without limitation, substantially increased activity on product development, safety and efficacy studies and regulatory approval matters), which will result in higher operating costs. If the Company is unable to generate revenues that are sufficient to cover its increased costs, the Company's results of operations will be materially and adversely affected. In addition, the Company may experience periods of rapid growth, including increased staffing levels. Any such growth will place a substantial strain on Management, operational, financial, and other resources. The Company also will need to train, motivate and manage employees, as well as attract sales, technical and other professionals, including senior management and key employees. There can be no assurance that the Company will be able to effectively manage the expansion of the Company's operations or that the Company's current or future personnel, systems, procedures and controls will be adequate to support the Company's prospective operations. Any failure to expand these areas and implement appropriate procedures and controls in an efficient manner and at a pace consistent with the Company's business objectives will have a material adverse effect on the Company's business, financial condition and results of operations.

The Company's long-term prospects depend heavily on the success of its Primary Products, which are still under development and with respect to which pivotal clinical trial data is not yet available. If the Company is unable to commercialize these products or experiences significant delays in doing so, its business will be materially harmed.

The Company has invested a significant portion of its time and financial resources in the development of its Primary Products. The Company anticipates that its ability to generate significant revenues will depend in large part on the successful development and commercialization of these products and the successful partnering with third-party pharmaceutical companies. The commercial success of the Primary Products will depend on several factors, including the following:

- successful completion of product research and development of the Primary Products for purposes of creating working prototypes;

- successful completion of the manufacturing of multiple working prototypes of the Primary Products for use in initial safety and efficacy testing;
- successful commencement and completion of clinical trials;
- receipt of marketing approval from the FDA, CE Mark and similar foreign regulatory authorities;
- successful partnering with third-party pharmaceutical companies for the research and development of the Primary Products (and successful completion of product research and development, manufacturing of multiple working prototypes, commencement and completion of clinical trials and receipt of marketing approval from the FDA, CE Mark, and similar foreign regulatory authorities for such Primary Products);
- launching commercial sales of, or licensing third-party development rights to, these products;
- successfully building and sustaining manufacturing capacity to meet anticipated future market demand; and
- acceptance of any such products by consumers, by the healthcare community and by third-party insurers.

To date, the Company has only worked on research and development with respect to the design and manufacture of the Primary Products and, accordingly, has not conducted any research relating to the safety and efficacy of the Primary Products. Clinical data often is susceptible to varying interpretations and many companies that have believed that their products performed satisfactorily in clinical trials have nonetheless failed to obtain FDA or CE Mark approval for their products. The Company has completed its Pre-Clinical Animal Study protocol for the Huygens™ Catheter and its Proteus™ Robotic Arm module for FDA HDE/HUD exemption status and CE Mark certification. Furthermore, even if the Company completes its HDE/HUD exemption status and CE Mark certification filings, the FDA or CE Mark may not accept its submission as complete, may request additional information from the Company, including data from additional clinical trials, and, ultimately, may not grant marketing approval for any or all of the Primary Products. If the Company is not successful in commercializing the Primary Products, or is significantly delayed in doing so, its business will be materially harmed.

If the Company's, or any third-party partner's, clinical trials related to their products are unsuccessful, or if the Company, or any third-party partner, experiences significant delays in these trials, the Company's ability to commercialize these products will be impaired.

The Company, or any potential third-party partner, must provide the FDA, CE Mark, and similar foreign regulatory authorities with pre-clinical and clinical data that demonstrates that its Primary Products are safe and effective before these products can be approved for commercial distribution. The pre-clinical testing and clinical trials of the Company's products must comply with regulations of the numerous regulatory authorities, principally the FDA, CE Mark, and with

similar agencies in other countries. Clinical development is a long, expensive and uncertain process and is subject to delays. The Company, or any potential third-party partner, may encounter delays or rejections based on its inability to enroll enough patients to complete its clinical trials. Patient enrollment depends on many factors, including the size of the patient population, the nature of the trial protocol, the proximity of patients to clinical sites and the eligibility criteria for the study.

If the Company, or any potential third-party partner, is required to conduct clinical trials or other studies of its proposed products beyond those that the Company currently contemplates, if the Company, or any potential third party partner, is unable to successfully complete the clinical trials or other studies or if the results of these trials or studies are not positive or are only modestly positive, the Company, or any such potential third party partner, may be delayed in obtaining marketing approval for such products, the Company, or any such potential third party partner, may not be able to obtain such marketing approval or the Company, or any such potential third party partner, may obtain approval for indications that are not as broad as intended. The Company's product development costs also will increase if it experiences delays in testing or approvals. Significant clinical trial delays could allow the Company's competitors to develop and bring to market competitive products before the Company, or any such potential third- party partner, can do so for any or all of the Primary Products and impair the Company's, or any such potential third- party partner's, ability to commercialize these products. If any of these events occurs, the Company's business will be materially harmed.

Market Acceptance of the Company's Products May Be Limited.

The commercial success of the Company's proposed products and the Company's ability to establish and maintain a leadership position with an innovative approach to catheter guidance and Huygens™ Catheter technologies will depend, among other things, on (i) the Company's management acumen and experience, (ii) the acceptance of the Company's service business model, (iii) the ability of Management to recruit electrophysiologists and hospitals to accept the model, (iv) the ability of the Company to attract the needed capital to execute the model, (v) the novelty that the Company's Huygens™ Catheter technology brings to cardiac electrophysiology and other treatments, (vi) the successful human clinical studies and receipt of regulatory approvals, (vi) the acceptance of the Company's products by the medical community, (vii) the reliability, clinical efficacy, safety and cost-effectiveness of the Company's products, (viii) medical reimbursement policies rates, (ix) general economic conditions, and (x) the acceptance of those products by consumers, the healthcare community and third-party insurers as clinically useful, cost-effective and safe. Even if a product displays a favorable efficacy and safety profile in clinical trials, market acceptance of such product will not be known until after it is commercially launched. The Company's, or any potential third-party partner's, efforts to educate consumers and the healthcare community about its effectiveness for each use may require greater resources than would be typically required for products based on conventional technologies. The safety, efficacy, convenience, and cost-effectiveness of the

Company's products as compared to competitive products will also affect market acceptance. The Company intends to operate in markets that are at an early stage of development, rapidly evolving and characterized by an increasing number of market entrants who have introduced or developed, or may introduce or develop, competing products and services. As is typical in the case of a new, highly competitive and rapidly evolving industry, demand and market acceptance for recently introduced products and services are subject to a high level of uncertainty and risk. Sales of the Company's model and products may require extensive selling and marketing efforts and the Company are presently in the initial stages of creating an internal sales and marketing team, which has heretofore not been developed by the Company.

There can be no assurance that the targeted markets for the Company's products will develop, or, if developed, be sustainable. If the targeted markets fail to develop, develops more slowly than expected or become saturated with competitors, the Company's business, and results of operations, financial condition and prospects could be materially adversely affected.

If the Company or its suppliers fail to comply with ongoing FDA, CE Mark or other foreign regulatory authority requirements, or if the Company experiences unanticipated product problems, the Company's products could be subject to restrictions or withdrawal from the market.

Any product that the Company markets, and the manufacturing processes, reporting requirements, post-approval clinical data and promotional activities for any such product, likely will be subject to continued regulatory review, oversight and periodic inspections by the FDA, CE Mark and other domestic and foreign regulatory bodies. In particular, the Company and its suppliers may be required to comply with the FDA's and the CE authority's Quality System Regulations (QSR), and International Standards Organization (ISO) regulations for the manufacture of the Company's products, as well as other regulations that cover the methods and documentation of the design, testing, production, control, quality assurance, labeling, packaging, storage and shipping of any product for which the Company obtains clearance or approval. Regulatory bodies, such as the FDA and CE Mark enforce the QSR, ISO and other regulations through periodic inspections. The failure by the Company or one of its suppliers or any of its licensees to comply with applicable statutes and regulations administered by the FDA, CE Mark and other regulatory bodies, or the failure to timely and adequately respond to any adverse inspection observations or product safety issues, could result in, among other things, any of the following enforcement actions:

- untitled letters, warning letters, fines, injunctions, consent decrees and civil penalties;
- unanticipated expenditures to address or defend such actions;
- customer notifications for repair, replacement, or refunds;
- recall, detention, or seizure of products;
- operating restrictions or partial suspension or total shutdown of production;

- refusing or delaying requests for clearance, premarket approval or new drug approval of new products or modified products;
- operating restrictions;
- refusal to grant export approval for products; or
- criminal prosecution.

If any of these actions were to occur, it would likely harm the Company's reputation and cause product sales and profitability to suffer and could prevent the Company from generating revenue.

Even if regulatory approval of a product is granted, such approval may be subject to limitations on the intended uses for which the product may be marketed and reduce the Company's potential to successfully commercialize the product and generate revenue from the product. If the CE determines that the Company's promotional materials, labeling, training or other marketing or educational activities constitute promotion of an unapproved use, it could request that the Company cease or modify its training or promotional materials or be subject to various regulatory enforcement actions. In addition, other federal, state or foreign enforcement authorities might take action if they consider training or other promotional materials to constitute promotion of an unapproved use, which could result in significant fines or penalties under other statutory authorities, such as laws prohibiting false claims for reimbursement.

If the Company fails to keep pace with advances in the healthcare industry or fails to persuade healthcare providers to adopt the new products the Company introduces, customers may not buy the Company's products, and the Company's sales may be adversely affected.

Constant development of new technologies and techniques, frequent new product introductions and strong price competition characterize the healthcare industry. The first company to introduce a new product or technique to market usually gains a significant competitive advantage. The Company's future growth depends, in part, on its ability to develop products that are more effective, safer or incorporate emerging technologies better than the products of the Company's competitors. Sales of the Company's products may never escalate or may decline rapidly if one of its competitors introduces a substantially superior product, or if the Company announces a new product of its own. Similarly, if the Company fails to make sufficient investments in research and development or if the Company focuses on technologies that do not lead to better products, the Company's current and planned products could be surpassed by more effective or advanced products. In addition, the Company must manufacture its products economically and market them successfully by persuading a sufficient number of healthcare professionals to use them.

The Company is a technology development firm and does not intend to establish any sales and marketing capabilities. If the Company seeks to commercialize any of its products

on its own, then the Company will need to successfully recruit sales personnel and build a sales infrastructure to successfully commercialize its products.

The Company does not intend to bring its products or technologies to market or to sell them directly. The Company is a technology development firm and once a technology and product are developed and ready to be brought to market, the Company intends to sell the developed technology and products to major medical device makers for that acquiring firm to bring them to market and continue the regulatory, manufacturing, marketing, and selling process. There can be no guarantee that a suitable buyer for the developed technology and products will emerge.

If the Company decides at any point in time that it is in the Company's best interests to directly market and sell one of its products, then in order to achieve commercial success for any approved product, the Company must develop an effective sales and marketing organization. If the Company is not successful in recruiting sales personnel or in building a sales and marketing infrastructure, its business will materially suffer. Moreover, in such circumstances, if the commercial launch of any of the Company's products is delayed as a result of FDA or CE Mark requirements or for other reasons, the Company may establish sales and marketing capabilities too early relative to the launch of such product. Doing so may likely be expensive, and the Company's investment would be lost if it cannot retain its sales and marketing personnel.

The Company has only limited manufacturing experience and may encounter a variety of problems in scaling-up its manufacturing operations.

The Company's manufacturing experience to date has been limited to the development of prototypes. In order to achieve significant revenue from the Primary Products' business, the Company will have to manufacture some or all of the Primary Products on a commercial scale. There can be no assurance that the Company will be able to manufacture such products in commercial-scale quantities at commercially viable costs. The Company may encounter unexpected delays or costs in scaling-up its manufacturing operations or in hiring and training additional personnel to manufacture its products. The failure to scale-up manufacturing successfully in a timely or cost-effective manner, or future production problems or interruptions in supply, could have a material adverse effect on the Company's business, results of operations and financial condition. Manufacturing cost increases could have a material adverse effect on the Company's business, results of operations and financial condition. Furthermore, the Company may be required to adhere to applicable regulatory requirements, including regulations as prescribed by the CE Mark from time to time, in the manufacture of the Primary Products. Any failure to meet such requirements could delay or prohibit the manufacturing of the Company's products, which could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company has invested, and intends to continue to invest, in equipment in order to increase, expand or update its prototyping and initial manufacturing capabilities and facilities. Changes in technology or sales growth beyond currently established manufacturing capabilities will require

further investment. There can be no assurance that the Company will generate sufficient funds from operations to finance any required investment or that other sources of funding will be available. There can be no assurance that any future expansion will not negatively affect earnings.

The Company's products may be subject to product recalls that could harm the Company's reputation, business and financial results.

The FDA, CE Mark and similar foreign governmental authorities have the authority to require the recall of commercialized products in the event of material deficiencies or defects in design or manufacture. In the case of the FDA and the CE Mark, a recall is based on a finding by the FDA or CE Mark that there is a reasonable probability that the device would cause serious injury or death. In addition, foreign governmental bodies have the authority to require the recall of products in the event of material deficiencies or defects in design or manufacture. Manufacturers may, under their own initiative, recall a product if any material deficiency in a device is found. A government-mandated or voluntary recall by the Company, one of its distributors or one of its potential third-party licensees or partners could occur as a result of component failures, manufacturing errors, design or labeling defects or other deficiencies and issues, including deficiencies or defects in the pharmaceutical component of any or all of the Primary Products. Recalls of any of the Company's products would divert managerial and financial resources and have an adverse effect on the Company's financial condition and results of operations. The FDA and CE Mark requires that certain classifications of recalls be reported to the FDA and CE Authority as required by the notifying body after the recall is initiated. Companies are required to maintain certain records of recalls, even if they are not reportable to the FDA and CE Mark. A future recall announcement could harm the Company's reputation with customers, licensees, or partners and negatively affect sales. In addition, the FDA and CE Mark could take enforcement action for failing to report the recalls when they were conducted.

If the Company's products cause or contribute to a death or a serious injury, or malfunction in certain ways, the Company will be subject to medical device reporting regulations, which can result in voluntary corrective actions or agency enforcement actions.

Under the FDA or CE Mark medical device and drug product reporting regulations, medical device manufacturers and drug producers are required to report to the FDA or CE Mark information that a device or drug has or may have caused or contributed to a death or serious injury or has malfunctioned or adversely affected a patient in a way that would likely cause or contribute to death or serious injury if the malfunction or adverse effect occurred in connection with one of the Company's similar products. If the Company fails to report these events to the FDA or CE Mark within the required time-frames, or at all, the FDA or CE Mark Authority could take enforcement action. Any such adverse event involving the Company's products also could result in future voluntary corrective actions, such as recalls or customer notifications, or agency action, such as inspection or enforcement action. Any corrective action, whether voluntary or involuntary, as well

as defending a lawsuit, will require the dedication of the Company's time and capital, distract Management from operating the business, and will likely harm the Company's reputation and financial results.

The Company faces the risk of product liability claims and may not be able to obtain insurance.

The Company's business exposes it to the risk of product liability claims that are inherent in the manufacturing, testing and marketing of medical devices and related products. If the use of one or more of the Company's products harms people, the Company may be subject to costly and damaging product liability claims. The Company must obtain product liability insurance that covers its clinical trials prior to commencing any clinical trials involving the use of its products. The Company also intends to expand its insurance coverage to include the sale of commercial products if the Company obtains marketing approval for any of the products that it may develop alone or in collaboration with a licensee or partner. There can be no assurance that the Company will be able to obtain the required product liability insurance when required or that it can obtain such insurance at reasonable or acceptable rates. In addition, there can be no assurance that any product liability insurance maintained by the Company will be sufficient to protect the Company in the event of a product liability claim. Insurance coverage is increasingly expensive. The Company may not be able to obtain or maintain adequate protection against potential liabilities. If the Company is unable to obtain insurance at acceptable cost or otherwise protect against potential product liability claims, the Company will be exposed to significant liabilities, which may materially and adversely affect its business and financial position. These liabilities could prevent or interfere with the Company's product development and commercialization efforts.

The Company may depend on third parties in the conduct of its clinical trials for the Primary Products, and any failure of those parties to fulfill their obligations could adversely affect the Company's development and commercialization plans.

In today's regulatory environment, certain individuals or companies have developed expertise in the conduct and administration of clinical trials. The Company (and its future licensees or partners) will likely utilize the services of such independent regulatory consultants, clinical investigators, contract research organizations and other third-party service providers in the conduct of its clinical trials for its proposed products. The Company may rely on other contractors for successful execution of its clinical trials, but will likely not control many aspects of their activities. Such third parties may not complete activities on schedule, or may not conduct the Company's clinical trials in accordance with regulatory requirements or the Company's stated protocols. If these third parties do not successfully carry out their contractual duties or regulatory obligations or meet expected deadlines, if these third parties need to be replaced, or if the quality or accuracy of the data they obtain is compromised due to the failure to adhere to the Company's clinical protocols or regulatory requirements or for other reasons, the Company's pre-clinical development activities or clinical trials may be extended, delayed, suspended or terminated, and

the Company may not be able to obtain regulatory approval for, or successfully commercialize, its products on a timely basis, if at all. Specifically, the failure of these third parties to carry out their obligations could delay or prevent the development, approval and commercialization of the Primary Products and future product candidates.

The Company relies on a limited number of suppliers for certain components of its products, which could result in shortages of supply or delays in delivery that could adversely affect the Company's business, financial condition or results of operations.

Certain key components of the Company's products are currently obtained from single sources, are available only in limited quantities, and require substantial production lead times. The Company may experience delays in the delivery of such components. Certain other components of the Company's products are manufactured to the Company's specifications by single suppliers. There can be no assurance that custom-made components from alternative vendors would be available on terms satisfactory to the Company, if at all. If the Company were to change suppliers of these components, it would likely experience an interruption in supply, which could have a material adverse effect on the Company's business, results of operations and financial condition. In addition, the purchase of certain key components by the Company is based on internal forecasts of future product sales. The preparation of such forecasts is based on inexact methods and may vary considerably from actual results. The Company may be required to maintain significant inventory and there can be no assurance that purchases based on forecasting will be adequate to meet the Company's needs.

Failure of users of the Company's products to obtain adequate reimbursement from third party insurers could limit market acceptance of the Company's products, which could affect the Company's sales and profits.

Sales volumes and prices of the Company's products will depend in part upon the level of reimbursement available to hospitals and other healthcare providers for such technology. There can be no assurance that reimbursement levels will not be decreased in the future and that any such decrease will not reduce the demand for, or the price of, the Company's products. Healthcare reform measures adopted by the federal government or state governments could adversely affect the price of medical devices in the United States or the amount of reimbursement available, and, consequently, could have a material adverse effect on the Company's business, results of operations and financial condition.

The loss of senior management or key research and development personnel or the Company's inability to recruit additional personnel may harm the Company's business.

The Company is highly dependent on the principal members of its management and advisory staff, the loss of whose services might impede the achievement of the Company's business objectives. As the Company grows, recruiting and retaining additional qualified personnel to supervise and manage the Company's research and development and manufacturing operations will be

important to the Company's success. Competition exists for qualified personnel, and there can be no assurance that the Company will be able to retain and attract skilled and experienced management, manufacturing, engineering and research and development personnel on acceptable terms.

The Company depends on proprietary technologies, but may not be able to protect its intellectual property rights adequately or may become subject to litigation.

The Company has numerous patents and pending patent applications, and management intends to protect the Company's proprietary technology and the value of the Company's intellectual property by applying for patents and obtaining patents and trademarks in the United States and the foreign jurisdictions in which management believes there will be a significant demand for the Company's products. The Company relies on a combination of contractual provisions, confidentiality procedures and patent, trademark, copyright, and trade secrecy laws to protect the proprietary aspects of its technology. These legal measures afford limited protection and may not prevent the Company's competitors from gaining access to the Company's intellectual property and proprietary information. Many jurisdictions may not grant such patent protection, may not recognize patents granted in other jurisdictions, and may not provide adequate judicial or other remedies in the event of infringement. Any of the Company's patents may be challenged, invalidated, circumvented or rendered unenforceable. Commercial patent and trademark litigation, particularly in foreign jurisdictions, is extremely expensive, complex and time consuming. Furthermore, the Company cannot be certain that any pending patent application held by the Company will result in an issued patent or that if patents are issued to the Company, the patents will provide meaningful protection against competitors or competitive technologies. Even if the Company is able to obtain such patents, management may be unable to monitor and prosecute persons infringing such patents or other intellectual property rights. Any attempts to effectively monitor and prosecute such infringement and piracy will entail significant expenditures of money and time, with no assurance of a favorable result. Litigation may be necessary to enforce the Company's intellectual property rights, to protect the Company's trade secrets and to determine the validity and scope of the Company's proprietary rights. Any litigation could result in substantial expense, may reduce the Company's profits, and may not adequately protect the Company's intellectual property rights. In addition, the Company may be exposed to future litigation by third parties based on claims that the Company's products infringe their intellectual property rights. This risk is exacerbated by the fact that the validity and breadth of claims covered by patents in the healthcare industry may involve complex legal issues that are not fully resolved. This industry is highly driven by IP protection and Freedom to Operate rights.

Any litigation or claims against the Company, whether or not successful, could result in substantial costs and harm the Company's reputation. In addition, intellectual property litigation or claims could force the Company to do one or more of the following:

- to cease selling or using any of the Company's products that incorporate the challenged intellectual property, which would adversely affect the Company's sales;

- to negotiate a license from the holder of the intellectual property right alleged to have been infringed, which license may not be available on reasonable terms, if at all; or
- to redesign the Company's products to avoid infringing the intellectual property rights of a third party, which may be costly and time-consuming or impossible to accomplish.

The high level of competition in the healthcare industry could harm the Company's business, financial performance, market share and profitability. New developments within the industry could make the Company's products obsolete.

Management anticipates intense competition both from major medical device manufacturers and from other new entrants with competing products. The Company competes with numerous manufacturers and distributors, many of whom have substantially greater market share and financial, technical, and other resources than the Company, as well as extensive experience in research and development, obtaining regulatory approvals, manufacturing, and marketing. The healthcare industry also is characterized by evolving industry standards, changes in user requirements and frequent new product introductions and enhancements. The Company's technology and products currently under development could be rendered obsolete and unmarketable through the introduction of products, or new functionality to an existing product, embodying new technologies and the emergence of new industry standards. There can be no assurance that existing technologies or technologies under development by the Company's competitors will not be more effective, easier to use or less expensive than those which have been or are being developed by the Company, or that any such technologies will not render the Company's technology and products obsolete or otherwise non-competitive. The acquisition by competitors of competing, novel or superior products could have a material adverse effect on the Company's business, results of operations, financial condition and prospects. Management expects to face substantial and increasing competition in the targeted markets in which the Company intends to operate.

The Company will be subject to a variety of social, political, and economic risks associated with doing business outside the United States.

The Company anticipates that international sales may account for a portion of net sales in the future. International operations are subject to certain risks, including unexpected changes in regulatory requirements, exchange rates, tariffs and other barriers, political and economic instability, difficulties in accounts receivable collection, difficulties in managing distributors or representatives, difficulties in staffing and managing foreign subsidiary operations, potentially adverse tax consequences and the burdens of complying with a wide variety of foreign laws. Additionally, the Company does not engage in hedging activities to protect against the risk of currency fluctuations. Fluctuations in currency exchange rates could cause sales denominated in U.S. dollars to become relatively more expensive to customers in a particular country, leading to a reduction in sales or profitability in that country. Also, such fluctuations could cause sales denominated in foreign currencies to affect a reduction in the current U.S. dollar revenues derived from sales in a particular country. Furthermore, future international activity may result in

increased foreign currency denominated sales and, in such event, gains and losses on the conversion to U.S. dollars of accounts receivable and accounts payable arising from international operations may contribute significantly to fluctuations in the Company's results of operations. The financial stability of foreign markets could also affect the Company's international revenues. In addition, revenues of the Company earned in various countries where the Company does business may be subject to taxation by more than one jurisdiction, thereby adversely affecting the Company's earnings. There can be no assurance that any of these factors will not have a material adverse effect on the Company's revenues from future international sales and, consequently, on the Company's business, financial condition or results of operations.

Federal regulatory reforms and legal uncertainty may adversely affect the Company's ability to sell its products profitably.

There are strict laws and regulations directly applicable to products such as ours, and it is possible that additional laws and regulations will be adopted in Europe, the United States and elsewhere. Each of the Company's products requires regulatory clearance prior to commercialization. Neither the Proteus™ Robotic Arm nor the Huygens™ Catheter has received regulatory approval for sale in the United States. Future regulatory approval may require extensive clinical trials, and there is no assurance that these trials will be successful. In addition, regulatory clearance can require several years of time consuming and lengthy submission procedures, and there is no assurance that these submissions will result in regulatory clearance for commercialization. The required clinical trials and regulatory clearance process can be extremely expensive, and may take longer than expected, and the Company may have to raise additional funds to finance these activities. There is no guarantee that the Company will be able raise such funds.

From time to time, legislation is drafted and introduced in Congress that could significantly change the statutory provisions governing the clearance or approval, manufacture and marketing of drugs and medical devices. The adoption of more restrictive laws or regulations could slow commercial market entrance or expose us to significant liabilities associated with the operation of the Company's business. In addition, FDA and CE Mark regulations and guidance are often revised or reinterpreted by the FDA and CE Mark in ways that may significantly affect the Company's business and its products. The application of existing laws and regulations by the FDA and CE Mark or other government agencies, such as those governing the length of human studies and criteria for approval, is also subject to substantial uncertainty. It is impossible to predict whether domestic or foreign legislative changes will be enacted, or FDA and CE Mark regulations, guidance or interpretations changed, and what the impact of such changes, if any, may be on the business and operations of the Company.

There is no public market for the Securities, and Investors may have to hold their Securities for an indefinite period of time.

At the present time there is no public market for the Securities. There can be no assurance that such a market ever will develop or that, if developed, such a market will be sustained.

The Company's Securities will not be registered under any Federal or state securities laws, and the transfer of such Securities will be subject to restriction on transfer.

The Securities being sold pursuant to this Offering have not been registered under the Securities Act in reliance on the exemptions provided by Sections 3(b) and 4(a)(2) thereof and Regulation D promulgated thereunder and by analogous exemptions under state securities laws. The Securities may not therefore be sold, transferred or otherwise disposed of at any time absent either registration under the Securities Act and applicable state securities laws or pursuant to an exemption from registration and, if requested by the Company, an opinion of counsel satisfactory to the Company and its counsel that registration is not required under those laws for such sale, transfer or other disposition and that any such sale transfer or other disposition will not be in violation of the Securities Act or applicable state securities laws or any rule or regulation promulgated thereunder. Investors should be aware that they will be required to bear the financial risk of this investment for an indefinite period of time.

The offering price for the Securities has been arbitrarily determined by the Company and bears no relationship to the Company's projected future earnings, asset value, book value or other measure of value.

The price at which the Company is selling the Securities was determined by the Company and bears no relationship to projected future earnings, asset value, book value or any other recognized criteria of value. No federal or state agency has made any finding or determination as to the merits, fairness or suitability for investment in the Company pursuant to the purchase of the Securities, nor has any independent third party, such as an investment banking firm or other expert in the valuation of businesses or securities, made an evaluation of the Company's economic potential. Consequently, an investment in the Securities offered herein should only be made by prospective Investors who, either directly or through their own professional advisors, have the financial and business knowledge and experience to meaningfully evaluate the merits and risks thereof. Potential investors are urged to seek and obtain independent analysis of the Company, its business and plan of operation, before making a decision to invest in the Company through the purchase of the Securities.

Dilution may result from the sale of securities under subsequent Offerings and/or Financings.

Purchasers of the Securities in this Offering may experience substantial dilution in the net tangible book value of the Securities should the Company need to make additional debt and/or equity financings to carry out its business strategy and goals.

This is a "best efforts" Offering, and there can be no assurance that the Company will raise sufficient net proceeds to carry out its business plan.

The Securities are being offered on a "best efforts" basis. Accordingly, there is no minimum number of Securities that the Company must sell in this Offering prior to the closing on any subscriptions, and therefore there is no guarantee that the Company will sell all or any part of the total number

of the Securities being offered pursuant to this Offering. In addition, the Company expects to accept subscriptions for Securities as they are received. As a result, there can be no assurance that the Company will raise sufficient funds pursuant to this Offering to carry out its business plan as currently proposed, or that the net proceeds from subscriptions for Securities will be in an amount sufficient to enable the Company to continue operations in any meaningful manner.

Management of the Company will have broad discretion in applying the net proceeds of this Offering.

Management intends to utilize a substantial portion of the net proceeds of this Offering for the specific purposes set forth in "Use of Proceeds." However, Management has broad discretion with respect to redirecting the application and allocation of the net proceeds of this Offering in light of changes in circumstances and the availability of certain business opportunities. As a result, the value of an investment in the Company will be substantially dependent upon the discretion and judgment of Management with respect to the application and allocation of the net proceeds of this Offering. See "Use of Proceeds."

The book value of the shares of Series B Preferred Stock purchased in this Offering will be immediately and substantially diluted.

The offering price per share of Preferred Stock offered hereby is significantly higher than the Company's pro forma net tangible book value per share of Series B Preferred Stock.

In addition, the Board of Directors of the Company has the power to issue shares of the Company's Common Stock and/or Preferred Stock for general corporate purposes without stockholder approval. Any such stock issuances might result in a reduction of the book value of the Series B Preferred Stock. If the Company issues any additional shares of Common Stock or shares of Preferred Stock, such issuance will reduce the proportionate ownership and voting power of each other stockholder. In addition, should the Company contemplate a public offering of its stock, investors purchasing the Series B Preferred Stock in this Offering will incur immediate and substantial dilution upon completion of such an offering. The offering price for the shares of the Series B Preferred Stock is substantially higher than the net tangible book value per share of the Series B Preferred Stock. Therefore, it is expected that Investors purchasing shares of the Series B Preferred Stock in this Offering will therefore incur immediate and substantial dilution in the net tangible book value of the acquired shares.

Forward-Looking Statements.

Certain statements in this Memorandum, including, without limitation, those described under the sections entitled "Risk Factors," "Use of Proceeds," and "Business," constitute "forward-looking statements" within the meaning of the Private Securities Litigation Act of 1995. These statements can often (but not always) be identified by forward-looking words such as "expect," believe," "goal," "plan," "intend," "estimate," "could," "anticipate," "continue," "may" and "will,"

or variations thereof, and similar words. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company or events, or timing of events, relating to the Company to differ materially from any future results, performance or achievements of the Company expressed or implied by such forward-looking statements. These include statements concerning the immediate need for the Company to raise significant additional capital to satisfy accounts payable and to finance operations in the near-term, and the inability to provide assurances that such capital will be available on favorable terms to the Company, if at all; the delay in the Company's achievement of substantial market penetration and widespread acceptance of the Company's product; the potential failure of the Company's, or its potential third party licensee's or partner's, sales team to sell the Company's products in amounts sufficient to help the Company achieve its sales goals; uncertainty due to industry consolidation and customer budget processes and restrictions; the possibility that agreements with strategic licensees or partners will not result in significant improvements in sales or operating results; the risk that expansion of sales in foreign markets may be possible only through distributors at prices too low for favorable profitability; the expense of product development and the related delay and uncertainty as to receipt of any requisite CE Mark clearance or other government clearance or approval for new products and new procedures; and the uncertainty of profitability and sustainability of revenues and profitability.

Although Management of the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. Important factors that could cause actual results to differ materially from the Company's expectations ("Cautionary Statements") are disclosed in this Memorandum, including without limitation in conjunction with the forward-looking statements included in this Memorandum and in the section of this Memorandum entitled "Risks Factors" and under the description of the Company and its business.

All written and oral forward-looking statements attributable to the Company or persons acting on its behalf, whether in this Memorandum or subsequently made, are expressly qualified in their entirety by the Cautionary Statements set forth herein. The Company disclaims any intention or obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

High Risk Investment

The Company's ability to fund our continued operations will be dependent on its receipt of investment capital in this Offering, as well as in future transactions, and the Company cannot assure you that it will be able to complete a financing transaction that would provide sufficient cash to fund its operations. The Company anticipates that the proceeds from the sale of Securities contemplated hereby will be sufficient to fund our operations for approximately eighteen (18) months from the day of funding if the maximum amount offered hereunder is sold. If the

Company is unable to secure additional funds from the issuance of equity or debt securities prior to the time these funds are utilized, the Company will be forced to suspend operations.

The Company will indemnify directors, the members of any Board committee and officers and their affiliates for acts or omissions relating to its business or activities, provided that there has been no determination with respect to the indemnified party that such acts or omissions were the result of fraud or misconduct. Insofar as indemnification for any liability arising under the Securities Act or applicable state securities laws might be permitted under the aforementioned indemnities, the indemnified parties understand that the Securities and Exchange Commission and the securities regulatory authorities of several states believe as a matter of public policy that such indemnities could not be enforced by the directors or persons controlling the Company.

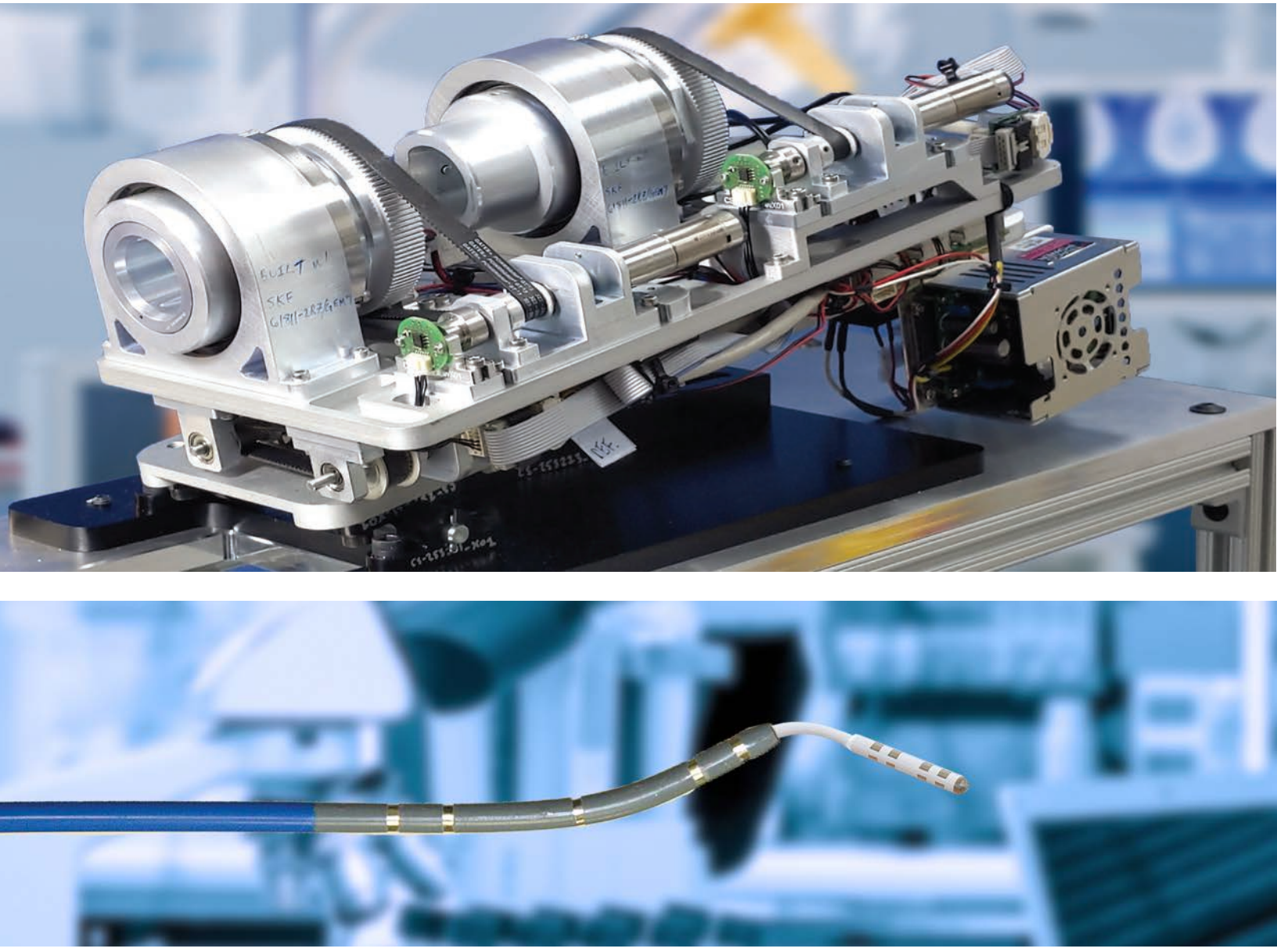
The Company has developed its business plan from its own market research and the research of credible third parties. Management is relying on this information to forecast sales and other marketing related initiatives. While Management believes this information to be reliable, if it is not accurate the Company's sales, revenue projections, and other forward-looking information will be inaccurate.

Management, based on information and assumptions they believe to be reasonable, prepared the financial projections included in this Memorandum. Such projections, therefore, reflect only Management's current expectation of likely results. There ordinarily will be differences between projected results and actual results because events and circumstances frequently do not occur as expected and such differences can be material. Thus, projected benefits to investors may also vary, and there can be no guarantee that the results shown in the enclosed projections will be realized in whole or in part, neither the Company nor its affiliates or professional advisors guarantee or warrant the projected results. Investors should not rely on projections of future sales or revenues in connection with a decision whether to invest in securities. It should also be noted that projections are based on the assumption that all securities will be sold for this Offering as well as for offerings related to raising the necessary capital. Projected results may vary substantially if less than the entire amount of capital sought is received.

Any financial projections contained herein depend on various assumptions, which may prove to be incorrect. There can be no assurance that the actual events will correspond with such assumptions. Future results and investment returns are impossible to predict with any real accuracy and no representation or warranty of any kind is made by the Company, Management, or its representatives respecting the current or future accuracy or completeness of, and no representation is to be inferred from, such projections.

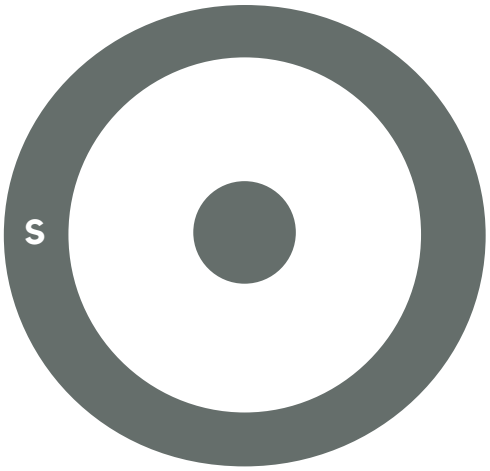
Securities are being offered in reliance upon the non-public offering exemption as provided in Section 4(a)(2) of the Securities Act and Regulation D and Rule 506(b) promulgated by the Securities and Exchange Commission thereunder and applicable state securities registration exemptions. Although Management intends to exercise due care in this Offering of the Securities and other securities related to raising capital for the Company, there can be no guarantee that

this Offering successfully complies with the requirements of Section 4(a)(2) of the Securities Act, Regulation D and Rule 506(b), or with applicable state securities laws. If the Company should fail to comply with the requirements of Section 4(a)(2) or Regulation D and Rule 506(b), or with applicable state securities laws, and is not sufficiently profitable to remain attractive to the purchasers of its securities, investors might assert that they have the right to rescind their investment. Because compliance with the securities statutes is highly technical and difficult, an investor seeking rescission potentially could succeed. If a number of investors successfully sought rescission, the Company could face severe financial demands, which could adversely affect the Company and therefore the non- rescinding investors.



Pictured above are two important technology milestones that were developed by NKC. At the top is the The Proteus™ I Robotic Arm, completed in 2022. This was the first iteration of the re-visioned NKC Catheter Guidance System to be developed. The Proteus™ I represents the first phase efforts to take all the guidance technology from its former 9-ton CGCI system and reduce the electro-mechanical aspects of the platform to a portable, shoe-box size plug and pay system. The picture below it is the Lorentz™ Active Sheath which is the first SMART catheter guidance sheath for use in EP procedures. The sheath contains a bundle of six electrical wires that provide power and ground to the tip electronics, which are able to transmit and receive signals as well as to measure impedance input and output traces. This also allows the sheath to establish a critical "zero-point" reference to the guidance system for the mapping procedure. An additional two pull wires allow for tip deflection of 140° on each direction from the center.

USE OF PROCEEDS



The proceeds of this Offering, estimated to be approximately $3,000,000 if the maximum of 3,409,091 shares of the Series B Preferred Stock are sold, are expected to be used to further develop and improve the Company's products, to pay off debt related to the acquisition of assets from Magnetecs, and for general working capital.

The Company intends to prioritize its operations so as to apply such proceeds toward the advancement of the product development of the Huygens™ Catheter and the Proteus™ Robotic Arm. In line with that objective the Company plans on completing an in vivo survival animal study and a capability validation study for the Huygens™ Catheter, while conserving sufficient working capital to continue its operations and advance its partnering and licensing discussions for the Huygens™ Catheter. The Company intends to assess strategic partners in the industry to find who might benefit from the Huygens™ Catheter and look for additional acquisition or royalty models.

For each field of use and related disease model, the Company plans to conduct a series of in vivo animal studies. Upon ensuring that the prototypes meet all design specifications and functionalities, and completion of its Pre-Clinical Animal study, the Company plans on applying to the FDA for a Humanitarian Use Device (HUD) classification which if approved will allow the Company to pursue a Humanitarian Device Exemption (HDE). If granted the HDE will allow the Company to begin a limited First-In-Human Clinical study to move the technology towards full PMA Class 3 Medical Device approval. In addition, by achieving an FDA HUD/HDE classification the Company will be able to fast-track its plans to pursue Conformite Europeenne (CE)Mark certification for study and commercialization of the technology in the European marketplace.

Prospective Investors should be aware that, because the amount of gross proceeds to be received by the Company from this Offering is indeterminable, the precise uses of those funds cannot be determined at this time. Prospective Investors should also be aware that, although the

Building On A Legacy of Success

"It all began with a robot called CGCI." This quote from Josh Shachar's book "The Collected Patents of Magnetecs" very well sums up the path that has led to the reality of Neuro-Kinesis' EP Catheter Mapping and Guidance System. CGCI, which stands for Catheter Guidance Control and Imaging, created a wholly new method to bring catheter navigation and EP heart mapping into the 21st century in its patented use of using magnetic-field guidance with robotic assisted control into a unified electrophysiology suite. The system was a first-of-its-kind technology platform that was validated in several international clinical trials with five CGCI EP Suites located around the globe.

The success of CGCI has laid the groundwork and proven the need for the technology that NKC has developed in its Huygens™ Catheter, the Proteus™ Robotic Arm, and the complete NKC EP Operating Suite.

CGCI - Inglewood, Ca USA
NKC Headquarters
Director: Josh Shachar

CGCI - Los Angeles, Ca USA
Cedars-Sinai Hospital
Director: Dr. Eli Gang

CGCI - Seoul, South Korea
NKC Headquarters
Director: Josh Shachar

CGCI - Madrid, Spain
Yonsei Severance Hospital
Director: Dr. Hui-Nam Pak

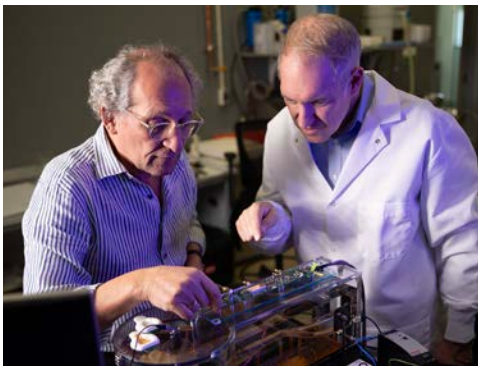
CGCI - Prague, Czech Rep.
Na Holmoche Hospital
Director: Dr. Petr Neužil

Company currently intends to apply the proceeds of this Offering to the uses described generally above, if circumstances require the application of those funds for other matters relating to the Company's business not contemplated hereby, all or a portion of the proceeds from this Offering may be applied to such other uses.

Based on its current operations, assuming an additional $3,000,000 is raised under the expanded Right to Participate held by Series A Preferred Shareholder(s), the Company believes that net proceeds of $3,000,000 will be sufficient to fund the Company's operations as currently conducted as well as an ability to achieve its currently set milestones of; 1.) the development and manufacture of a sufficient number of Huygens™ Catheter prototypes for its initial animal and validation studies, 2.) the development and completion of the Proteus II™ Robotic Arm prototype, and 3.) the software and firmware of the Huygens™ Catheter and the Proteus II™ Robotic Arm into the NKC EP Operating Suite. The sale of all 3,409,091 shares of the Series B Preferred Stock from this Offering should be sufficient to fund the Company's operations and milestone goals as currently described for at least the next eighteen months. Such belief though cannot assume that the Company's cost estimates are accurate or that unforeseen events may not occur that would require the Company to seek additional funding to meet its needs for working capital. As a result, the Company may require substantial additional financing in order to implement its business objectives. There can be no assurances that the Company will be able to obtain additional funding when needed, or that such funding, if available, will be obtainable on terms acceptable to the Company.

MAGNETECS TRANSACTION

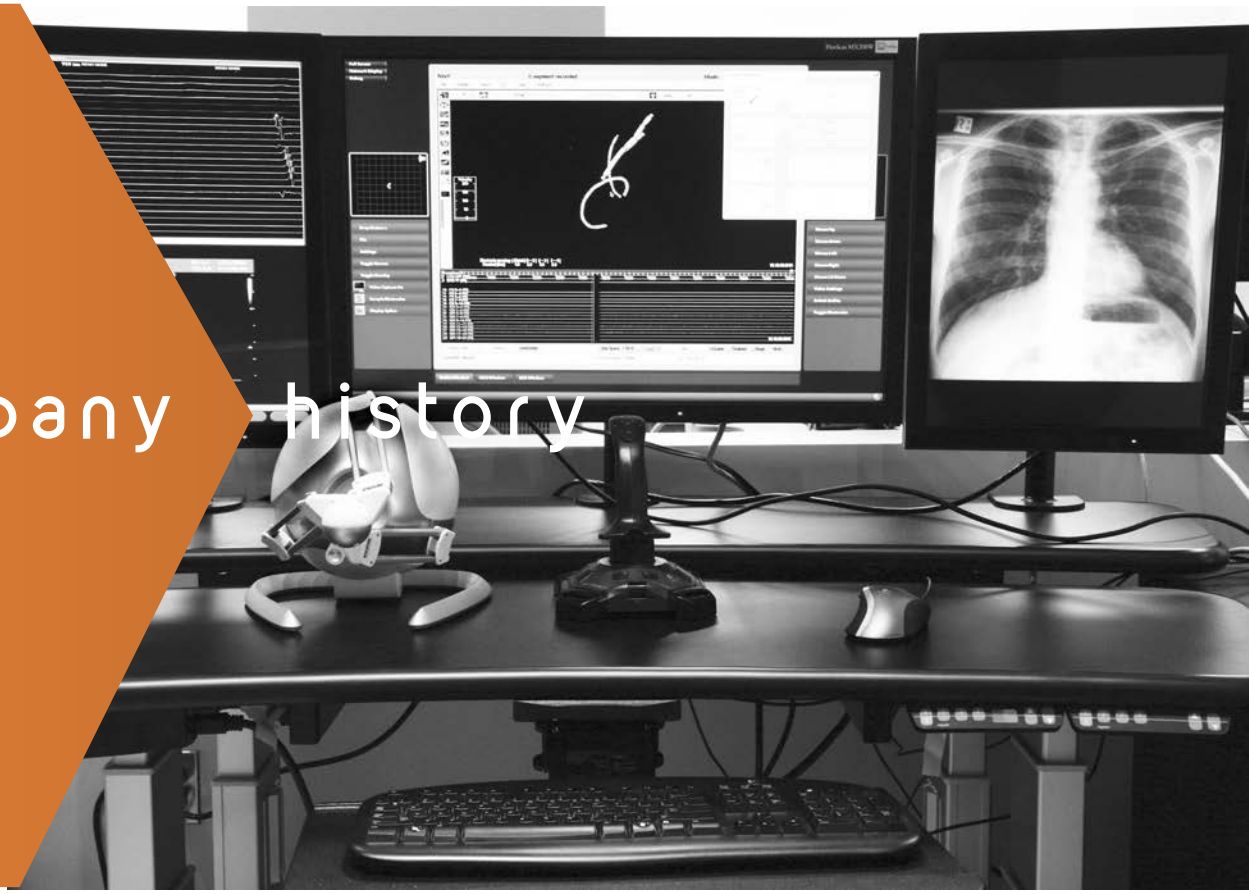
As noted above, pursuant to the asset purchase agreement (the "Magnetecs Agreement") relating to the Magnetecs Transaction whereby the Company acquired substantially all of the assets of Magnetecs in exchange for 25,559,052 Shares of Common B Stock and a debt note of $4,710,221.80. As of this offering, the entire Magnetecs debt has been eliminated with an agreement to convert the debt to shares in the Series B Preferred Stock at the offering price stated herin. Magnetecs now holds 5,352,325 share of the Series B Preferred Stock.



NKC continues to pursue a rigorous program of research and development as it advances both its next generation Proteus™ robotic catheter navigation systems and its Huygens™ Catheter. The images above from left to right show (1) the table-top version of the Huygens™ Catheter's FCB electronics constructed for the Sandia Validation Study, (2) integration work being done between the Huygens™ Catheter and the EnSite Mapping Station, and (3) NKC CEO and CTO Josh Shachar working with an engineer to monitor in-house testing of the Huygens™ test board. The images below show the new Proteus™ II Robotic Arm being delivered to the NKC Lab to begin initial system testing and modification for integration with the Huygens™ Catheter and the NKC Operating Suite with the center image showing Josh putting the robotic arm through some initial positional testing.

Neuro-Kinesis Corporation was incorporated in 2013 but commenced operations in 2015. The Company was originally incorporated pursuant to the laws of the state of Nevada ("Neuro Nevada"). In 2019, in order to change the Company's state of incorporation from Nevada to Delaware (the "Reincorporation"), Neuro Nevada merged with and into the Company, and Neuro Nevada's separate corporate existence terminated.

company history



The Reincorporation changed the Company's legal domicile; however, the Reincorporation did not result in any change in headquarters, business, jobs, management, location of any of offices or facilities, number of employees, assets, liabilities, or net worth (other than as a result of the costs incident to the Reincorporation, which are immaterial). Management, including all directors and officers, remained the same in connection with the Reincorporation and assumed identical positions with the Company.

Initial Asset Acquisitions

In 2015 the Company acquired several intellectual property assets from Pharmaco-Kinesis Corporation in relation to several smart surgical tool technologies that were created by NKC Chairman, CEO and CTO Josh Shachar (see Appendix B – Patent Portfolio). Pursuant to the IP acquisition, each stockholder of PKC received one share of Class A Common Stock of the Company for every one share of PKC stock they owned as a PKC stockholder.

In addition, in 2019 the Company acquired all of the assets of Magnetecs, the company that had designed and manufactured the magnetically-guided robotic CGCI system and the MOSFET locally-amplified catheter (see Appendix B – Patent Portfolio). These acquisitions created a strong IP Portfolio for the company in both technology rights but also the extensive patent library that had already been established for these technologies. The Company continues to support a proactive and rigorous strategy to ensure the security of their proprietary innovations through thorough R&D documentation, patent and trademark procurement, and enforcement. As a result the Company feels confident in its ability to move its R&D, validation and commercialization efforts forward without apprehension of IP theft or attack while at the same time ensuring that the significant differentiators of the technology and the protection of such will translate to a higher valuation as each milestone is met.

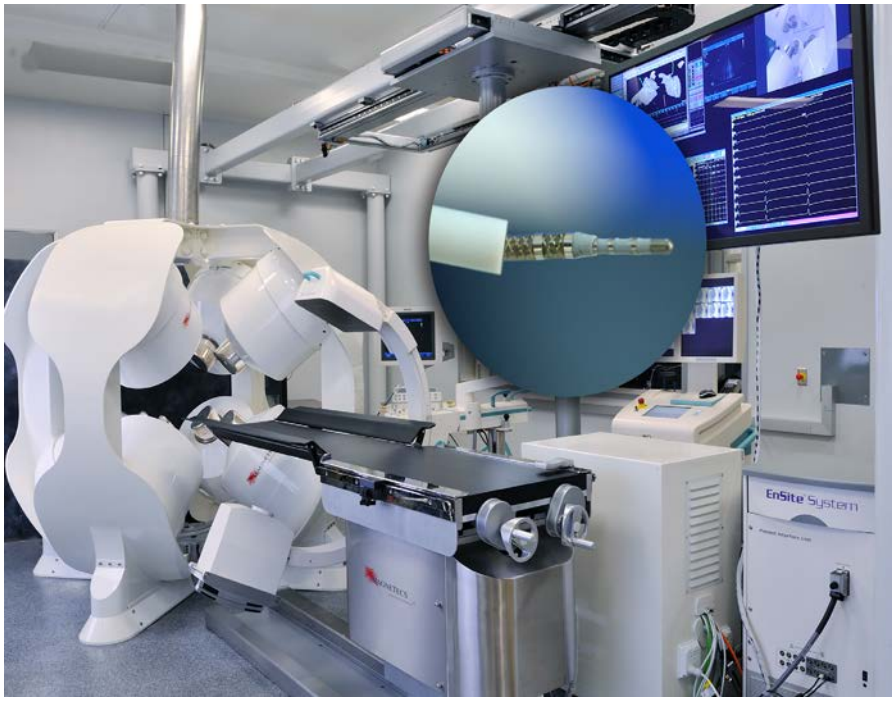
Overview

The Company's core technology platform for its Huygens™ Catheter, the Proteus™ Robotic Arm and the NKC EP Operating Suite are created around the ability to add intelligent electronics to the tools currently used by the EP physician. By adding intelligence and functionality to the EP mapping catheter, the EP physician will be able to map the electrophysiology of the endocardial tissue at a level of resolution that has not been possible before. The Huygens™ Catheter will Series B Preferred Stock to detect not only the high-level voltage disruptions that occur and are more easily identifiable, but also to detect the low-level micro-voltage disruptions that cannot be seen by the current art, but which can play a significant part, if not be primary contributor to the large number of complex arrhythmia issues that occur, and for which patients have to return for secondary and tertiary ablation procedures simply because the current mapping catheter cannot "see" the problem.

Currently, many highly skilled physicians face challenges in generating an accurate, high-resolution map of the surgical target area. These challenges result in inaccuracies in the physician's tissue model which leads to complications during the electrical ablation procedure, either because the procedure fails to remove the arrhythmogenic tissue, or healthy tissue is accidentally removed. Present mapping technologies lack the fidelity and accuracy leading to production of points and maps that do not represent accurate tissue targets, which need to be precisely ablated by the physician. These

complications lead to over thirty percent of patients who have received an invasive cardiac ablation treatment to return within six months of their first operation.

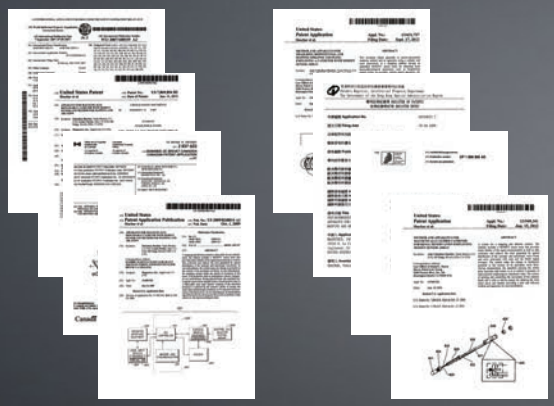
The Company's pioneering efforts in developing new methods of combining micro-miniaturized chip technologies, bioelectrode sensors, advanced analog-to-digital data processing, optical fiber communication, and software using AI and Machine Learnability, increases the efficacy of the EP diagnostic mapping procedure which in turn should lead to a significant increase in successful first time corrective ablation procedures for the more than 1 million patients facing this procedure each year.



The Magnetecs CGCI System, the MOSFET Catheter and the Lorentz Active Sheath™ were part of the technology portfolio acquired by NKC in 2019

The Company believes that after animal and human certification, this technology might generate revenue by means of either an acquisition by another major medical device manufacturers, or through licensing and royalty models. The Company plans to complete its initial Huygens™ Catheter animal study and validation testing to generate the clinical data to be used in submitting the Company's s with strategic players that have indicated their interest in collaborating with the Company objective.

As of the date of this Memorandum, the data that the Company has produced through a limited number of in vivo animal studies with the previous MOSFET generation prototype catheter technologies that validated the core principles of the innovation. Therefore, management believes that the proof of concept has been successfully completed for the Huygens™ Catheter. With part of the proceeds from this Offering, the Company plans to conduct a series of new in vivo animal studies and validation studies using the next generation Huygens™ Catheter to prove



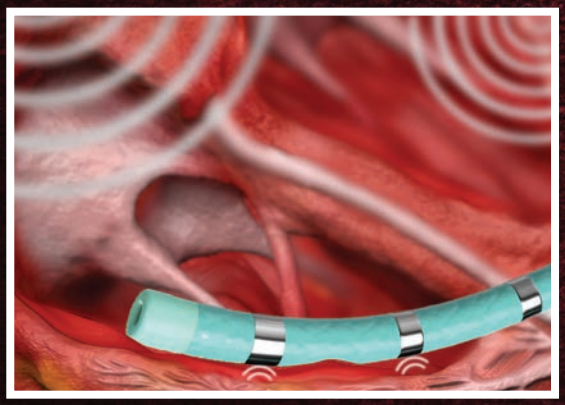
Building a Strong IP Portfolio

Since its beginning, Neuro-Kinesis, Corp. has focused on creating a strong IP portfolio for its innovative technologies. To date there are more than 50 patents files with the U.S. Patent office and International patent groups that cover all of its IP related to CGCI™, the MOSFET™ Catheter, the Lorentz Active Sheath™, the Huygens™ Catheter, the Proteus™ Robotic Arm, and several other unique technology platforms that were developed under both the Magnetecs and PKC banners.

Near- and Far-Field Signals

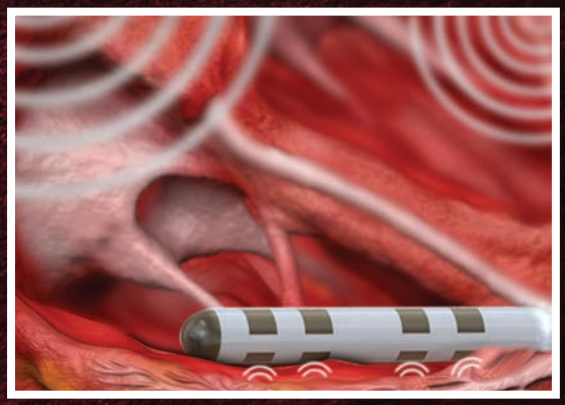
The goal of an effective EP mapping catheter is to accurately capture the small millivolt bio-electrical impedance signals from the endocardial tissue while ignoring any other signals that may pollute the reading. One of the issues with current EP catheters is in the full-ring electrode design used on the catheter shaft. The design though was to maximize potential surface contact with the heart tissue no matter the catheter angle, however once the electrode ring is in contact with the tissue, the entire ring is energized and the majority of its surface is now open to "hearing" noise from the surrounding blood-pool. The HUYGENS™ Catheter drastically reduces this contamination potential by incorporating a unique half-ring electrode design on each side of the catheter shaft. When an electrode surface is in contact with the endocardial tissue, its paired opposite on the other side is not activated and will not pick up any unwanted signals.

Standard Full Ring Electrodes



Once in contact with tissue, the entire electrode ring is energized and subject to picking up blood pool noise.

HUYGENS™ Half-Ring Electrodes



The HUYGENS™ half-ring electrode design mitigates blood pool noise contamination by ensuring only the electrode surface in contact with the tissue is energized.

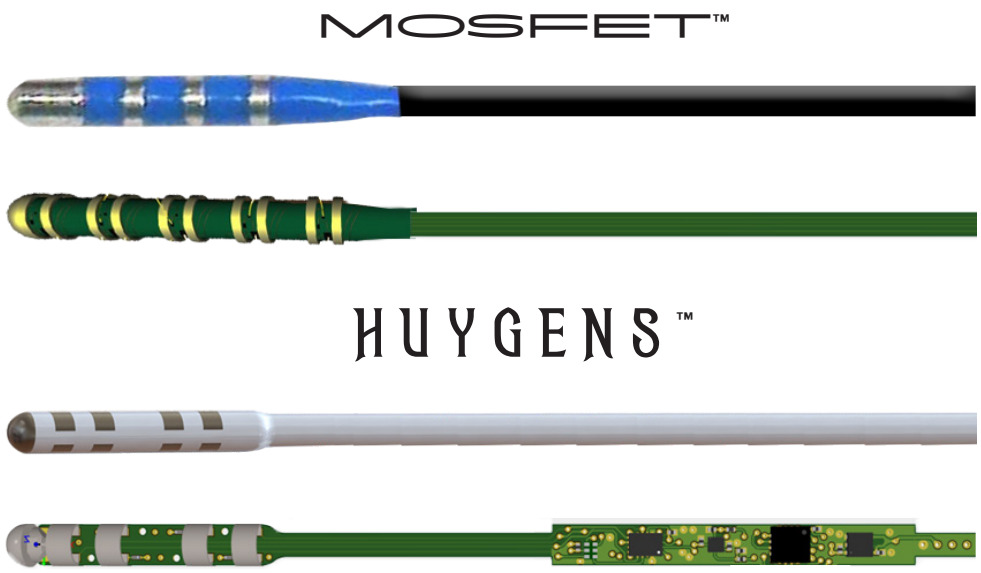
that the Huygens™ Catheter meets its design specifications and functionalities. Management anticipates that the data that is generated from these animal and validation tests will be submitted to various strategic players in the field of EP for review and may constitute further consideration with objective for the Company to start negotiations for structuring a deal with such a potential strategic partner. Management further believes that meeting the milestones of conducting these studies of the next generation Huygens™ Catheter will help the Company to raise additional capital to be used to complete and commercialize the product either by license, distribution, or acquisition outright of the technology by one or more other major medical device companies, or by financial institutions. Under this scenario, whereby an acquisition of the product were to occur after any of the upcoming milestones such as the animal study, validation testing, FDA HUD/HDE certification, first-in-man clinical trials or CE Mark certification, the buyer would bear the cost of any additional FDA or CE Mark regulatory approval. At such time, management anticipates that the Company and such party would enter discussions to decide whether to acquire the technology for a fixed price or for a royalty model.

The Addressable Market for Huygens™ & Proteus™

One of the most challenging chapters in Cardiac EP remains the definite cure of atrial fibrillation (AF). AF is one of the most common cardiovascular diseases in our society today, affecting 2.7 to 6.1 million Americans, causing increased morbidity, such as thromboembolic stroke, congestive heart failure, cognitive dysfunction, and increased mortality, with the potential to overwhelm our health-care system. Pharmacologic therapy of AF has been frustrating and

frequently ineffective, conferring a significant risk of potentially life-threatening side effects. Anticoagulation therapy, a required treatment for many patients in AF, also carries a significant risk of bleeding complications.

In the last few years, radio-frequency (RF) catheter ablation has been extended to the treatment of AF. Various approaches have been described, including wide circumferential anatomic pulmonary vein (PV) electrical isolation, linear lesions (mitral isthmus, roof), PV antrum isolation, PV ostia isolation, continuous complex fractionated electrograms (EGMs) ablation, autonomic



The image above show the evolution of the electronics and catheter electrodes from the first generation MOSFET™ (top) to the Huygens™ Catheter (bottom).

ganglionated plexi ablation. As currently practiced, all these approaches remain challenging, requiring a significant amount of manual dexterity from the physician operator, and can subject both patient and physician to prolonged procedural and radiation times.

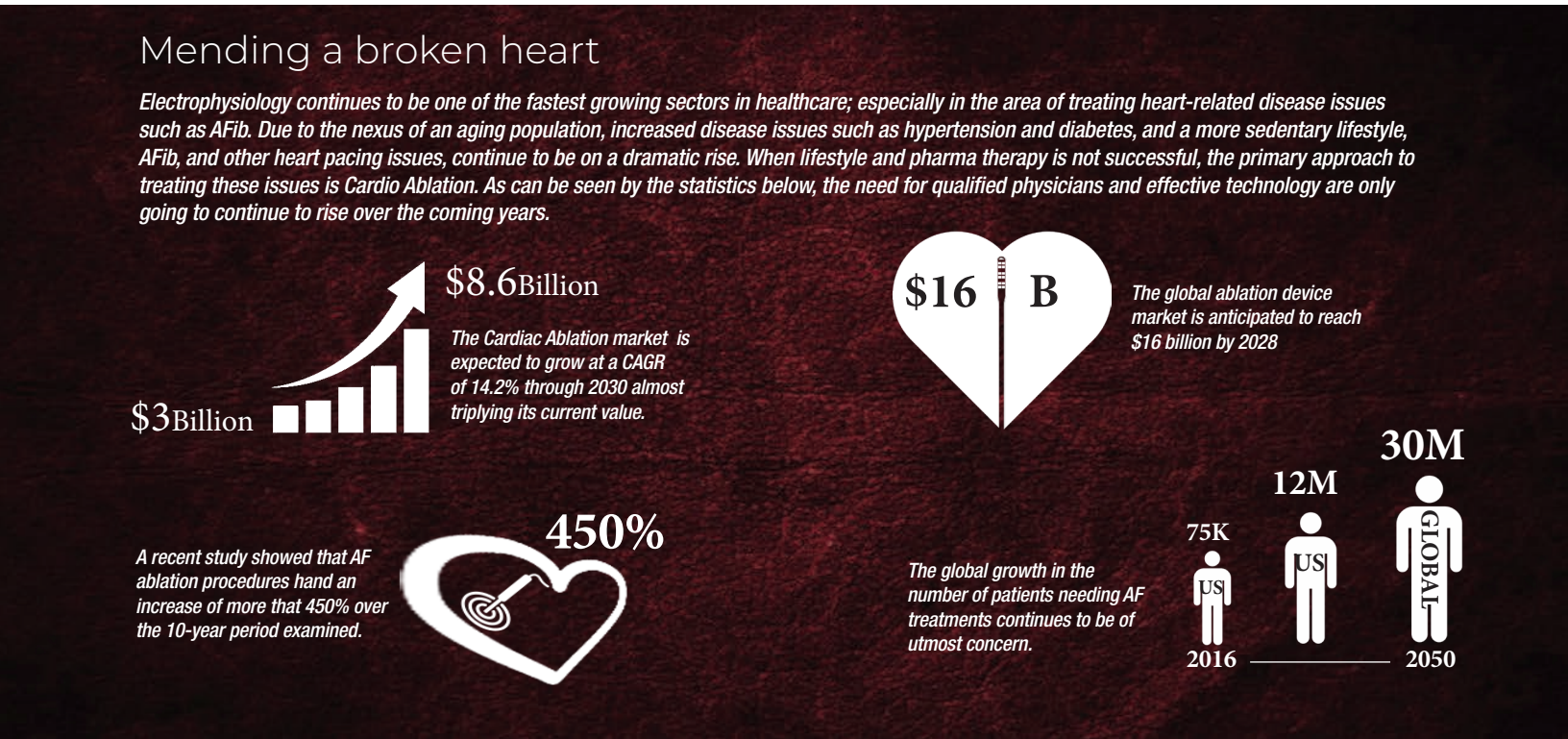
While the treatment of atrial fibrillation has become the most common procedure currently done in the EP Lab, many other cardiac arrhythmias are encountered and treated by the Clinical Electrophysiologist. The spectrum of common arrhythmia conditions that are treated in the modern EP Lab include right atrial supra-ventricular tachyarrhythmias, right and left atrial flutters, and right and left ventricular tachycardias, .

The duration of a standard EP procedure can be very lengthy due in part to the inherent difficulty in reaching all desired ablation targets, as well as the lack of resolution in the EP mapping hardware and software when it comes to delivering clean reliable bioelectrical signal readings, especially when it comes to th detection of low-voltage electrophysiological signals. In addition, as the current catheter art involves that detection of analog voltage readings that must then travel up six or more meters to a mapping station in the operating room, the reading is subject to noise degradation from all the various electromagnetic fields (EMF) that are inherent

in any standard operating environment. The EP lab is an especially noisy space with RF field generation occurring from every piece of equipment being powered by electricity, every electrical outlet, overhead lights, and even communication devices such as tablets and cellphones. All of these RF sources can potentially be picked up by the analog signal from the catheter capture electrodes as it travels to the mapping computer. As the RF interference is picked up, it adds a level of noise corruption that distorts the original bioelectrical signal capture which is vital to the software, and by extension the EP physician, to do their job. In the past, the solution to this issue was to try and filter out the noise in order to separate the good signal from the bad. But when noise is removed using a complex filtering system at the mapping station, there is potentially high risk in filtering out the signal of interest along with the unwanted noises. This is especially a risk when the biopotential signals that need to be captured and read are in a very low-voltage range (ranging as low as 25μV) compared to the noise. It is akin to mowing the daisies to get rid of the weeds. As a result, today's EP mapping suffers from the shortcomings of the existing recording equipment as well as limitations of the physician's ability to interpret the acquired intracardiac electrograms (EGM) owing to lack of signal clarity and knowledge about the nature of the propagated signal in complex tissues.

The Huygens™ Catheter

NKC's first focus has been in the development of an advanced catheter-based diagnostic system aimed at addressing the limitations of the existing art of EP mapping. The Company's platform consists of a number of modular components designed to improve the quality of catheter-based bioelectrical data acquisition and the ability to analyze that data to provide greater physician mapping detail and accuracy as well as providing an enhanced robotic-assisted guidance system that allows the EP physician greater navigation control and automation of



certain repeatable or programmable tasks associated with EP procedures. These two components, along with the communication and integration modules that control the catheter and navigation modules, are designed to integrate with many standard EP mapping stations to accommodate existing lab configurations, or as part of NKC's own turnkey comprehensive mapping solution; the NKC EP Operating Suite.

The centerpieces of this technology suite are the Huygens™ Catheter, which aims to improve the resolution of signal detection by an order of magnitude, and the Proteus™ Robotic Arm, which provides the physician with a semi-automated control apparatus to enhance manual control with precise navigation assistance for improved accuracy and repeatability of anatomical target acquisition during mapping, ablation, and related procedures. These systems are predicated on the history of the Company's prior pathfinding technologies: the MOSFET™ locally-amplified sensor, and the CGCI robotic navigation system, which in tandem comprise the Company's solution to address the two most significant factors which can determine successful outcomes for EP procedures, namely signal quality and human dexterity.

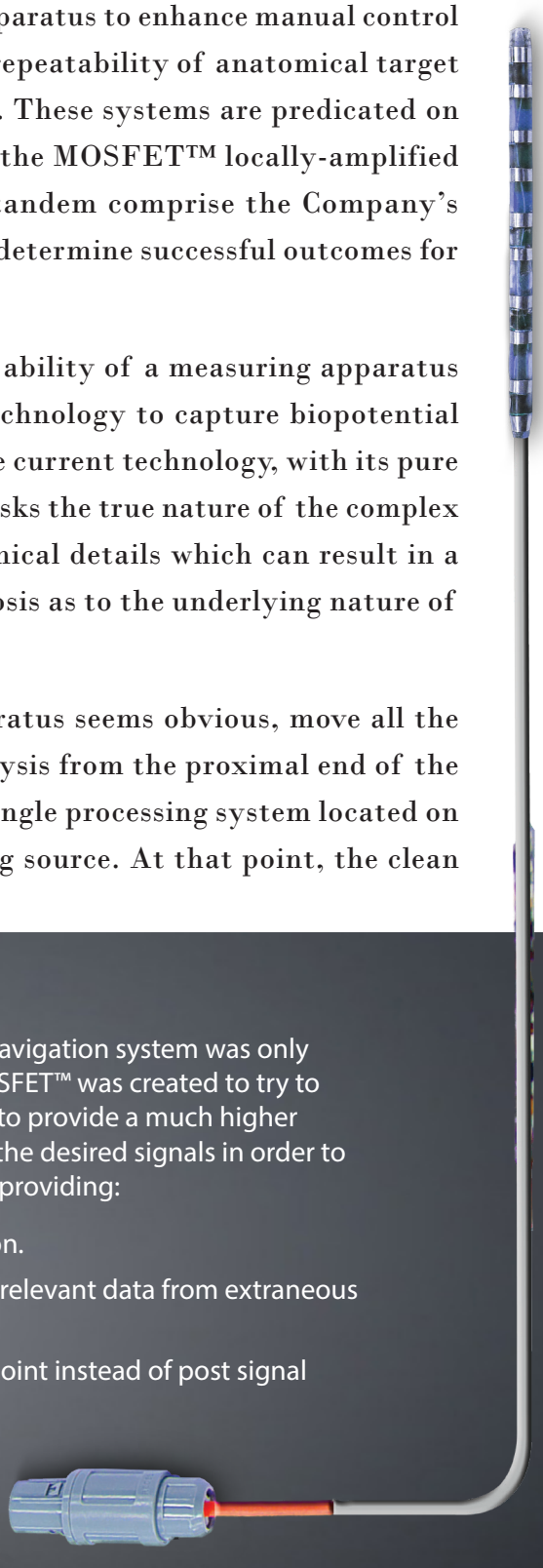
The basis of the Huygens™ Catheter is centered on the ability of a measuring apparatus employing a catheter fitted with an advanced bioelectrode technology to capture biopotential activity in its native form at its source. As discussed earlier, the current technology, with its pure analog capture and post-processing algorithms, distorts and masks the true nature of the complex bioelectrical wavefronts and "washes out" the substantial clinical details which can result in a limited or inaccurate map that can lead to an imperfect diagnosis as to the underlying nature of the disease mechanism.

NKC's solution to the current existing measuring apparatus seems obvious, move all the biopotential data capture, signal amplification, and data analysis from the proximal end of the catheter outside of the patient's body and integrate it into a single processing system located on the distal end of the catheter right at the bioelectrode reading source. At that point, the clean

the MOSFET™ CATHETER

In the early development of CGCI, the engineering team realized that their navigation system was only going to as good as the map the heart mapping catheter could provide. MOSFET™ was created to try to address the shortcomings of the catheters currently available by being able to provide a much higher resolution of signal capture and an ability to filter out unwanted noise from the desired signals in order to create a more accurate map for the EP Physician. MOSFET™ achieved this by providing:

- Providing source-point signal amplifier to eliminate signal degradation.
- Providing a sensor array that is much more efficient at distinguishing relevant data from extraneous noise.
- Providing a method for interpreting the resulting data at the sensor point instead of post signal processing as done today
- Conversion of the analog information to true digital information after processing in order to transmit the signal readings in a high-definition, uncompromisable language back to the physician.



analyzed reading can be converted to an incorruptible digital signal that can then be transmitted to the mapping software system. An obvious solution, but one which required an incredible level of engineering, math, science, and more than a decade of extensive R&D to develop.

The Huygens™ Catheter employs a unique array of bioelectrodes with signal amplification and processing located on a flexible circuit board (FCB) inside the catheter's tip. The Huygens™ Catheter enables an accurate "one- to-one" correlation between signal capture and analysis while forming an electrophysiological map. The biopotential measurement using such technology substantially improves the representation of the energy contents on the spatial and time domains of the complex bioelectrical waveform, leading to a predictable and accurate relationship between the graphical representation and the underlying biopotential substrate which causes such electrical activity.

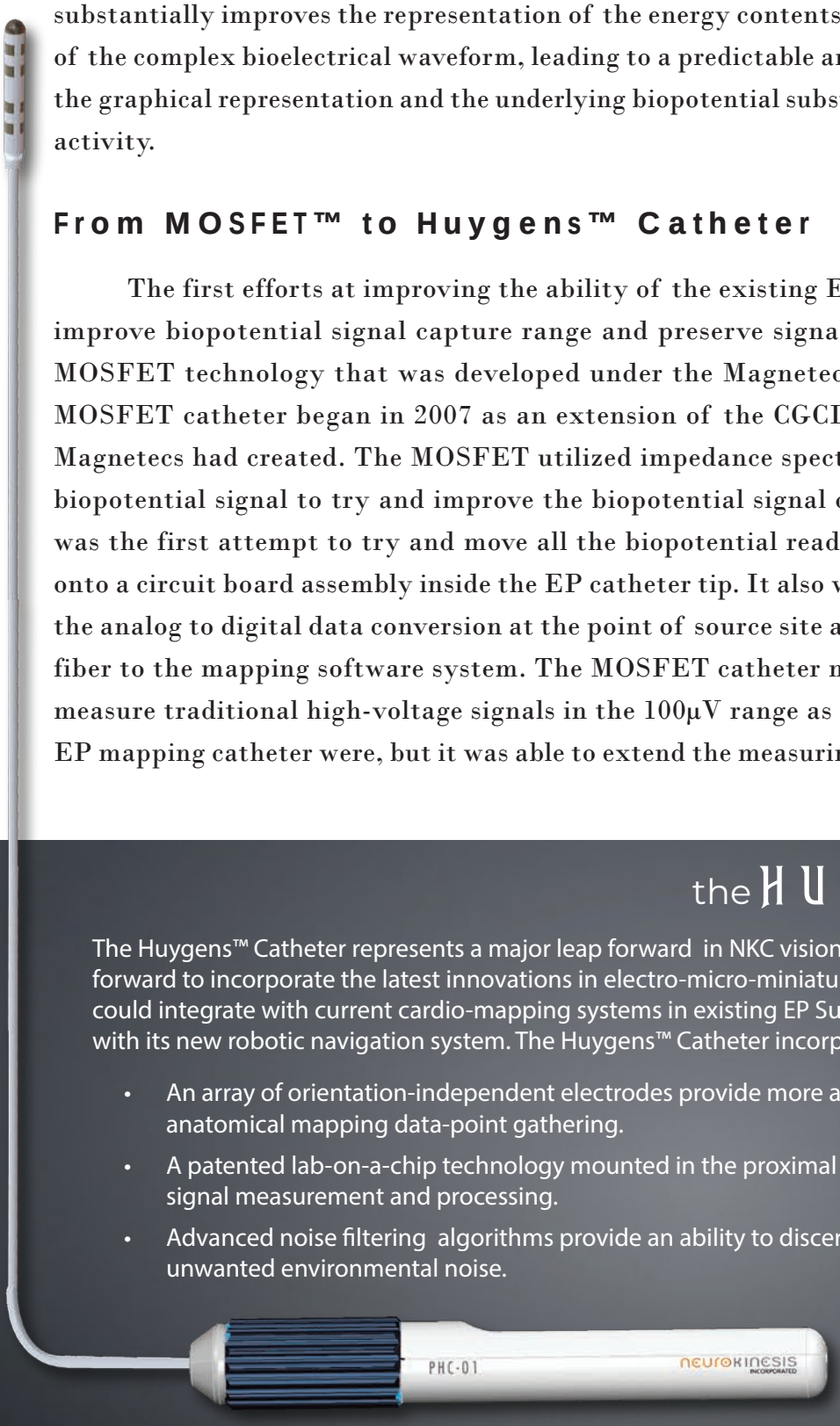
From MOSFET™ to Huygens™ Catheter

The first efforts at improving the ability of the existing EP catheter technology to better improve biopotential signal capture range and preserve signal fidelity, began with the novel MOSFET technology that was developed under the Magnetecs' banner. Development of the MOSFET catheter began in 2007 as an extension of the CGCI catheter guidance system that Magnetecs had created. The MOSFET utilized impedance spectroscopy at the event site of the biopotential signal to try and improve the biopotential signal capture. The MOSFET catheter was the first attempt to try and move all the biopotential reading, amplification, and analysis onto a circuit board assembly inside the EP catheter tip. It also was the first attempt at handling the analog to digital data conversion at the point of source site and transmit the data via optical fiber to the mapping software system. The MOSFET catheter not only was able to capture and measure traditional high-voltage signals in the 100μV range as reliably as the current standard EP mapping catheter were, but it was able to extend the measuring range down to the 50μV which

the HUYGENS ™ CATHETER

The Huygens™ Catheter represents a major leap forward in NKC vision of bringing intelligent catheter design forward to incorporate the latest innovations in electro-micro-miniaturization and Artificial Intelligence that could integrate with current cardio-mapping systems in existing EP Suites while also seamlessly interfacing with its new robotic navigation system. The Huygens™ Catheter incorporates many advances including:

- An array of orientation-independent electrodes provide more accurate correlation of substrate and anatomical mapping data-point gathering.
- A patented lab-on-a-chip technology mounted in the proximal end of the catheter tip manages all signal measurement and processing.
- Advanced noise filtering algorithms provide an ability to discern wanted bio-tissue measurement from unwanted environmental noise.



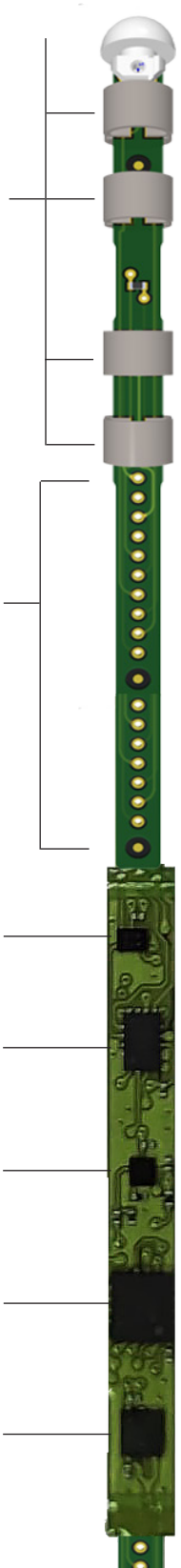
is begins to enter the range where low-voltage complex arrhythmic occurs. In QRS-simulated validation studies of the MOSFET catheter, it was demonstrated that the MOSFET catheter was able to capture and identify the simulated QRS signals in a substantially identical to "pure" result, which is the gold-standard for medical device electrical accuracy validation. At the time of NKC's acquisition of the MOSFET™ IP, the technology had already been differentiated and substantiated in almost 20 patents.

SHRINKING the LAB

One of the chief innovations of the Huygens™ Catheter is the achievement of taking all the technology for cardio-mapping, both hardware and software, that traditionally would occupy most of the space in an EP operating room and reducing it down to fit on a small flexible micro-circuit board located at the tip of the catheter.

In doing this, the NKC engineering team has been able to overcome two of the major obstacles in getting more reliable heartmaps; one. the ability to eliminate non-essential noise and signals, and two, the ability to preserve signal fidelity from the source by converting the small analog bioelectric measurements to a digital format before it travels to the mapping computer.

In accomplishing this, NKC can provide the EP Physician a mapping catheter that provides 200x the resolution in both fidelity and accuracy.



Biosensing Electrodes -

The Huygens™ Catheter has nine active biosensing electrodes at its tip that are capable of measuring the bioelectric conductivity of tissue down a level of 5µV in order to provide a level of mapping detail not possible before.

Analog Signal Transmission -

The nine separate bioelectric measurements are transmitted to the processing segment of the flexible microcircuit board for analysis.

Multiplex Signal Processing -

The nine bioelectric signals are multiplexed at this stage into one signal for processing.

Signal Amplification -

The multiplexed signal is amplified at this stage in order for signal analysis to be performed.

Noise Reduction -

The amplified signal is now processed to separate the wanted bioelectric tissue measurement from any unwanted "noise".

Analog to Digital Conversion -

The "clean" bio measurement signal is now converted to a digital format for transmission to the external mapping system.

Digital Signal Transmission -

The digital signal is now transmitted via fiberoptic cable to the mapping station.

In the past five years, NKC has made tremendous improvements on the MOSFET™ catheter technology with a number of additional innovations that advance the new Huygens™ Catheter technology as a new standard for EP diagnostic and therapeutic procedures.

The Huygens™ Catheter incorporates several distinct features that meet the critical clinical requirements and address the deficiencies in the existing mapping and ablating technologies. These include:

- An ability to provide a correlation between substrate and anatomical mapping
- Improved amplification and signal pre-processing
- Proprietary orientation-independent electrode configuration
- Lossless optical data communication and photovoltaic power
- Intelligent contact sensing
- Force control haptic integration
- AI and Machine Learning protocols
- An open architecture platform

Substrate And Anatomical Mapping Correlation

Electrode technology utilizing post-processing algorithms has tried with limited success to resolve the diagnostic discrepancy between the bottom-up causal representation (i.e., "substrate mapping") and the top-down causal description of the underlying mechanism generating the pathology observed ("anatomical mapping"). This limitation is cited in many clinical publications and is most clearly evident in the diagnosis and treatment of complex arrhythmias.

One of the foremost goals of the EP community is to develop a comprehensive mapping technique so as to characterize the global dynamics of bioelectrical wavefront activation. The complexity and inter-relationships of the "avalanche" dynamics which are translated through the myocardial space can be resolved by the use of heuristic top-down causal theory, when employing

"The journey our vision for an advanced catheter navigation from a nine-ton CGCI navigation system to our next-generation NKC EP Operating Suite has been one of constant innovation in surmounting the massive engineering challenges while always keeping a focus on the need of the EP Physician and the medical marketplace. With the Huygens™ Catheter and the Proteus™ Robotic Arm, we are achieving that much desired nexus where technology, market and need come together."

— Josh Shachar

Founder and Inventor of the technology

the local amplifier active sensor array. Its high-bandwidth, high-fidelity signal acquisition capabilities facilitate highly-accurate EP mappings with an order of magnitude greater detail in both spatial and time domains.

Clearly, there is a relationship between the quality of the measuring apparatus and its ability to resolve the signal accuracy and its SNR, as well as the fidelity and repeatability of the data generated.

Improved Amplification And Signal Pre-Processing

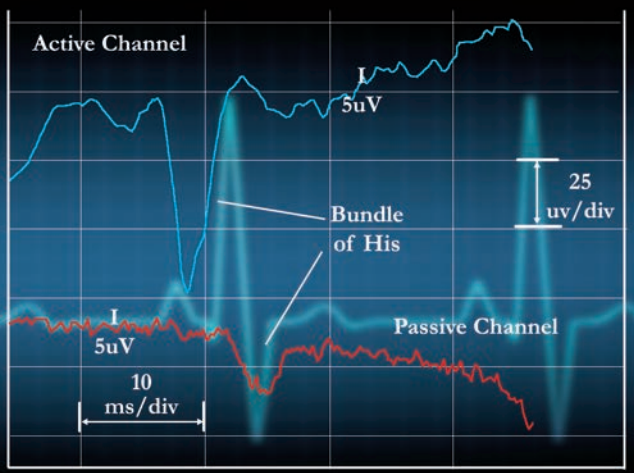
The approach of employing an active sensor electrode array with a local amplifier to enable an accurate "one-to-one" correlation for forming an electrophysiological map establishes a key foundational base for advancing the measurement of tissue biopotential. A biopotential measurement using such technology substantially improves the representation of the energy contents on the spatial and time domains of the complex waveform, which leads to a recursive relationship between the graphical representation and the underlying biopotential substrate which causes such electrical activity. The ability of such a catheter to capture the QRS complex from the heart and locate scar tissue based on the electrical potential reading of that tissue is far superior than existing technology. A typical QRS complex has a duration of 120ms at a frequency of 1Hz. The amplitude of the QRS is around 7mV, but the scar tissue can have an amplitude as low as 25uV. Therefore, the catheter is required to read a dynamic range of 0 – 10mV with 10uV resolution to precisely define the location of a scar tissue.

As indicated by the current status of clinical results, there are presently two approaches to determining the underlying mechanism for modeling disease: the reductionist approach, which advocates for "substrate mapping" correlations with ECG, and the anatomical approach, which supports "anatomical mapping." However, Josh Shachar argued that the true discussion should be centered on the nature of the measuring apparatus' fidelity and the establishment of a model in electrophysiology which could employ both methodologies to form a uniform mapping standard. This model would provide for a common method of assessing the data and its elementary

This figure zooms in on the Bundle of His pulses in the first cardio cycle with 1KHz SW filtering applied to both channels.

Active Channel: The amplitude of the feature of interest is about 75uVpp. The noise envelope is about 5uVpp. SNR computed a Vpp ratio is 20 log (75/5) = 28.5dBV

Passive Channel: The Bundle of His pulse is weaker due to electrode positioning. The noise envelope is about the same as in the Active Channel but with higher frequency content. For this feature, SNR computed as voltage ratio is 20 log (25/5) = 14DBV

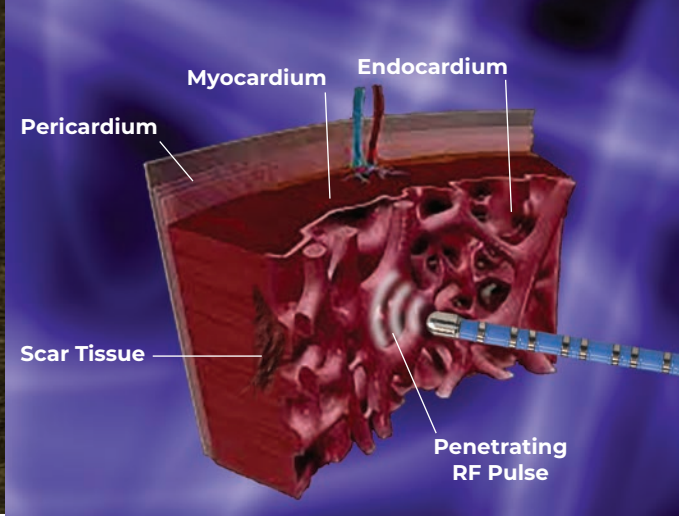


Active electrode amplification of bio-electrical signal

Below the surface

In substrate mapping, the EP physician is looking to determine both the depth of the cardiac tissue as well as the tissue's electrical bioconductivity. In RF Catheter ablation the physician is diagnosing where the electrical energy flow needed for proper sinus rhythm of the heart is being disrupted by damaged or scarred tissue. Such tissue will generally have a denser mass then healthy tissue and therefor create a barrier to the flow of the heart's electrical currents.

To determine what is happening below the surface, the EP physician makes contact with the outer endocardial tissue and sends an electrical impulse into the surface. This allows an impedance resistance measurement to be taken to determine the status of the tissue. Again by repeating this process over and over, the physician is able to generate a map of the endocardial, myocardial and pericardial tissue in the patient's heart.



building blocks, which would improve not only the diagnostic and mapping procedures but also the therapeutic outcome.

One of the foremost goals of the EP community is to develop a comprehensive mapping technique that would be able to characterize the global dynamics of wavefront activation. This must first be anchored in a bottom-up consensus where these building blocks are accepted and agreed upon metrically, whereby the causes of the cellular disruption and its electrical counterparts, such as its dielectric and conductivity, are well defined.

To understanding this, the relationship between the quality of the measuring apparatus and its ability to resolve the signal accuracy and its signal-to-noise ratio (SNR), as well as the fidelity and repeatability of the data generated becomes very apparent. Current attempts to resolve the myriad of above-mentioned issues utilize the method of post-production processing which employs algorithmic tools such as the Fast Fourier Transform (FFT) technique or recursive methods, subsequent to the native measurement. As a result, the EP community is currently faced with the myriad of issues as described and exemplified in many published clinical journals.

The NKC Huygens™ Catheter addresses these issues with its open architecture design, digital processing and recording features, make it ideal for acquisition and indexing of complex data for machine learning set-training, research analysis and machine-assisted diagnosis, among other applications.

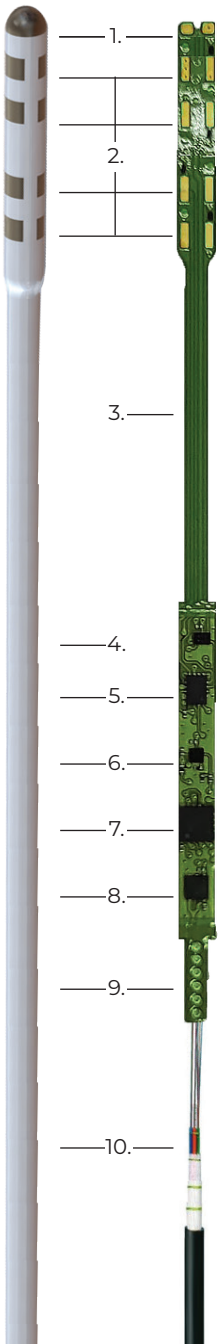
The active sensor technology that is incorporated into the Huygens™ Catheter tip utilizes impedance spectroscopy at the event site of the bio-potential signal. Just as microscopy provided for magnification which produced a novel view of matter at orders of magnitude which were then imperceptible, impedance spectroscopy provides an additional tool in the armamentum of the electro-physiologist that can resolve the distortions caused by the noise of the current art and as well as helping to further understanding the inherent relationship between the substrate and its electrical activity counterpart.

By employing a local amplifier in the form of an active sensor array as a solution to such shortcomings, NKC aims to achieve the following outcomes with the Huygens™ Catheter:

- Native bioelectrical signal in the form of ionic electrochemical avalanche dynamics can be addressed by locating the active sensor preamplifier element adjacent to the measurement site; and

HUYGENS™ CATHETER

The Huygens™ Catheter represents a major advance in EP Catheter mapping technology. With Huygens™ NKC has exponentially expanded on its innovation with the MOSFET™ Catheter technology by bringing complete AI-enhanced algorithmic signal processing of bioelectrical tissue sampling into a system completely contained within the catheter sensor tip. This advance provides a resolution increase of 200x over current technology. In addition the Huygens™ Catheter is able to convert the analog signal capture into an incorruptible digital format for processing and transmission to the NKC Mapping Station.



1. Tip Electrode
2. 8 Ring Electrodes
3. Flexible Circuit Board (FCB)
4. Catheter Sheath
5. Multiplex Signal Converter
6. Signal Amplifier
7. Optical Fiber Connections
8. Analog to Digital Converter
9. Optical Fiber Connections
10. Optical Fiber Data and Power Cable

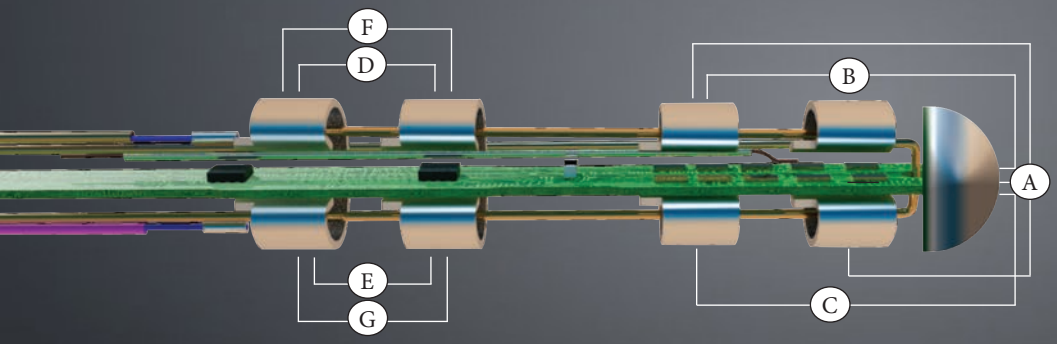
- Measurements using such technology are capable of "mining" the "energetic event" by relating its inherent characteristics of time, magnitude and direction, without post-processing of the native signal, as is customary in the current art.

The shortcoming of the current electrode technology is emphasized by comparison with the substantive improvements provided by the Huygens™ Catheter technology. Simply stated, a local amplifier which acts as variable resistor, and its on-site electrical ground, that is, a ground not subject to the 5-ft. antenna/ conductor, formed out of the catheter shaft, acting as a receiver/ carrier for equipment located at the operating room with frequencies ranging from 50-60 Hz to 5-10 kHz, and where such an antenna is the origin for some of these noise-generating sources, all but eliminates the Signal-to-Noise (SNR) issue. The Huygens™ Catheter employs pre-amplification technology which substantially improves SNR, Spurious-Free Dynamic Range (SFDR), signal fidelity, sampling rate, bandwidth, differentiation of far-field from near-field components, further outlined in this introduction and the accompanying patents provided.

Those familiar with the art of measuring small bioelectrical signals understand that this active sensor technology provides a new foundation for a wide variety of medical applications. For example, electrophysiological maps can be formed to establish accurate diagnostic maps which improve the subsequent therapeutic outcome. In addition, new platforms can be opened for the detection of axonal nerve endings for applications such as renal denervation and the measurement of ganglionic plexus activities and neuronal cellular matrices. The electrical characteristics of the active sensor can resolve many of the existing problems emanating from the electrode technology interface, where the ratio of signal magnitude compared to the noise impairs the ability of the clinician

BIPOLAR ELECTRODE PAIRING

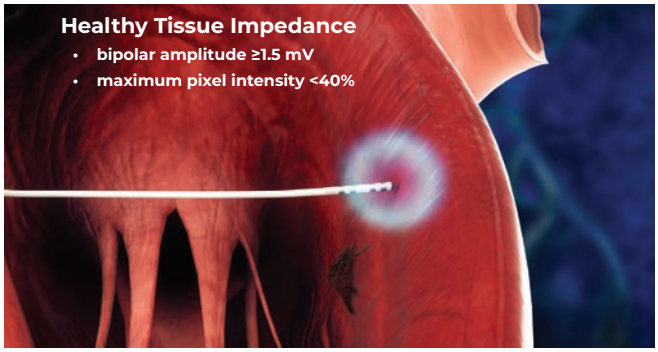
The HUYGENS™ Catheter can not only act as a traditional unipolar mapping catheter, but cn also operate as a bipolar mapping catheter where the quad pair ring electrodes work in conjunction with the tip sensor to provide tissue differential mapping data. The pairing protocols are shown below.

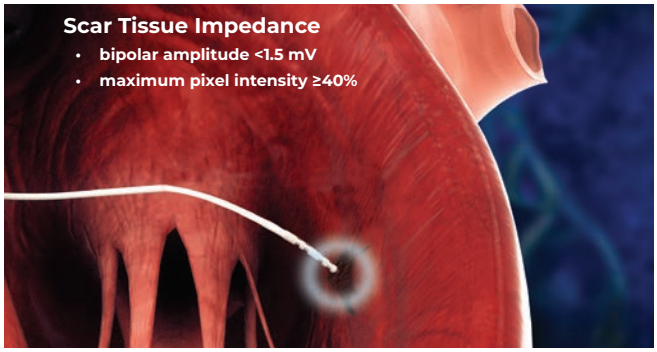


to form an adequate and reliable diagnosis. The active sensor array can supplement existing technologies used in Implantable Cardioverter Defibrillator and other implantable devices, neuromodulation, and pacemaker leads, where the fidelity of the signal is essential for its optimal performance.

Electrode technology is limited in providing uniform diagnostic metrics, and therefore the clinical observations provided are oftentimes merely anecdotal indications due to the current state of the technology. The active sensor array, as a model for local pre-amplification in supplement to the current electrode technology, provides many benefits by complementing the existing technology when incorporated into a single platform. The current architecture of leading mapping apparatuses such as CARTO™ or EnSite®, as well as their tool sets, need not be modified as to their generic metrics (e.g., bipolar, quadripolar, decapolar, balloon, basket), and are not altered as the local amplifier and its associated circuitry is adopted within the existing catheter shaft, rather, this novel sensor technology can be seamlessly incorporated into the existing hardware, and, to the operator, the change would be essentially invisible.

Proprietary Orientation-Independent Electrode Configuration





To create an accurate heart map for treating AFib, the mapping catheter must be able to detect the small electro-impedance differentials between healthy tissue that can efficiently carry electrical signals for proper heart pacing and scar tissue that cannot. With current technologies, the lower fidelity electrode sensors can often miss small scars or not be able to detect the gradation of impedance differentials to properly define the edges of the non-conductive tissue.

Understanding
THE NOISE PROBLEM

Current cardio mapping technology requires an analog RF signal to travel the entire circuit of the catheter's length in order to capture the bioelectric signals needed to plot both location and biotissue viability. As a result, the signal is subject to degradation due to the length of travel and the pollution from other RF sources in the operating room.

Figure 1

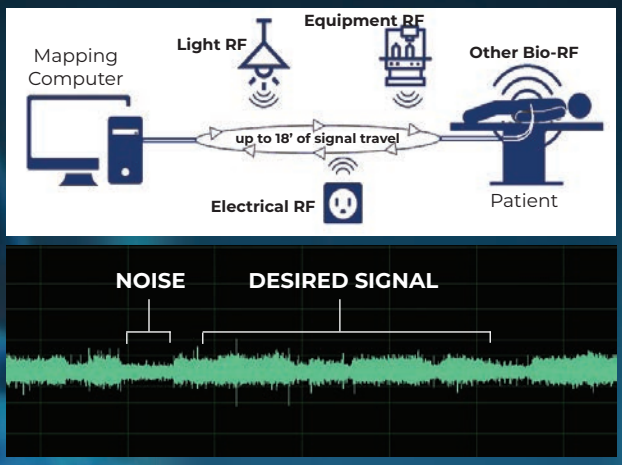


Fig. 1. Shows the traditional signal path for EP cardiac mapping and the various sources that create pollution in the signal making it hard to discern noise from needed tissue measurement.

Figure 2

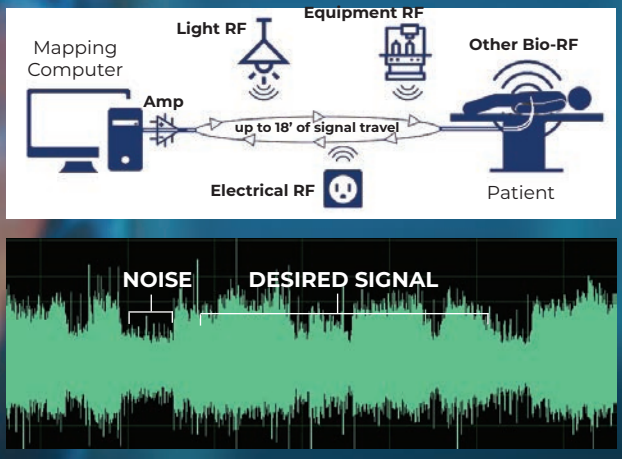


Fig. 2 shows the attempt to add signal amplification at the mapping station source in order to boost signal fidelity. Though this helps, the wave spectrum shows that noise is equally amplified along with the bioelectric tissue measurement.

Figure 3

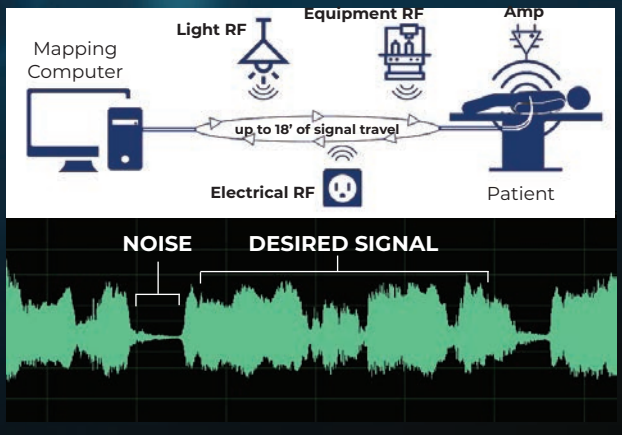


Fig. 3 shows the vast improvement in signal fidelity that the Huygens™ Catheter brings to biotissue impedance capture when the signal amplification, filtering and processing occurs at the catheter tip. Further that this method then allows the analog signal to be converted to a digital format before having to travel back to the mapping computer, thereby preserving an accurate and much higher resolution signal.

A typical feature of traditional EP mapping catheters is the placement of a plurality of electrode rings along the length of the distal tip. These electrode rings take a series of impedance measurements when placed in contact with the myocardial tissue while navigating along the interior surface of the heart and the various specific points of interest therein.

For EP mapping, it is desirable to have relatively small mapping electrodes, in a configuration that maximizes tissue contact in order to get a more accurate measurement of the bioelectrical potential of the tissue the catheter is laid sideways against it. It has been found that smaller electrodes record more accurate and discrete electrograms of this near-field activity because larger electrodes are susceptible to detecting both the relevant near-field signals as well as the undesirable far-field signals (i.e. signals being generated in the surrounding bloodpool or other indirect contact sources.

When a portion of an electrode is not in contact with the endocardial tissue, it is exposed to far-field signal interference being propagated through the blood pool by other regions of the heart. The far-field signals interfere with the near-field signals, making accurate measurement of the near-field signals difficult. As a result, the exposed electrodes not in contact with the heart tissue are susceptible to detecting far-field signals when the catheter is laid sideways against the inner wall of the heart. It is not uncommon for half of each ring electrode in a catheter array to be out of contact with tissue and thus exposed to the more conductive electrolytic properties of the blood medium.

The Huygens™ Catheter incorporates semi-circular electrodes formed with a flange for bonding onto a FCB which forms the central spine of the device. A single pair of such split-ring electrodes are positioned on opposite sides of the FCB to form a complete circumference of the catheter's outer diameter, flush with the adjacent surface. Through the use of orientation-independent electrodes, sensitivity is improved by reducing the contact surface area, and providing a means of contrast between near-filed tissue contact signals of concern and far-field impedance distortions.

Lossless Optical Data and Photovoltaic Power

As touched on previously, in a conventional EP mapping catheter, the weak biopotential signals picked up by electrodes in the sensory tip are amplified in external equipment that is separated from the electrodes by several meters of wiring. This wiring, acting as a receiver, is vulnerable to noise pickup from 60 Hz power mains and higher frequency interference from operating room equipment. As a result, signals such as complex fractionated atrial electrograms with low-voltage micro-amplitudes in the tens of μVpp (microvolts measured peak-to-peak) are often buried in the noise resulting from ambient EMFs, cable motion artifacts, and faulty connections. In addition, signal processing at the multichannel recorder, where the EP mapping catheter connects to the EP mapping station, can likewise subject these small signals of interest to degradation when the signal is amplified post-catheter.

Continuous, low amplitude, fractionated high-frequency signals such as those frequently seen in the atria of patients with chronic atrial fibrillation, cannot be easily captured and characterized using existing recording technologies. These signals can contain important biologic and electrophysiologic information such as fractionation potentials recorded in scarred myocardial tissue, pulmonary vein potentials and accessory pathway potentials. All of these are important for an EP physician to accurately characterize when making their prognostic ablation strategy.

The Huygens™ Catheter incorporates optical fiber in place of electrical wiring, permitting the signals detected by the active sensor array in the catheter tip to be converted into incorruptible digital data packages and sent as an optical data-stream. The data is then transmitted via an optical interface to the mapping station, immune to any RF or EMF or interference. Additionally, the optical interface, located in the Huygens™ Catheter Handle, provides power to the FCP and the active sensor array in the catheter tip and serves to handle data flow to and from the catheter, permitting power, control and data to be transmitted simultaneously and bi-directionally.

Contact Sensing and Force Control

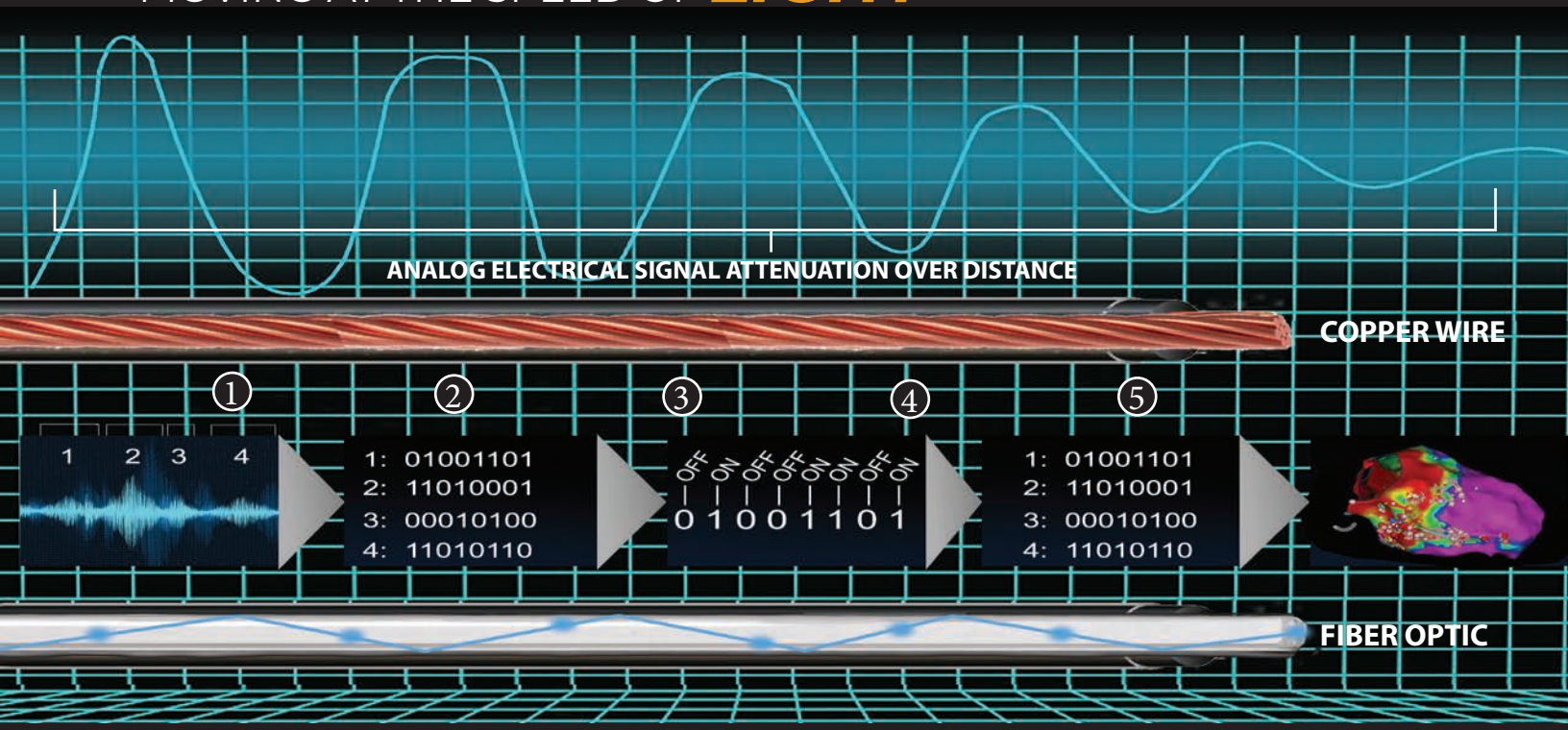
The degree of force applied to myocardial tissues by any EP catheter tip is an important factor in various EP catheterization procedures. In EP RF ablation, firm contact with the ablation site of interest is required to create a lesion with the depth needed for full isolation of that tissue. Similarly, contact force has important significance in EP mapping procedures as there is a direct correlation between degree of electrode-tissue contact force with the resulting quality of the bioelectrical signal detected.

Currently, an EP physician has to relay on visualization methods such as the display provided by a fluoroscopy monitor to determine if contact has been made and to calculate how much contact force is being exerted on the contact point. This remains a drawback to the art. The development of intuitive navigation assistance methods which would improve physician accuracy and procedural efficacy have remained an unrealized promising potential for an augmentation of the state-of-the-art.

Ostensibly, the design of a "smart" catheter system should incorporate direct haptic feedback from a number of digital sensory components with the goal of reducing the abstractions of the remotely guided tool, and enhancing the ability of the physician to better perceive the tool as an extension of their own body to bridge the gap between the virtual and the intuitive.

As part of the Huygens™ Catheter development, NKC has also created a "smart" catheter handle that in addition serves all the functions of a traditional EP catheter steering device, but also provides all the interface requirements between the Huygens™ Catheter tip, the NKC EP Operating Suite and the Proteus™ Robotic Arm. Included in the architecture is a novel platform to address the force contact sensing issues associated with the current state-of-the-art. The Huygens™ Catheter Handle features a potentiometer-actuated deflection control that allows the

MOVING AT THE SPEED OF *LIGHT*



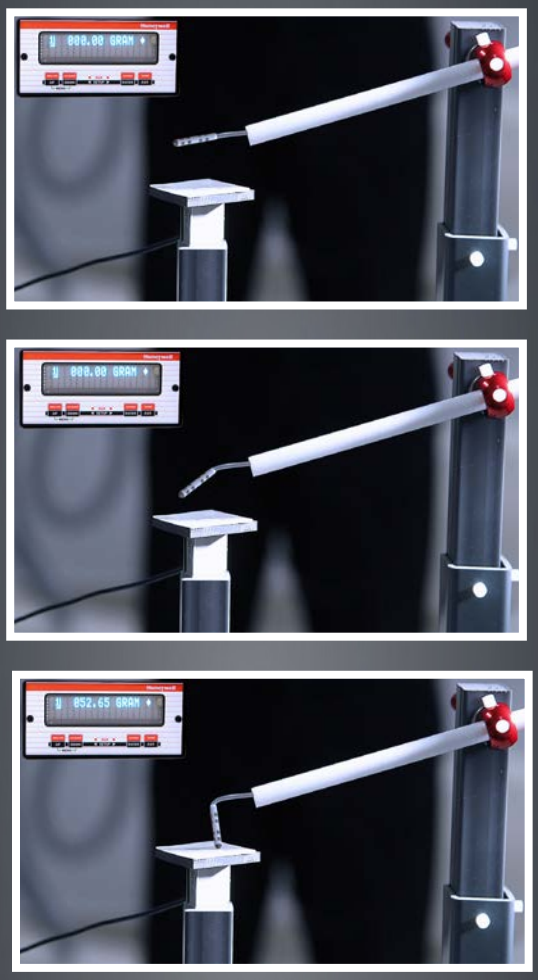
One of the main issues with traditional EP mapping is the degradation that occurs to the measured signal at the catheter tip inside the heart when it is transmitted anywhere from 9' to 20' to the receiving computer in the operating room. Not only is there signal contamination from other RF sources, but analog electrical signals quickly attenuate, that is they degrade in voltage and quality, very quickly over even a distance as short as this. With fiber optic data transmission though, as signal can be sent up to 40 miles before signal quality needs to be amplified to maintain integrity; and that signal can be sent at the speed of light. With the Huygens™ Catheter, NKC uses fiber-optic data communication to both send and receive between the catheter and the mapping station which all but eliminate the issues associated with typical analog signal attenuation. But just how is data sent by light from one end to the other?

1. *The small millivolt signal is captured by the catheter electrode and through the amplifier/filter which removes any locally captured noise so that the desired signal(s) can be isolated to distinguishable waveforms.*
2. *The waveforms are converted into a digital data format which are simply packets of bits and bytes consisting of unique combinations of ones and zeros.*
3. *These packets are then synchronistically converted to pulses of light in a Morse code fashion through the fiber optic cable where the ones are represented by a pulse of light and the zeros are represented by no light.*
4. *At the receiving end of the fibreoptic cable, the pulses of light and darkness are converted back to the digital packets of ones and zeros.*
5. *The mapping software can then read these signal and convert them to spatial point and display them on the monitor.*

user to precisely adjust the angle of the catheter via a motorized drive governing the guide wire. This, along with the information already being provided by the local impedance measurement, provides further insight into catheter-tissue coupling.

Because of the material difference between the impedance of myocardial tissue and that of the blood pool medium (approx. 130 Ω vs. 90 Ω), any recorded signal can be evaluated by a corresponding resistance measurement. Signals below a desired threshold can be selectively squelched, providing a complementary data masking channel for discriminate signal filtering between "hot" localized measurements and "cool" proximal measurements which are much more susceptible to the influence of far-field signals. This extra layer of surrogate information can be feasibly extrapolated for use in visual displays, audio enhancements, device feedback and control, including those of approximate force determination, haptic response, and semi-robotic automated functions.

As the Huygens™ Catheter gathers, digitizes and records all signals received in addition to parametric data about the state of the device itself such as degree of deflection and orientation to a fiducial reference, this data is indexed to a lookup table, permitting various forms of detailed analysis including but not limited to a correlation of the deflection extent from the control potentiometer in the handle to the clarity and position of the measured impedance from the distal electrodes. Real-time comparative operations on this matrix yield a qualitative assessment of the electrode-tissue interface at the time of recording to provide further indication of optimal contact with the target structure.



The images above show the Huygens™ Catheter undergoing force-conact-test measurements. One of the critical abilities required of a heart-mapping catheter is to make solid contact with the myocardial tissue it is mapping. The catheter must be able to apply exact force contact of the tissue at any angle of deflection in its positioning. Too little pressure and a measurement can not be made. Too much pressure and the measurement will not be accurate in comparison to other measured contact points.

The Huygens™ Catheter Handle takes the already amplified and digitized cardiac signals from the Huygens™ Catheter tip to handle and connects directly to the mapping station. The output of the handle contains eight amplified and filtered digital signal of the cardiac readings, as well as contact force measurement and catheter positional data, converted from digital readings to analog values. Signal values are transmitted to the mapping station to be interpreted as any other amplified readings, while force and displacement measurement can be transmitted to an external workstation through a data transfer protocol, permitting further data modeling and processing via 3rd-party applications such as MATLAB, etc.

The Huygens™ Catheter Handle provides the interface between the Proteus™ Robotic Arm guidance system and the Huygens™ Catheter to facilitate precision control of the catheter. Though created specifically for the Huygens™ Catheter, the Huygens™ Catheter Handle could be utilized by any standard EP mapping catheter. This architecture will allow the use of the Proteus™ Robotic Arm with any catheter of choice which not only will assist in rapid acceptance of this technology by a larger number of clinicians, but also is potential source of significant revenue for the Company in developing licensing contracts with other EP catheter manufacturers.

AI and Machine Learning

AI is not a new concept in cardiac electrophysiology with automated ECG interpretation

existing since the 1970s. However, the relatively recent development of large electronic databases in which data have been labeled by experts, innovations in algorithms, software tools, and hardware capabilities are rapidly transforming the role of AI in cardio-vascular imaging and cardiac electrophysiology. AI tools have shown promise in automating and assisting disease diagnosis, and tools are now being developed to enhance prediction of disease prognosis and response to therapeutics and provide novel characterization of health and disease.

Computational Modeling to Study Atrial Fibrillation: The explosion of mapping and imaging in Atrial Fibrillation (AF) patients provides increasingly detailed data that could be used by AI to classify AF and personalize therapy for patients. In studies of computer models derived from magnetic resonance images of left atrial geometry in AF patients, Machine Learning of spatial atrial fibrosis patterns predicted sites of AF drivers that were unaffected by ablation.

A major unmet need is to reduce ambiguity in mapped AF patterns because current AF mapping systems require operator interpretation by automatically identifying ablation targets. With its open architecture design, the digital processing and recording features of the NKC Huygens™ Catheter make it ideal for acquisition and indexing of complex data for machine learning set-training, research analysis and machine-assisted diagnosis, among other applications.

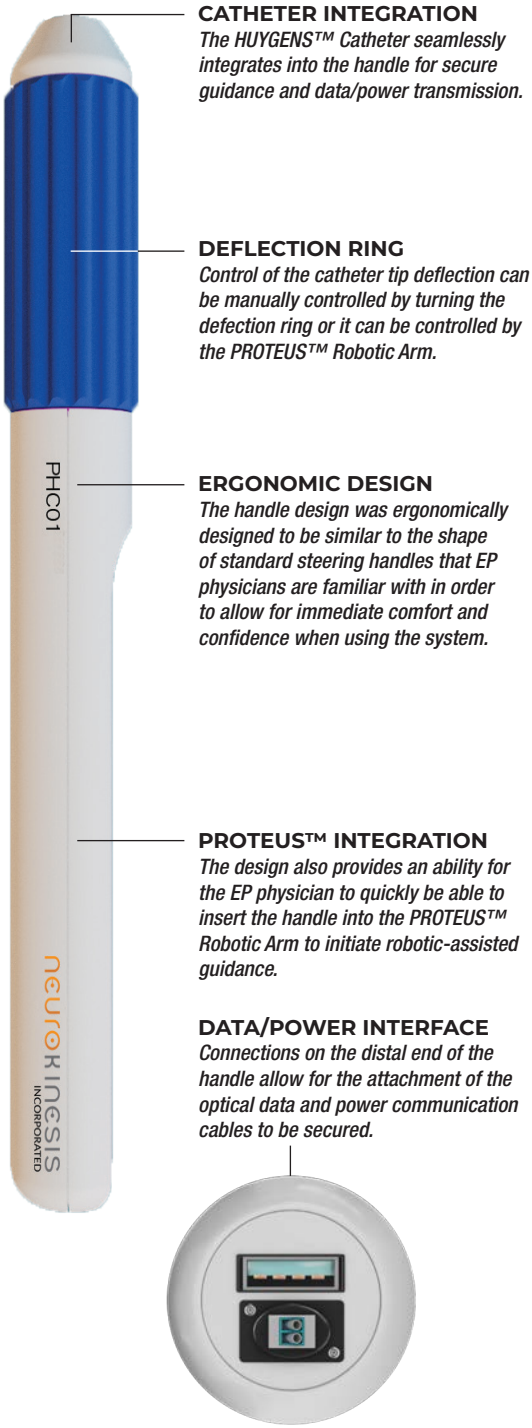
Huygens Summery

The Huygens™ Catheter pushes the envelope of the current EP mapping art. With its advanced sensor-electrode technology, its proprietary distal-end signal processing and optically transmitted data communication, the Huygens™ Catheter is poised to provide solutions and advances to the EP physician, that will have a meaningful impact on patient treatment.

The Huygens™ Catheter as it exists today can measure both the DC potential as well as the tissue contact impedance conductivity for the same tissue area. The innovative work done

HUYGENS™ CATHETER HANDLE

The HUYGENS™ Catheter Handle was designed to work specifically with the HUYGENS™ Catheter and the PROTEUS™ Robotic Arm to provide the interface between the catheter's FCB data, the Ensite NavX Mapping Station and the NKC Navigation Station. In addition all power transfer is handed through the handle. The handle can operate as a typical manual catheter steering device but can then be easily locked into the PROTEUS™ Robotic Arm for robotic control.



CATHETER INTEGRATION
The HUYGENS™ Catheter seamlessly integrates into the handle for secure guidance and data/power transmission.

DEFLECTION RING
Control of the catheter tip deflection can be manually controlled by turning the defection ring or it can be controlled by the PROTEUS™ Robotic Arm.

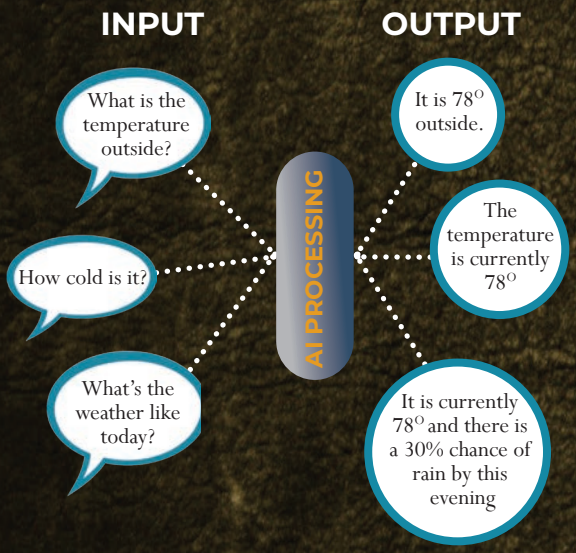
ERGONOMIC DESIGN
The handle design was ergonomically designed to be similar to the shape of standard steering handles that EP physicians are familiar with in order to allow for immediate comfort and confidence when using the system.

PROTEUS™ INTEGRATION
The design also provides an ability for the EP physician to quickly be able to insert the handle into the PROTEUS™ Robotic Arm to initiate robotic-assisted guidance.

DATA/POWER INTERFACE
Connections on the distal end of the handle allow for the attachment of the optical data and power communication cables to be secured.

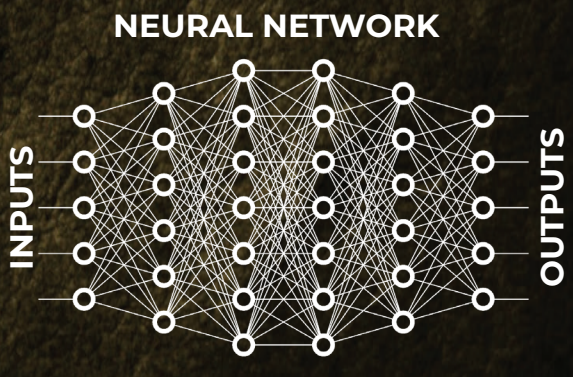
UNDERSTANDING *AI, ML, NN and DL*

Understanding Artificial Intelligence (AI) and its subsets of Machine Learning (ML), Neural Networks (NN) and Deep Learning (DL), can take a lifetime of dedicated study, and yet we work, with and use each of these on a daily basis in our interactions with almost any electronic device. In short, AI can be described as the field of bringing intelligent data-processing to a problem in order to get a correct solution. At its most simple level AI takes an input, processes it through a defined algorithmic set of rules which is then able to produce a desired correct output. As the illustration below shows, here an input about the state of the weather is being made from a variety of sources. Note the input is not presented exactly the same. The AI algorithm though is able to filter out the similar key words, weigh the meaning and intent and determine that is being asked to output information on the weather. Also note that the output, though supplying the correct information, is not restricted to just a single type of response but can vary it depending on other criteria. Hence the data processing is exhibiting a human-type response exhibiting AI.



Machine Learning is a subset of AI which describes the tools and processes of building more complex algorithms that are able to take input and process it through several filter nodes. These nodes comprise a Neural Network (NN) which allows the input data to be analyzed, weighed as to it various levels of importance and then make decisions on an output response. In combining these more complex algorithms with NN filtering, the system is actually able to learn on its own how to respond and act.

Deep Learning is a further subset of AI and ML in which the complexity of the inputs, neural networks and potential outputs are multiplied and layered in a way in which far greater interaction and processing can be done in order to produce solutions or actions which require a much higher level of deductive and inductive reasoning to be performed. Deep learning systems also have a higher degree of self-learning and adaptability as more data and repartition of actions are performed. Examples of practical Deep Learning systems can be found in translation software, service chat-bots, autonomous vehicles, and fraud detection.



by Josh Shachar in revisioining the central equations upon which EP mapping is done has fundamentally changed the derivations as currently described in the literature of the causal relationship between conduction path and fibrillation. The mechanism used to describe fibrillation is associated with the theory defined under the heading "phase singularity" whereby the computer on the back end of the Huygens™ Catheter performs a phase study separating normal tissue from fibrotic/scar tissue. The disclosed technique using the Huygens catheter with the algorithm developed by NKC distinguishes the invention from the existing art.

When coupled with the Proteus™ Robotic Arm and the NKC EP Operating Suite, the Huygens™ Catheter becomes the central key in finally providing a potential comprehensive standard in EP mapping technology for capturing the global dynamics of wavefront activation in the human heart and other tissues. In doing this, NKC is hoping to advance both the diagnostic and therapeutic care the physician can provide.

the HUYGENS™ difference

With the HUYGENS™ Catheter the NKC engineering team has taken all the advancements made with its MOSFET™ Catheter technology and moved it into an entirely new level of sophistication in advancing the art of RF Catheter Mapping into a tip-based signal capture and processing lab which manages all the functions that used to take large machines outside the patient's body receiving corrupted and degraded analog signals from a mapping catheter over 6' to 9' away in order to create some type of heart map for the EP physician to work with.

The HUYGENS™ Catheter removes these barriers and for the first time provides an EP physician an ability to do both anatomical and substrate mapping with a fidelity that is over 200x greater then current mapping software systems provide.

1

The sensor electrodes on the catheter capture a bioconductivity reading of the endocardial tissue. This reading can be as small as .5mv. In addition to the bioelectric signal desired, the electrode can still pick up extraneous electrical noise which pollute the signal the physician is looking for.

2

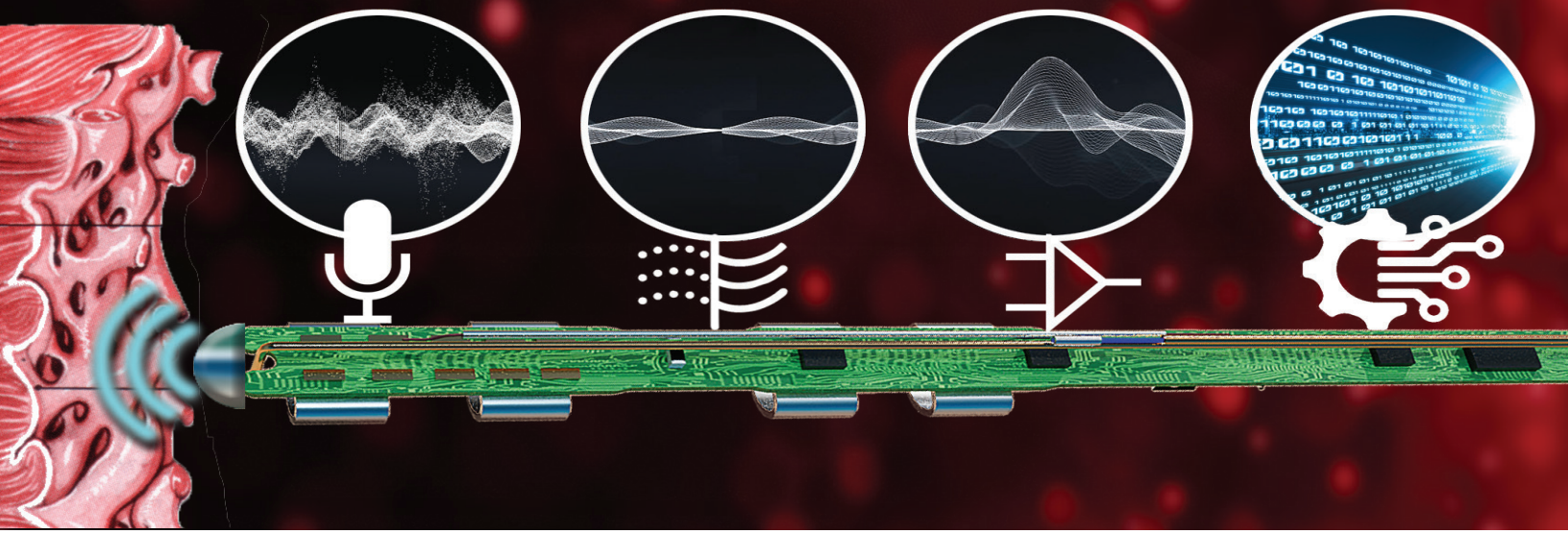
The captured signal is then run through a sophisticated filtering algorithm which is able to make a distinction between the bio-current tissue signal and all the rest of the noise. The noise is filtered out and the clean bioelectric signal is passed onto the next stage.

3

The clean bioelectric signal is then passed through a proprietary amplification algorithm which boosts the millivolt signal into easy to read microvolt level while still preserving all the signal's information.

4

Finally the cleaned and amplified analog signal is converted into a digital data stream before it is sent by fiberoptic cable to the mapping station. This process completely eliminates any potential for signal degradation to occur during its travel .



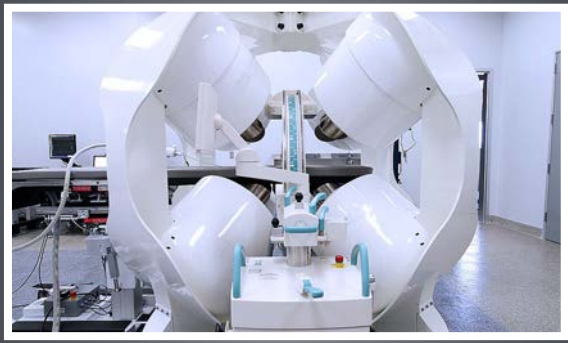
The Proteus™ Robotic Arm

The second major components of the NKC technology platform is the Proteus™ Robotic Arm. With the Proteus™ I Robotic Arm, NKC has taken all of its expertise in the field of robotic-assisted catheter control and guidance and packaged it into a modular system that provides precision control of an EP catheter in three axes of movement; deflection, translation, and rotation, utilizing three independent drive systems to control catheter movement.

Current EP catheters require a lengthy training period, measured in years, to permit the clinician sufficient dexterity and muscle memory in performing very small 3-D changes in the position of the catheter within a beating heart. The ability to command these fine movements without actually rotating and steering the entire catheter should reasonably lead to a large

improvement in the success rate and safety of these procedures. By reducing the margin of human error, robotic assistance can 'flatten' the otherwise relatively steep learning curve of present and future clinicians.

With the development of the Proteus™ Robotic Arm platform, NKC has taken the two decades of research and development that went into the creation and validation of the Magnetecs CGCI technology and brought the EP catheter guidance and navigation achievements from a nine-ton machine requiring a dedicated operating suite and trained technical staff, into a shoe-box-sized-modular plug and play system that can provide even more precise catheter steering and guidance navigation.



The evolution of NKC's catheter guidance vision from the nine-ton CGCI™ (pictured center) to the shoebox-sized Proteus™ I Robotic Arm (top) and the Proteus™ II Robotic Guidance System (bottom) is a dedication to the amazing skills of the NKC Engineering Team.

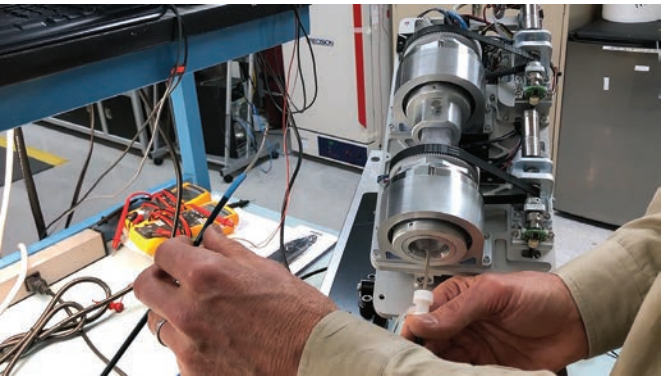
As of the date of this Memorandum, NKC has completed it prototype development of it Proteus™ I Robotic Arm system. The purpose of this phase in the Proteus™ Robotic Arm timeline was to see if the advances that had been made in EP catheter guidance, navigation, and precision control of catheter positioning in all 3 axis of movement as well as control of catheter tip deflection could be transformed from the magnetic-based large footprint CGCI system into a electromechanical system that was portable and only weighed a few kilograms.

The Proteus™ I Robotic arm takes all of the aforementioned capabilities of the CGCI legacy architecture and packages it into a compact, modular system that provides robotic-assisted control of a catheter in three axes of movement; deflection, translation, and rotation, utilizing three independent drive systems to control catheter movement.

The electro-mechanical aspect of the Proteus™ I Robotic Arm proved challenging in that servo motors that could provide catheter movement had to be miniaturized to be able to fit the footprint of the planned platform as well as to be medically durable and safe to meet the regulatory standards for such a device in an operating theater. To meet this need, the engineers integrated three separate drive mechanisms to move a catheter inside the patient's body. The first was a rotation drive, which would be able to rotate the catheter in either a clockwise or counterclockwise

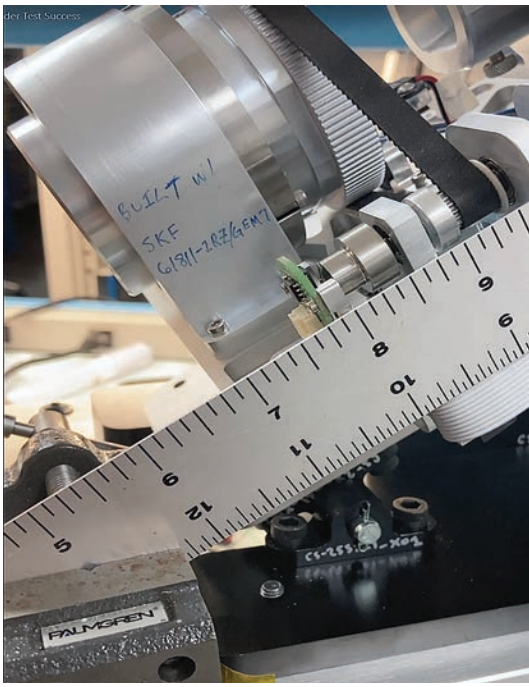
direction through 180 degrees. The second was a translation drive that would move the catheter forward or backward up to 50mm in either direction and finally a deflection drive that would allow the tip of the catheter to be bent at an angle. Each of these motors allowed for a variable speed proportional response based on the input from the steering device, either a haptic joystick in the physician's hand or the computer-controlled navigation software. Each of these needed to provide a fine grain control of EP catheter advancement as small as 1.5mm at a speed of up to 10mm per second.

In addition to overcoming the challenges of the revisioining the electromechanical translation from CGCI to Proteus™. NKC also had to re-imagine how to create the interface that would allow the Proteus™ to interpret and execute an interplay between the information coming from the catheter, the imaging systems, the mapping software and the real-time decisions for movement coming from the EP physician. This new system would have to in essence be able to "dance" with all these partners to move and position the catheter exactly where it needed to go. Of high priority was the method by which the Proteus™ could perform the robotic-assisted automatic guidance of the Huygens™ Catheter based upon parameter input from the EP physician and the mapping software. The ability of the Proteus™ Robotic Arm to execute automatic grid mapping of the heart chamber based upon key point identification, the ability to perform the programmed ablation strategy set by the EP physician, and the facility to perform return to point navigation were all important features that NKC wanted to bring to the Proteus™ Robotic Arm.



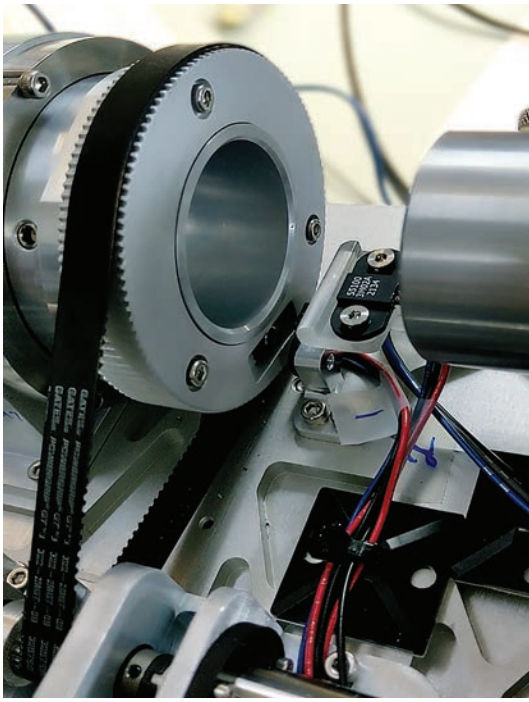
Engineers perform bench test of the Proteus™ I Robotic Arm's ability to control the deflection of the Huygens™ Catheter tip.

In just the one area of computer-aided return of a catheter tip to a designated site, or multiple sites stored on a mapping system, could prove very useful in clinical settings such as:



The Phase One development of the Proteus™ I Robotic Arm provided the proof-of-concept validation to reimagine the electro-mechanical possibility for a next generation EP catheter guidance system for the future.

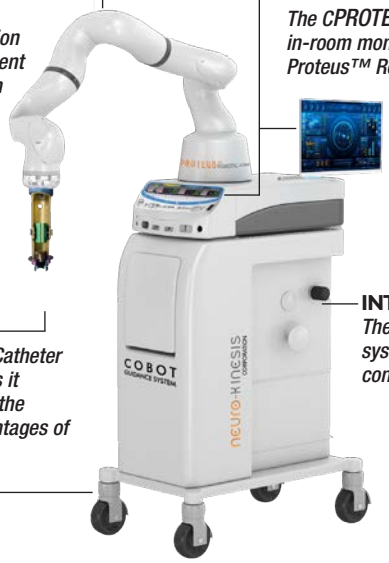
The Proteus™ I Robotic Arm demonstrated the ability to deliver precision control of catheter positioning for any axis of direction in 3D space. In the photo above, engineers test the accuracy of the Translation drive and in the photo below, the Rotation drive is measured for accuracy in performing 360^{O} rotations.



PROTEUS™ II ROBOTIC ARM

The PROTEUS™ II Robotic Arm is the next generation development phase for the Proteus™ Guidance System. The PROTEUS™ II merges all the electromechanical development achievements to miniaturize the robotic assisted guidance technology with the AI and Machine Learning work that has been done on a parallel track and brings it into a system that can emulate the precision and tactile movements of the EP physician's hand to create a seamless virtual integration between the physician and the machine.

The system consists of the new PROTEUS™ II Robotic Arm.



- Sites previously ablated which had resulted in temporary cessation of a rhythm or achieved a specific EP end-point;
- Sites previously designated as "areas of interest" during a baseline mapping of a cardiac chamber;
- Multiple sites which comprise a specific designated "lesion set", such as a line connecting two anatomic structures in the heart.

With the completion of the Proteus™ I Robotic Arm, which reconciled all the issues for addressing the electromechanical challenges for the revisioining of the technology, the Company is now focused on developing its Proteus™ II Robotic Arm.

The Proteus™ II will take all the innovation of the Proteus™ I and combine it with new advanced AI capabilities in a form structure that will mimic actual human movement of the catheter in a way that will bring the technology several steps closer to blending the intuitive tactile capabilities of the EP physician with the precision control, repeatability and speed efficiency of robotic guidance.

Part of the proceeds from this offering will be used to complete the initial milestones for the development of the Proteus™ II Robotic Arm. These include:

- Purchase of the KUKA LBR Medical Robotic Arm that will handle the gross movement articulations of the Proteus™ II
- Development of the Gripper which will be used to perform the fine detail guidance movements of the Proteus™ II Robotic Arm.
- Fabrication of the Proteus™ II Robotic Arm operating cart which will house all the computer interface and power systems for the system and provide a standalone, portable vibration-free pedestal for the system.
- Development of the software, firmware, and UI/UX integration of the Proteus™ II Robotic Arm with the NKC Programmable Logic Controller (PLC) which is the communications hub for the NKC EP Operating Suite.

- Perform the initial in-house wet-lab testing of the Proteus™ II Robotic Arm.
- Prepare to perform initial simulated human model navigation studies.

The anticipated successful completion of these milestones will help to substantively solidify the core foundation of the Huygens™ Catheter / Proteus™ Robotic Arm technology as a standalone solution for advancing EP catheter control and navigation as well as moving the completion of the NKC EP Operating Suite several steps closer operational status.

Lorentz Active Sheath™

The Proteus™ II Robotic Arm is shown here holding the Huygens™ Catheter handle with a short version of the Huygens™ Catheter as initial control testing of the Gripper's ability to control axial control and tip deflection is done.

Ancillary to, but still a critical component of the NKC Huygens™/Proteus™ platform is the Lorentz Active Sheath™. The Lorentz Active Sheath™ serves as both an introducer sheath that is first inserted into a patient's body during a catheter-based procedure, such an EP ablation, to provide a protective conduit through which other surgical instruments, such as the EP mapping and ablation catheters are guided, and a steering sheath which is designed to facilitate catheter access and stability of diagnostic and therapeutic devices to a wide variety of vessel takeoffs and challenging anatomical areas including the endocardial tissue contact points in target sites of atrial fibrillation.

The functionality of an introducer and steering sheath is well established in EP procedures. The Lorentz Active Sheath™ takes the simple mechanical technology several steps further by adding active electronics and a smart capability that enables the Lorentz Active Sheath™'s position and orientation to be tracked via an industry-standard position detection system. Additionally, the electrode signals also serve to create a reference frame which is used to act as a motion compensation filter and fiducial alignment system for the movement of any Lorentz Active Sheath™-hosted medical tool. In specificity to the Huygens™ Catheter, the Lorentz Active Sheath™ serves as a triangulation point for aiding in determining the r position and tip deflection.

The Lorentz Active Sheath™ was initially developed under the Magnetecs banner and was part of the asset acquisition in 2019. The Lorentz Active Sheath™ currently holds five separate domestic and international patents.

The NKC EP Operating Suite

As the Huygens™ Catheter and the Proteus™ Robotic Arm are the core of the NKC EP technology platform, the NKC EP Operating Suite is the body in which the core technologies come together as an advanced turn-key integrated system for the modern EP physician to advance their art.

The NKC EP Operating Suite brings into a unified platform all the major components required for an EP physician to perform most standard EP procedures including catheter guidance, tissue mapping, ablation point targeting and execution, real-time patient data display and data capture, local and cloud-based data exchange, and system control and management. The Operating Suite modules includes:

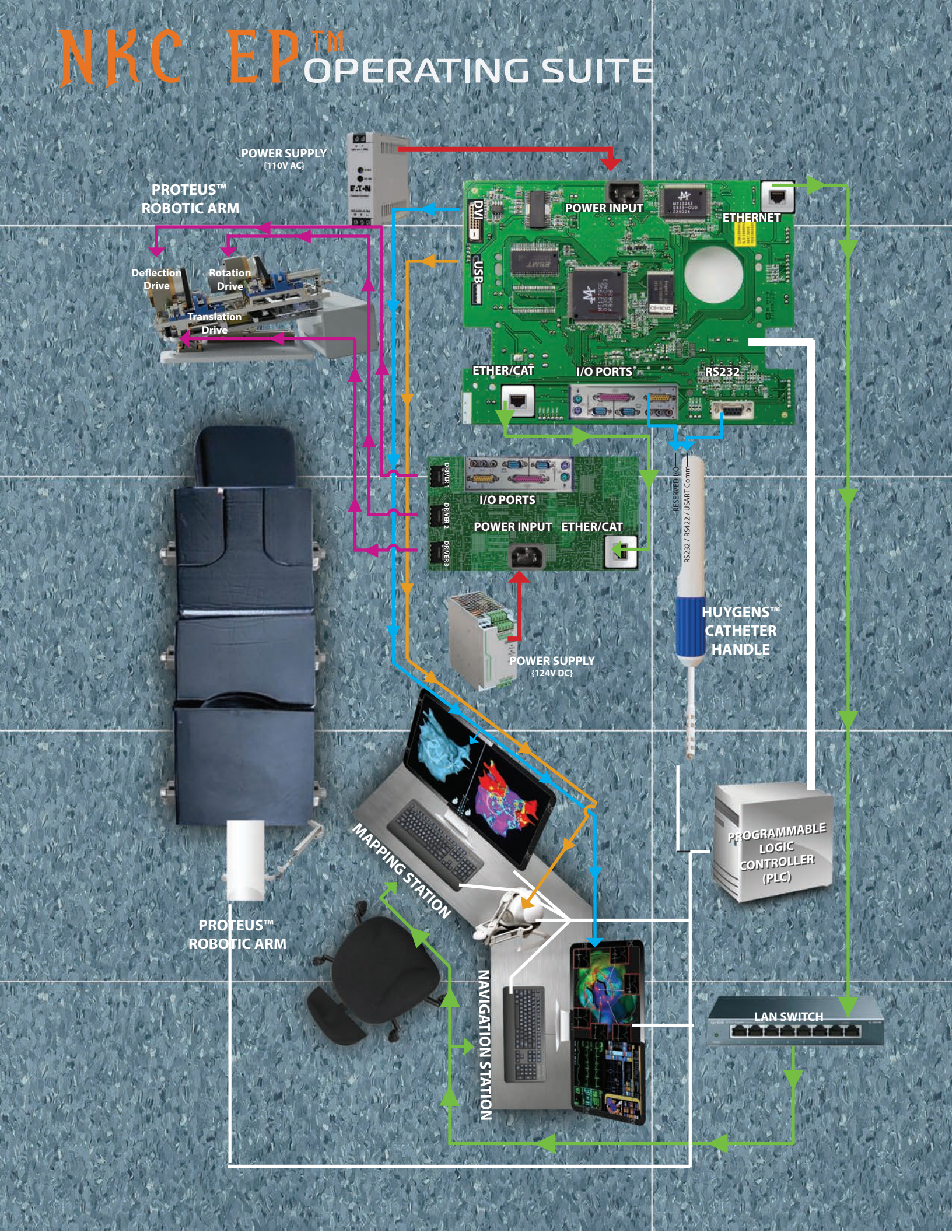
1. The Huygens™ Catheter
2. The Huygens™ Catheter Handle
3. The Proteus™ II Robotic Arm
4. The Proteus™ II Gripper
5. The NKC Programmable Logic Controller
6. The Ensite NavX Mapping Station
7. The NKC Navigation Station
8. The NKC Power Supply and Distribution System
9. The NKC Data Recorder and Communications Hub
10. The NKC Ethernet/LAN/WiFi Routing Switch

Items 1-6 have been covered in detail above. The following provides information on the other components in the NKC EP Operating Suite which provide the internal data and power streams to be controlled and routed properly, the acquired biopotential data capture to be converted and displayed as a high resolution 3D map, the correlation of the generated map's positional points to be utilized by the navigation system to accurately move the catheter as desired by the EP physician, the ability of the EP physician and operating team to monitor patient status and vitals, and for all the data to be captured and stored/shared as part of the patient's protected health record.

The Programmable Logic Controller

The Programmable Logic Controller (PLC) is the central hub for the entire NKC EP Operating Suite. The PLC is an industrialized computer that can receive data through its inputs and send operating instructions through its outputs. Fundamentally, a PLC's job is to control a system's functions using the internal logic programmed into it. The PLC takes in information, whether from automated data capture points or human input points such as switches or buttons and then, based on its programming, the PLC then decides whether or not to change the output. A PLC's outputs can control a huge variety of equipment, including motors, solenoid valves, lights, switchgear, safety shut-offs, and many others.

NKC EP™ OPERATING SUITE



For the NKC EP Operating Suite, the PLC takes the capture input being sent from the Huygens™ Catheter through the optical data stream and converts it into a machine code that is readable by the EnSite NavX mapping station, and outputs that digital data to the mapping processor. Once processed by the EnSite mapping computer, that information is fed back to the PLC and sent to the navigation display at the NKC Navigation Station. Navigation movements by the EP physician are then sent to the PLC where they are translated into a separate machine code and then relayed to the computer control on the Proteus™ II Robotic Arm, which in turn, executes the movement. That movement is registered by both the catheter and the telemetry electrodes on the patient and the new position coordinates and tissue measurements are returned back to the PLC. This cycle happens in a fraction of a second and it is all controlled by the PLC.

Thus, the PLC acts as a Universal Translator, which as one might recall from the Star Trek series, enables the communication between all the separate machines and systems, each of whom speak a different language, to be able to communicate and work together. Additionally, the PLC acts as the traffic controller for the NKC EP Operating Suite to move communication between the Huygens™ Catheter, the Proteus™ Robotic Arm, the EnSite Mapping system, and the navigation controls. Since the PLC can handle most input and output types and provide data syncing and control, future hopes for the NKC PLC are to integrate every portion of the peripheral support systems in an operating room into a single unified control hub to include imaging system control, respiratory systems, and even patient bed operation and room lighting control.

The NKC Programmable Logic Controller (PLC) operates much like a combination traffic cop and universal translator at the intersection of all data throughput in the NKC EP Operating Suite. The PLC takes all the incoming data streams, determines where it needs to go, converts the data into a language understood by the receiving device and then transmits that data to that device for processing.

The Ensite NavX Mapping Station

Though the Huygens™ Catheter can interface with most any of the standard mapping station platforms being used today, NKC has made a strategic partnership arrangements with Abbott St. Jude to use their Ensite NavX Mapping Station for their current development work, animal studies and system validation efforts. Abbott Laboratories is 135 year old multinational medical devices and health care company with close to $44 billion in annual revenue through its sale of medical devices, diagnostics, branded generic medicines and nutritional products. St. Jude Medical Inc. was a Fortune 500 global medical device company with annual revenue of $5.5 billion. St. Jude was acquired by Abbott Laboratories in 2017 for $25 billion.

St. Jude Medical's strong position in fast-growing areas such as atrial fibrillation, heart failure, structural heart and chronic pain complement Abbott's leading positions in coronary interventions and mitral valve disease. Together, the company will compete in nearly every area of the $30

billion cardiovascular market and hold the number 1 and 2 positions across large and high-growth cardiovascular device markets.

St. Jude has been a strong supporter of the NKC catheter mapping and guidance technology since 2009 while it was still part of the Magnetecs CGCI development. The new partnering agreement further strengthens the close bonds the companies have build through the years.

As part of the agreement, NKC is utilizing the industry standard Ensite NavX mapping system. The Ensite NavX has the ability to visualize and navigate a complete set of intracardiac catheters in any cardiac chamber for diagnostic and therapeutic applications. It enables electrophysiologists to display in real time up to 64 electrodes simultaneously on 12 catheters with almost every commercially available catheter, including pacemaker leads. The system is able to quickly render accurate 3-D maps of the cardiac geometry by using all these catheters, without visualization of electrical activity. It is particularly well suited for particularly suitable for ablation of arrhythmias with well-known substrates that can be treated by an anatomical approach, such as AFL and linear LA ablation for AF.

The Ensite NavX Mapping Station

The Ensite NavX allows the display of catheters from the puncture site to the final destination in the heart without the need for fluoroscopy. Indeed, this non-fluoroscopic navigation system allows real-time assessment of wall contact and catheter stability as well as assessment of the anatomical position and the relation between the ablation catheter and other intracardiac catheters. Because of these capabilities, catheter displacement and insufficient wall contact are readily recognized without the use of fluoroscopy, resulting in reduction of radiation exposure, procedure duration, and the trend to reduced RF energy delivery.

With the Huygens™ Catheter as the data capture/generator for the Ensite NavX, the pairing of these two technologies will be able to generate cardiomaps that will have a display resolution 200 time better then currently can be generated, thereby allowing the EP physician to finally visualize a far more accurate map of the heart geometry and biotissue health, especially as it pertains to issues related to low-voltage electrical signal disruption.

NKC Navigation Station

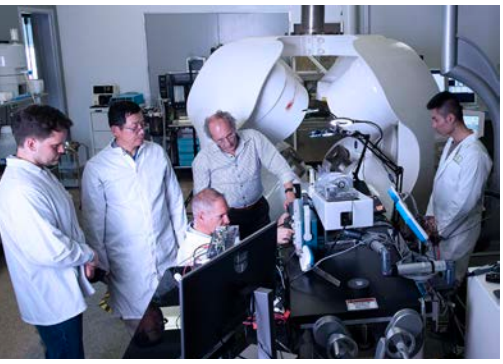
The NKC Navigation Station is the pilot's seat for the entire system. Robotic-assisted and autonomous navigation is carried out at this location. The EP physician can see real-time high-resolution displays of the 3D heart map as it is being created by the mapping station, as well as to see live fluoroscopy images, and monitor patient biometrics such as EKG, pulse rate, O2 saturation,

and other vitals. The physician can control the movement of the Huygens™ Catheter via an advanced haptic controller, which translates any of the physician's commands into immediate movement with virtually no latency between command and action.

The physician can view real-time animation of the catheter tip as it moves inside the heart and the catheter tip's sensors provide sensory feedback to the haptic control allowing the physician to "feel" the endocardial tissue as the catheter is moved about.

(above) Two members of the NKC Engineering Team review the operation of the Ensite NavX system.

(below) CEO and CTO Josh Shachar works with members of the NKC Engineering Team during integration testing of the EnSite NavX with the Huygens™ Catheter in the Wet Lab



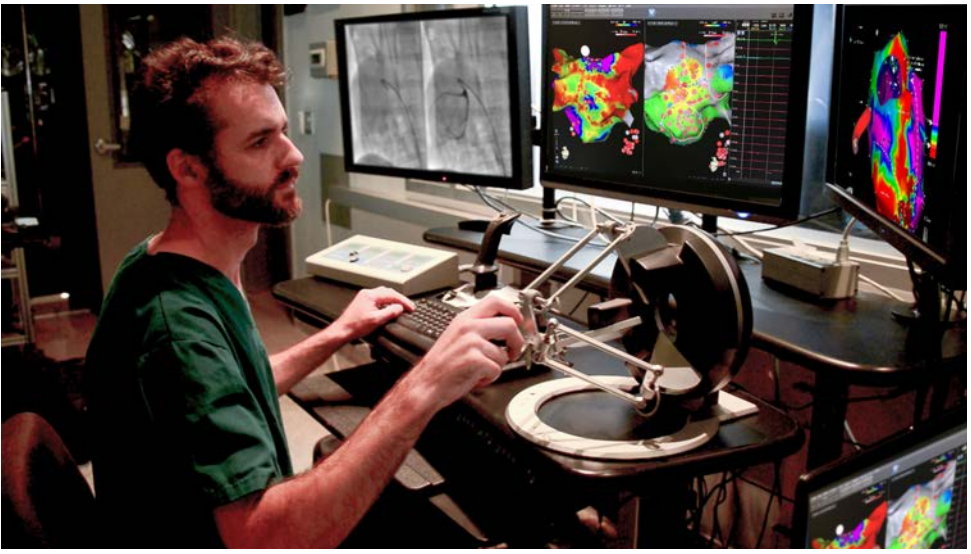
Haptic response controllers are tactile-responsive input devices that provide force-weight changes, vibrations, or motions to user in order to indicate a change in the environment that is being controlled. Haptic controllers offer a distinct advantage in a demanding environment dominated by visual data, enabling the user to immediately sense feedback by touch without additional clutter in their field of vision. Distinguishing elastic tissues from more rigid structures, the amount of force being, as well as the determining the amount of tissue interface by the bioelectrodes at the distal tip are all concerns within the tactile domain which can be communicated to the EP physician with a haptic system.

A haptic system provides feedback to the user in the form of various mild vibration patterns produced by a motor-driven asymmetrical weight in the handle or wearable accessory buzzer device which generates a distinct range of tactile "textures" ranging from finer to coarser vibrations and pattern-like impulses. This haptic response system is driven by a real-time function of the recorded impedance, force and parametric device data arrays.

Development of the mapping station,s integration software and firmware has been a collaborative effort by both the NKC Engineering team and Anacaz, a recognized leader in high speed L4-L7 packet processing with broad experience in network protocols and packet processing as well as cloud storage and communication solutions.

Current Status and Moving Forward

In Q4 of 2022, the Company completed installation of its in-house animal lab at it Los Angeles headquarters. The lab consists of three different spaces that allow the Company the ability to test prototype designs, perform quality control checks, and establish operational and test protocols while gathering the important analytical and comparative clinical data needed to further its regulatory approval strategy. One of the spaces comprises a 500sq/ft ISO-7 clean room capable of maintaining an air quality of less than 10k particulates per cubic foot with an advanced positive air HEPA filtration system. This room allows the engineering team to perform



The Proteus™ Robotic Arm and the NKC EP Operating Suite provides the EP Physician an exacting measure of control when guiding the catheter inside the heart chamber. The above shows a physician using a force-feedback Haptic controller to guide the catheter in creating the desired ablation points in an AFib procedure.

any biological studies and electrical fabrication work that require a high degree of air purification to prevent contamination of a process. A second 500 sq/ft ISO 9 clean room is setup to allow less critical mechanical engineering and software/firmware testing to be done. The last space comprises an 800 sq/ft operating suite that includes installation of the Abbott/ St. Jude EnSite NavX System, X-ray, EKG support, an operating table integrated with the adjustable surgical arm where the Proteus™ Robotic Arm can be tested. In addition the operating suite has all the NKC EP Operating Suite peripheral systems integrated into a central mapping and navigation station. The proprietary PLC unit provides all the communication connectivity between the components as well as secure access to the cloud-platform being developed for the system.

In addition to the Animal Lab, the Company also completed installation of a sophisticated Wet Lab testing platform to do preliminary data acquisition of several of the Huygens' key functions. The initial testing currently underway is the ability of the Huygens™ Catheter to interface successfully with the EnSite NavX system for trilateration position mapping.

Central to EP heart mapping is the ability of a catheter to deliver precision positioning data to create the dataset which is used in conjunction with traditional imaging such as fluoroscopy in order to determine an accurate 3D map of the geometry of a patient's heart. To do this, five electrodes are placed on a patient's body. Two are placed on the right and left side of the patient's chest, one on the back of the neck, one on the lower back, and a final electrode on the patient's inner thigh that acts as a ground. Small RF signals are then pulsed synchronistically from these electrodes. These signals are picked up by the catheter inside the patient's heart. By calculating the time difference between signal sent and signal received by the catheter sensor, the mapping software can triangulate a position in 3D space where the catheter is located. By repeating this process, and overlaying the results with the fluoroscopic image, the EP

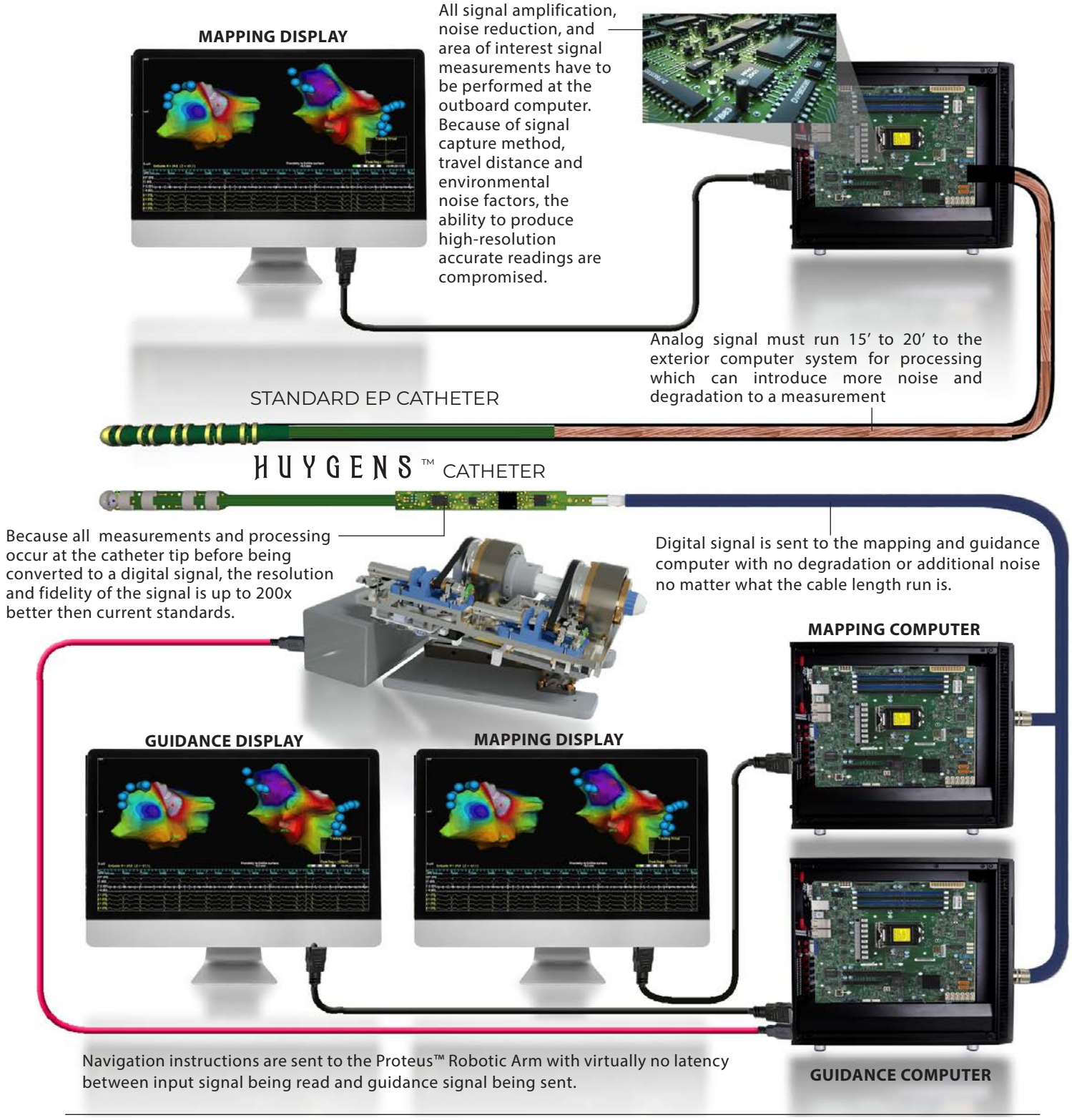
HAPTIC CONTROL

Almost zero-latency between operator movement and catheter response when used with the Proteus™ Robotic Arm.

Force feedback response informs the operator of tissue contact and density.

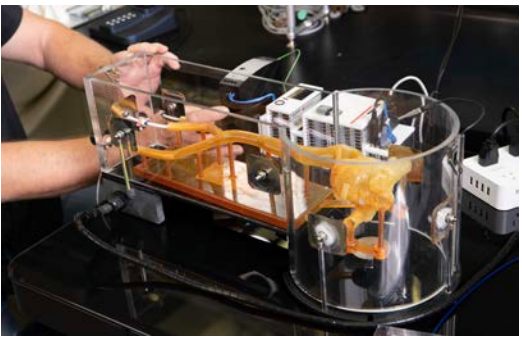
Precision control of catheter X, Y, Z position in 3D space.

Full rotational control of catheter tip deflection.

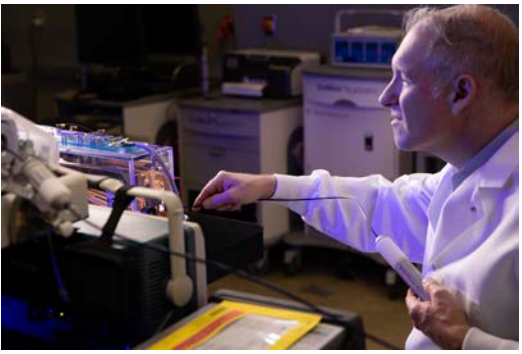


physician is able to build up a topographic map showing him the shape of the heart chamber walls as well as the location points other anatomical features such as valves, veins and arteries.

The Wet Lab provides the engineers a 1:1 scale model of a human heart along with a shortened section of the pulmonary vein so that catheter insertion, manual or robotic navigation, and trilateration positioning can be evaluated. The NKC Engineering team is working with representatives from Abbott Medical in setting up the initial interface systems between the standard catheters and the Huygens™ Catheters that are to be used for comparative purposes.



The NKC Wet Lab allows various testing procedures to be performed. The images here show a recent test to determine the Huygens™ Catheter's ability to be triangulated with the Ensite NavX system. (Ctr-Clockwise from top left) 1. The Wet Lab is prepared by attaching the triangulation electrode array around the heart model. 2. The engineer feeds the Huygens™ Catheter into the heart model using the Huygens™ Catheter Handle. 3. The catheter is carefully navigated through the simulated vena cava vein. 4. Once in the heart, the Huygens™ Catheter is moved to various target points. 5. The engineer tests the catheter using various signal waves to determine its ability to accurately capture the signal.



The Abbott team has also provided the needed training for the NKC engineers on the use of the NavX system while at the same time, the NKC engineers are giving the Abbott team a first look at the Huygens™ Catheter's signal capture capabilities, the Proteus™ I Robotic Arm's navigation platform and the various other systems that comprise the NKC EP Operating Suite.

As stated earlier, the Company has completed all proof-of-concepts studies for its Huygens™ Catheter and Proteus™ Robotic Arm technologies and is now preparing both platforms for initial FDA submission for acquiring the HDE/HUD exemption to be able to move into in-human trials. To prepare for this the Company is preparing both for an in vivo Pre-Clinical Animal Study and an independent validation study to be performed during Q2 of 2023.

Strategic Partnering

During the Q1-4 2022 and Q1 2023 period, the Company has diligently pursued the identification and development of key strategic partnerships with qualified industry leaders in targeted areas of expertise that are needed to achieve the milestones it has established for the next 18-month period. These include partnerships with:

Abbott
St. Jude Medical

Abbott-St. Jude Ensite - Collaborative agreement to provides its Ensite NavX Mapping Station technology as well as technical support for interface integration of the Huygens™ Catheter and the NKC EP Operating Suite

TECHNION
Israel Institute of Technology

Technion Animal Study - Collaborative agreement to partner with NKC for its initial Pre-Clinical Animal Study to determine the Huygens™ Catheter's efficacy and safety. The study to be done at the Technion Institute in Haifa, Israel by Co-Principal Investigators,

Dr. Eli Gang, Professor of Medicine at the David Geffen School of Medicine at UCLA, and Dr. Rona Shofty, Director and Pre-Clinical Authority at the Technion Institute

Sandia National Labs - Collaborative agreement to perform the initial validation studies of the Huygens™ Catheter to meet or exceed the signal capture capabilities of the current EP mapping catheter standard. The study to be under the direction of Dr. Darren Branch who is one of Sandia's top research scientist specializing in micro and nano systems for chemical and biological analysis as well as bio-sensing, neurological interfaces, and adaptive biological interfaces.

Paladin Medical – Independent Contractor agreement to provide advisory and strategic planning services for charting the best course of action paths for FDA and EU market regulatory approval. Paladin Medical's founder, Professor Elaine Duncan is a recognized leader in regulatory/clinical strategies for new medical technology development. She is a certified regulatory affairs professional with a master's degree in engineering. She holds an appointment as an Adjunct Professor of Biomedical Engineering in the F. Joseph Halcomb III, M.D. Department of Biomedical Engineering at the University of Kentucky

Intertek – Independent Contractor agreement to provide regulatory medical compliance testing and data preparation for Type CF IEC 60601-1 certification. IEC 60601 designation certifies the medical device has met the technical standards for the safety and essential performance of the device's intended purpose. Type CF is the most stringent classification, being required for those applications where the applied part is in direct conductive contact with the heart or other applications as considered necessary.

Intertek is a global testing, inspecting and certifying body with 44,000 employees in 1,000 locations in over 100 countries.

Qualio – Vendor agreement to provide a full Quality Management Software systems to integrate NKC Quality Management Systems (QMS) protocols that allow the Company to document the policies, procedures, and controls required not just for ongoing product quality assurance and employee safety, but also the documentation needed for regulatory approval.

SAI Global – Vendor agreement to provide its services as the Notified Body for EU market regulatory certification. The Notified Body assess the conformity of a medical device to meet the various EU countries requirements before being placed on the market.

Seisa Medical – Vendor agreement to provide prototype and potential to scale manufacturing of the Huygens™ Catheter. Seisa Medical is a global full-service contract manufacturer of Class II and Class III medical devices with over 350,000 square feet of manufacturing space and 150,000 square feet of class 7 and 8 cleanroom capacity around the globe. Though only providing prototype services at this time Seisa is able to expand its offering to NKC to include 510K generation services and vertically-integrated device manufacturing capabilities.

KUKA – Vendor agreement to provide its LBR Medical Robotic Arm as part of the new Proteus™ II Robotic Arm technology. The LBR Med Robotic Arm provides complete articulated control on seven axis points and is already fully certified FDA Medical Device with IEC 60601-1 and IEC 62304certification. The LBR is already used in many operating theaters to perform exacting robotic control for orthopedic surgery, automated ultrasound testing and a variety of minimally invasive surgical procedures.

KUKA was founded over a century ago and today is one of the leading manufacturers of industrial robots. The company has 25 global subsidiaries and more than 14,000 employees.

Animal Study

NKC has finalized its protocols and concluded an Agreement with its investigation site partner for the first of its upcoming series of Pre-Clinical Animal Studies. The studies are being conducted to establish the efficacy of the Huygens™ Catheter and the Proteus™ Robotic Arm to at minimum, meet the capabilities of exiting art as it pertains to safety and performance, as well as to demonstrate an ability to exceed the current art in terms of being able to capture in vivo low-voltage cardio signals. The study will be a Good Laboratory Practices (GLP) controlled study of the Huygens™ Catheter performing intracardiac mapping in the four chambers of the animal subject's heart for performance efficacy and safety evaluation purposes.

Two investigational sites will participate in this study:

- Neuro-Kinesis Corporation 10524 S. La Cienega Blvd. Inglewood, CA 90304
- Technion Institute of Technology, Haifa, Israel 3200003

The animal experiments described in the associated report will be performed on one or two farm pigs weighing 35 to 75 kg, in accordance with 21CFR Part58 regulations, the Institutional Animal Care and Use Committee, and the National Institutes of Health guidelines.

At the beginning of each experiment, the subject will undergo electroanatomic mapping using a commercially available steerable electrophysiology mapping catheter and the resultant map will be stored and displayed on a commercially available 3-D mapping system.

Subsequent electrogram (EGM) acquisition sequence will be randomized, such that some subjects will then undergo EGM acquisition with the Huygens™ Catheter first, others will undergo EGM acquisition using the conventional LiveWire ™ (or similar electrode catheter) first. These procedures will be followed by a pre-determined 30-minute observation period to ascertain that no Adverse Events occurred as a result of deploying the Huygens™ Catheter device. Continuous ICE (intracardiac echocardiogram) imaging will be deployed, and the pericardial space will be inspected every 5 minutes to confirm absence of procedure-related pericardial fluid. Porcine blood pressure and ECG will be monitored closely, as will the groin catheter access sites to assure absence of procedure-related vascular complications.

This study shall be curated to collect data on the target accuracy, mapping quality, and safety of the Huygens™ Catheter. On selected porcine subjects for catheter-based procedures, the data from the primary and secondary efficacy endpoints will be compiled and evaluated. The information pertaining to the devices' performance throughout each operation will then determine the next stages of the devices' development. After completing its series of successful animal studies, NKC will finalize its study report data for inclusion in the application for the FDA HDE/HUD exemption and for CE Mark submission to allow for human trials.

For more on the study, see Appendix D: Animal Study

Validation Study

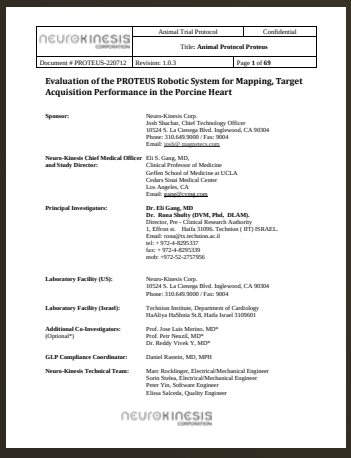
A separate agreement was finalized in Q4 of 2022 with Sandia National Laboratories to perform real-time simulation study of the Huygens™ Catheter under the guidance of Dr. Darren W. Branch, PhD., to demonstrate the embodiments that differentiates the Huygens™ Catheter from any other catheter in the marketplace today.

Sandia is one of only three advanced research and development laboratories governed by the U.S. National Nuclear Security Administration (NNSA). Though its primary mission remains to maintain the reliability and surety of nuclear weapon systems, conduct research and development in arms control and nonproliferation technologies, Sandia is recognized as one of the nation's most trusted facilities for the study and certification of technologies and processes related to computational biology, mathematics, and materials science applications. Validation certification from Sandia is considered to be one of the gold-standard pillars in gaining regulatory license from governing bodies such as the FDA in order to move onto human clinical trials and commercialization

The Technion Institute of Technology in Haifa, Israel will be the site of the initial NKC Pre-Clinical Animal Study.

Sandia's efforts will be to facilitate simulation and analysis of the signal acquisition capabilities of the Huygens™ Catheter's locally-amplified electrophysiology catheter to validate its advantage over the existing art of EP catheter mapping. The study will be conducted to show whether or not the Huygens™ Catheter is able to identify high voltage signals, those that lie in a range greater than 500μV (microvolts) but also to effectively capture and measure small microvolt signals in a range as low as 25μ such as those that occur in an EP patient whose complex arrhythmias are caused by low-voltage scar tissues which can be a

Protocol for the Proteus™ Robotic Arm Animal Study



Animal Trial Protocol | Confidential

Title: **Animal Protocol Proteus**

Document # PROTEUS-220712 | Revision: 1.0.3 | Page **1** of **69**

Evaluation of the PROTEUS Robotic System for Mapping, Target Acquisition Performance in the Porcine Heart

Sponsor: Neuro-Kinesis Corp.
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Neuro-Kinesis Chief Medical Officer and Study Director: Eli S. Gang, MD,
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Principal Investigators: **Dr. Eli Gang, MD**
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Laboratory Facility (Israel): Technion Institute, Department of Cardiology
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Additional Co-Investigators: (Optional*) Prof. Jose Luis Merino, MD*
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Dr. Reddy Vivek Y, MD*

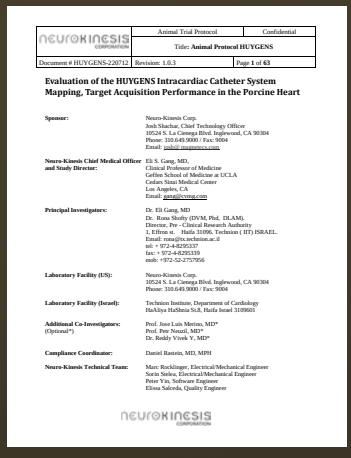
GLP Compliance Coordinator: Daniel Rastein, MD, MPH

Neuro-Kinesis Technical Team: Marc Rocklinger, Electrical/Mechanical Engineer
Sorin Stelea, Electrical/Mechanical Engineer
Peter Yin, Software Engineer
Elissa Salceda, Quality Engineer

NKC is on track to begin it initial animal studies in order to collect the needed validation data to achieve its CE recognition. The following provides a high-level overview of the goals of the study:

Proteus™		Huygens™
To determine efficacy of the Proteus™ system to accurately guide the catheter to targeted positions in all four chambers of the test subject's heart.	**PURPOSE**	To prove the viability of the Huygens™ Catheter to safely and accurately map the four chambers of the test subjects heart as would be done for a standard EP Ablation procedure.
Porcine (10 animals)	**SUBJECT**	Porcine (10 animals)
up to 20 weeks	**DURATION**	up to 20 weeks
Prove target acquisition performance for signal fidelity, target acquisition, target reach, and target repeatability rate.	**PRIMARY GOALS**	Same as the Proteus™ with the addition of also showing mapping quality, procedure time, stimulation threshold measurements, and analysis of surface and intracardiac signal recordings during target acquisition.

Protocol for the Huygens™ Catheter Animal Study



Animal Trial Protocol | Confidential

Title: **Animal Protocol HUYGENS**

Document # HUYGENS-220712 | Revision: 1.0.3 | Page **1** of **63**

Evaluation of the HUYGENS Intracardiac Catheter System Mapping, Target Acquisition Performance in the Porcine Heart

Sponsor: Neuro-Kinesis Corp.
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Additional Co-Investigators: (Optional*) Prof. Jose Luis Merino, MD*
Prof. Petr Neuzil, MD*
Dr. Reddy Vivek Y, MD*

Compliance Coordinator: Daniel Rastein, MD, MPH

Neuro-Kinesis Technical Team: Marc Rocklinger, Electrical/Mechanical Engineer
Sorin Stelea, Electrical/Mechanical Engineer
Peter Yin, Software Engineer
Elissa Salceda, Quality Engineer

primary underlying factor in those complex arrhythmia cases where these electrical disturbances cause irregular pacing issues.

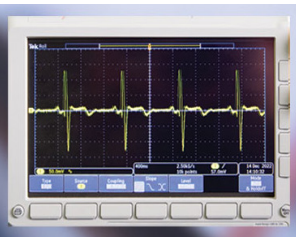
The study protocol was designed to allow Sandia to test the Huygens™ Catheter ability to accurately and consistently captures an array of electrical signals at all the levels of the dynamic range. Testing of this capture is done by first calibrating the Huygens™ Catheter and a standard EP catheter to a U.S. Primary Standard of 1 microvolt which will guarantee that any reading subsequently measured by the catheters will have no clinically significant error variation between them. Both catheters will then be measured using a variety of industry standard and accepted waveforms such as, simple square and sawtooth signals, sinusoidal signals and simulated QRS waveforms.

If validated by this study, the Huygens™ Catheter will be the first mapping catheter technology to be able to provide the EP physician the ability to accurately map these anomalies. Such an advance would open the door to a whole new level of cure for their patients.

Sandia National Laboratories

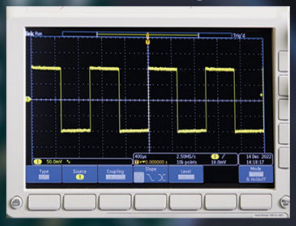
The testing at Sandia Labs under the direction of Dr. Darren Branch will examine test the Huygens™ Catheter 's ability to accurately and consistently capture an array of electrical signals at all the dynamic range for a standard mapping catheter as well as the lower range ability specific to the Huygens™ Catheter.

The images to the right show a variety of signals which are used to validate the Huygens™ Catheter's performance. NKC is already performing in-house tests of the Huygens™ in both a bench-top and Wet Lab environment to ensure the technology will be able to successfully pass the Sandia validation study.



Normal QRS Rhythm

Sinusoidal Signal



Square Signal

Sawtooth Signal

NKC is already performing in-house tests of the Huygens™ in both a bench-top and Wet Lab environment to ensure the technology will be able to successfully pass the Sandia validation study.

Going Forward

The Company intends to use the proceeds of this Offering primarily to: (1) Develop the latest generation of the Huygens™ Catheter technology and to conduct its initial Pre-Clinical Animal Study and Validation Study to generate the needed supporting data as to the efficacy and safety of the new catheter sensor technology for application EP and potentially other disease models such as Renal Denervation (RDN);

(2) Complete the prototype for the Proteus™ II Robotic Arm; and (3) Begin the FDA HDE/HUD submission

and CE Mark regulatory process for initial human trial clinical use in the U.S., Europe and other CE-compliant territories.

The intent is to sell the Company or license the Huygens™ Catheter technology to enable the acquiring firm to bring the product to market. While the effort is underway to bring that to fruition, NKC will be executing on the Company's commercialization plan.

The Company's commercialization plan is to enter the U.S., Europe, and Asia markets to demonstrate the value of the Huygens™ Catheter technology for a disease model application such as EP studies, and potentially the use of the technology for related procedures such as RDN as the Company's commercial project that will generate cash for the Company, followed by the Proteus™ Robotic Arm project. The Proteus™ Robotic Arm entry to commercial marketing will capture minimally invasive procedures and the Proteus™ Robotic Arm autonomous system is intended as an improved platform for EP studies in cardiology and subsequently for use in RD procedures, subject to the successful completion of the Animal and Human Trials, and eventual approval by the notifying bodies such as the FDA and CE Mark. The Company will continue discussion with strategic players in the fields of EP and RD, and will submit all additional data from the forthcoming animal studies to further demonstrate the capability of Huygens™ Catheter technology which will improve the precision and accuracy of the existing EP map creation. The Company believes its Huygens™ Catheter technology, if approved after the rigorous animal and human studies, can capture a market share based on its successful outcome in providing an improved resolution and semi-automatic navigational features as noted in the input specification, which is highlighted in this document. The Company also believes and anticipates that in the next eighteen months of its operation, it will be able to complete the first animal study to generate the supporting data for its Huygens™ Catheter and hopes to begin the discussion of collaborating with a major player in the field of EP.

The Company's first priority is to make the needed quantity of the Huygens™ Catheter prototype that will be used for conducting the in-vivo large animal studies and the validation study to prove the biopotential signal capabilities that differentiate the Huygens™ Catheter for application in the EP and RD field. Upon completion of the animal study and the validation study and with the acquired data in hand, the Company plans to present the opportunity to all major players in the medical device industry who could capitalize on the application of the Huygens™ Catheter technology for an EP or RD disease field of use. The Company plans to complete a transaction with the bidder who has the most attractive offer. If the transaction is a licensing of the technology as opposed to a sale of the Company, the funds generated from such a transaction should increase the Company's market capitalization and should make the Company self-sufficient and remove the need for future fund raising, however the Company makes no guarantees regarding this potential transaction.

COMPANY and MANAGEMENT HIGHLIGHTS

NKC aims to improve the outcome of EP studies in the area of pacing disturbance (arrhythmia) and potentially introduce an improvement to the art of RD by solving the current limitation of the art associated with signal fidelity on one end, using the Huygens™ Catheter, and the navigation quality of the practicing physician by reducing the dexterity requirement of the operator to a machine language via the Proteus™ Robotic Arm.

The Company's headquarters, which are located at 10524 South La Cienega Boulevard, Inglewood, CA 90304, contains a full research and engineering lab, prototype manufacturing capabilities, clean room environments as well as the office and executive space to carry out all the day-to-day functioning of the Company. The Company believes its current facilities is adequate to meet the projected needs for the coming 18 month period.

To achieve the goals outlined here, the Company has assembled a seasoned management and engineering team to support the goal of creating the improved diagnostic tools such as the Huygens™ Catheter and the Proteus™ Robotic Arm. The following members of the team are highlighted to describe the basic qualifications of NKC's management.

NKC's Research and Engineering Lab currently provides all the development, prototype and base testing needs for the Huygens™ Catheter, the Proteus™ Robotic Arm, and the NKC EP Operating Suite.

Executive Management Team and Directors

Josh **Shachar**

Executive Chairman, CEO and CTO

The Company's operation is led by Josh Shachar, who oversees the technical development of the Huygens™ Catheter and the Proteus™ Robotic Arm technologies. Josh Shachar is the visionary behind all the patented technology in the NKC IP portfolio including the Huygens™ Catheter, the Proteus™ Robotic Arm, the Lorentz active Sheath™, the MOSFET™ Catheter and the CGCI™ system. (For further information please see Appendix B: Patent Portfolio)

Josh Shachar is an inventor scientist and entrepreneur whose work in advanced technology development in aerospace, military defense, and diagnostic medical systems has resulted in more than 200 patents and applications providing innovative approaches to problem solving for the betterment of the world. Today, virtually all free world missile programs are operating with equipment produced by Josh's companies. (For further information please see Appendix D.)

Eli S. **Gang**, MD

Board Director Chief Medical Officer and Study Director –

Dr. Eli Gang is a director of The Cardiovascular Research Foundation of Southern California which invests in promising innovative technologies that could improve the field of electrophysiology. Through the introduction of Dr. Gang, the institution has indicated that they will review the Company's Huygens™ Catheter technology and have indicated that they believe the Huygens™ Catheter has a good chance to be qualified to receive funding from them.

Dr. Gang serves as the Medical Director of Cardiac Network, Inc. and is the Director of the Clinical Electrophysiology Laboratory at Brotman Hospital in Los Angeles. In addition, he is a General Partner at Cardiovascular Medical Group of Southern California. He served as a Co-Director of the Clinical Electrophysiology Laboratory at Cedars-Sinai Medical Center from 1983 to 1988 and currently is a Clinical Professor of Medicine at the Geffen School of Medicine at UCLA. He is Board Certified in Internal Medicine, Cardiology and Clinical Electrophysiology. He obtained both his Masters and his Doctorate from Columbia University's College of Physicians & Surgeons in 1975.

Roger **Kornberg**, PhD

2006 Nobel Laureate
Board Director and Director of the Science Advisory Board

Dr. Kornberg is an American biochemist and professor of structural biology at Stanford University School of Medicine. In 2006, Dr. Kornberg was awarded the 2006 Nobel Prize in Chemistry for his studies of the molecular basis of eukaryotic transcription. He determined how DNA's genetic blueprint is read and used to direct the process for protein manufacture. Dr. Kornberg carried out a significant part of the research leading to this prize at the Stanford Synchrotron Radiation Laboratory (SSRL), a Department of Energy (DOE)-supported research facility located at the Stanford Linear Accelerator Center (SLAC).

Prior to joining the faculty at Stanford University School of Medicine, Dr. Kornberg was a postdoctoral research fellow at the Laboratory of Molecular Biology in Cambridge, England. In 1976 he became an Assistant Professor of Biological Chemistry at Harvard Medical School before moving to his current present position at Stanford Medical School in 1978.

Thomas **Chen**, MD, PhD

Board Director and Director of Neurosurgery

Dr. Thomas Chen is a board-certified neurosurgeon, and the Director of Surgical Neuro-oncology at USC. He is also a tenured Professor of Neurosurgery and Pathology at USC. Dr. Chen graduated summa cum laude from the University of Illinois at Urbana-Champaign. Dr. Chen obtained his PhD in Pathobiology from the University of California, San Francisco. Currently, Dr. Chen maintains a clinical practice in both surgical neuro-oncology and spine surgery. He heads a research laboratory focused on glioma biology at USC and is involved in developing new and novel treatments for the treatment of brain and spinal tumor disease. Dr. Chen is a member of several professional societies including the Congress of Neurological Surgeons, the American Association of Neurological Surgery, and the American Association of Cancer Research as well as several others. Dr. Chen has published extensively on glioma biology and neurosurgery. He is on the editorial board for The Spine Journal and Journal of Neuro-oncology, and is on the review board for Neurosurgery and Journal of Neurosurgery.

Eustaquio **Abay II,** MD, FACS

Board Director

Dr. Estaquio Abay II is a recognized and respected leader of local, national medical and civic communities and organizations, appreciated for his effective and forward resolutions of otherwise difficult and protracted issues.

Dr. Abay received his Bachelor of Art degree from the Ateneo de Manila University in Quezon City, and his Doctorate from the University of Santo Tomas in Manila, Philippines. He earned a Master of Science Degree in Neurosurgery from the Mayo Graduate School of Medicine, University of Minnesota and completed his residency in Neurological Surgery at the Mayo Clinic in Rochester, Minnesota.

He served as Chief of Section for Neurosurgery at the Via Christi Regional Medical Center, St Francis and St Joseph Campuses in Wichita, Kansas. Dr. Abay was a Clinical Assistant Professor, Section of Neurosurgery for the Department of Surgery at the University of Kansas School of Medicine in Wichita and was an Advisory Board Member for the Brain Injury Association of Kansas and Greater Kansas City.

Dr. Abay is also a noted lecturer and author and has received many industry and philanthropic awards.

Employees

As of June 28, 2024, the Company is evaluating its need to hire additional employees for both its growing engineering and administrative needs. The Company also plans to utilize outside professional consultants to supplement its full-time workforce. The Company relies upon regulatory consultants and several outside vendors in connection with its strategic commercialization efforts for regulatory compliance and manufacturing needs. The Company's success is and will be dependent in part on its ability to attract and retain qualified employees. None of the Company's employees is represented by a labor union or is the subject of a collective bargaining agreement with respect to his or her employment by the Company. The Company has never experienced a work stoppage and believes its employee relations are good.

Legal Proceedings

The Company is currently not involved in any current or pending legal proceedings, nor, to its knowledge, is it threatened to be a party to any legal proceedings.

The Company's authorized Capital Stock consists of 130,000,000 shares of Common Stock (comprised of 100,000,000 shares of Class A Common Stock, par value $0.0001 per share, and 30,000,000 shares of Class B Common Stock, par value $0.0001 per share), 40,000,000 shares of Preferred Stock (currently comprised of 5,000,000 shares of Series A Preferred Stock, par value $0.0001 per share, and 15,000,000 shares of Series B Preferred Stock, par value $0.0001 per share).

The unaudited financial statements of the Company as of July 31, 2023 can be seen in Appendix A to this Memorandum and are incorporated herein by reference. The Company is presently in the development stage and has not received any revenues to date from its business. Therefore, any financial information presented in Appendix A to this Memorandum relating to the prior operations of the Company may not be relevant to the future operations of the Company.

As of April 30, 2023, 32,213,292 shares of Class A Common Stock, 25,559,052 shares of Class B Common Stock and 5,000,000 Shares of Class A Preferred Stock were issued and outstanding were issued and outstanding. Additionally, as of the date of this PPM, there is a Note for $27,500 convertible into 25,000 Series B Preferred Stock with Warrants to purchase an addition 25,000 Series B Preferred Stock at a price of $1.10.

FUNCTIONAL ORG CHART

JOSH SHACHAR
Chairman

Dr. ROGER KORNBERG
Director

Dr. ELI GANG
Director

Dr. THOMAS CHEN
Director

EUSTAQUIO ABAY II
Director

Board of Directors

EYTAN LOMBROSO
Advisor

RANDY WEAR
Advisor

JOSH SHACHAR
CEO and CIO

Dr. ELI GANG
CMO - EP

ROB PURNELL
Project Manager

CFO

TAL LAVI
CPA and Controller

QUALITY CONTROL

HOANG HGUYEN
Quality Engineer

PABLO RIVERA
Quality Consultant

DARCY DIAGE
Manager of Regulatory and Compliance

SUPPLY CHAIN

LOUIE VEGAI
Purchase Order Manager

ENGINEERING

ELECTRICAL

MARC ROCKLINGER
Electrical Engineer

SOFTWARE

PETER YIN
SW Engineer

ALEX LEE
SW Engineer

MECHANICAL

VIC INDRAVUDH
ME Consultant

VALIDATION

Dr. DARREN BRANCH
SANDIA NATIONAL LABS

REGULATORY

Prof. ELAINE DUNCAN
PALADIN MEDICAL

IT

FARR DEVLON
Data Management and Security

CAPITAL STOCK, STOCK OPTIONS AND OTHER CONVERTIBLE SECURITIES

The Company has reserved an additional 16,550,000 shares of Class A Common Stock for issuance to employees, consultants, officers and directors of the Company pursuant to pursuant to its 2019 Equity Incentive Plan. All shares of Class B Common Stock are presently held by Magnetecs Corporation. All shares of Series A Preferred Stock are presently held by PFD Capital Partners, LLC.

The Company commenced operations in 2015. As part of the initial technology acquisition, certain IP was purchased from PKC. In exchange for the IP the Company issued shares of Class A Common Stock to PKC which were in turn distributed to the PKC stockholders. The Company also executed a promissory note in favor of PKC as part of the consideration for the technology, which was converted into shares of Class A Common Stock of the Company in March, 2019. As of July 31, 2023, the aggregate number shares of the Company's Class A Common Stock issued to PKC included a total of 2,700,008 shares issued to PKC for the purpose of PKC being able to fulfill PKC option and warrant obligations incurred prior to the effective date of the IP transfer (i.e., June 30, 2015). Upon each exercise of such PKC options and warrants at PKC, the Company's stock transfer agent will transfer shares of the Company's Class A Common Stock from PKC to the individual or entity exercising the corresponding PKC options and warrants for no additional consideration beyond the amount paid to PKC.

Description of Securities

General

The following is a brief summary of certain provisions of the capital stock of the Company. Such summary does not purport to be complete and is qualified in all respects by reference to the actual text of the Company's Certificate of Incorporation, as amended. A copy of the Company's Amended and Restated Certificate of Incorporation is available upon request.

Series B Preferred Stock

The Company is offering up to 3,409,091 shares of Series B Preferred Stock in this Offering. Except as explicitly provided in the Certificate of Incorporation of the Company or as required by applicable law, the Series A Preferred Stock and the Series B Preferred Stock have essentially the same rights and powers, and rank equally as to voting, with the exception that the Series B Preferred Stock is subordinate to the Series A Preferred Stock as it relates to dividends and distributions, and upon any liquidation, dissolution or winding up of the Company and are senior to all Common stock (see Appendix F: Series A Preferred Stock Rights and Appendix G: Series B Preferred Stock Rights). As of the date of this Memorandum, Magnetecs Corporation owned 100% of the shares of Class B Common Stock. The holders of shares of Class A and Class B Common Stock, and the holders of shares of the Series A Preferred Stock and the Series B Preferred Stock are entitled to one vote for each share on all matters on which the holders of the stock are entitled to vote.

The Company is offering 3,409,091 shares of the Series B Preferred Stock at $0.88 per share with a minimum required investment for each new investor of at least $5,000 or 5,682 shares. The Company, in its sole and absolute discretion, may accept subscriptions for less than $5,000. The Offering commences on the date of this Memorandum and will terminate no later than the date.

Investor Suitability Standards

An investment in securities offered hereby is suitable only for persons or entities of adequate financial means that have no need for immediate or short-term liquidity from this investment and who can afford to bear the risks inherent in an investment of the nature discussed in the

Memorandum for an indefinite period of time. To be accepted as an Investor in the Company pursuant to this Offering, each subscriber must be a curretn stockholder of the Company and demonstrate to the satisfaction of the Company and its legal counsel that he, she or it is an "accredited investor," as that term is defined under Rule 501 of Regulation D. Regulation D provides, in part, that an "accredited investor" shall generally mean any person or entity that, at the time of purchase of securities is:

(k) a bank or savings and loan association or other institution; a broker or dealer; an insurance company; and investment company registered under the Investment Company Act of 1940 or a business development company; a Small Business Investment Company licensed by the United States Small Business Administration; a plan established and maintained by a state, its political subdivision or any agency or instrumentality of a state or its political subdivision for the benefit of its employees, if such plan has total assets in excess of $5,000,000; an employee benefit plan within the meaning of the Employee Retirement Income Securities Act of 1974, as amended, if the investment

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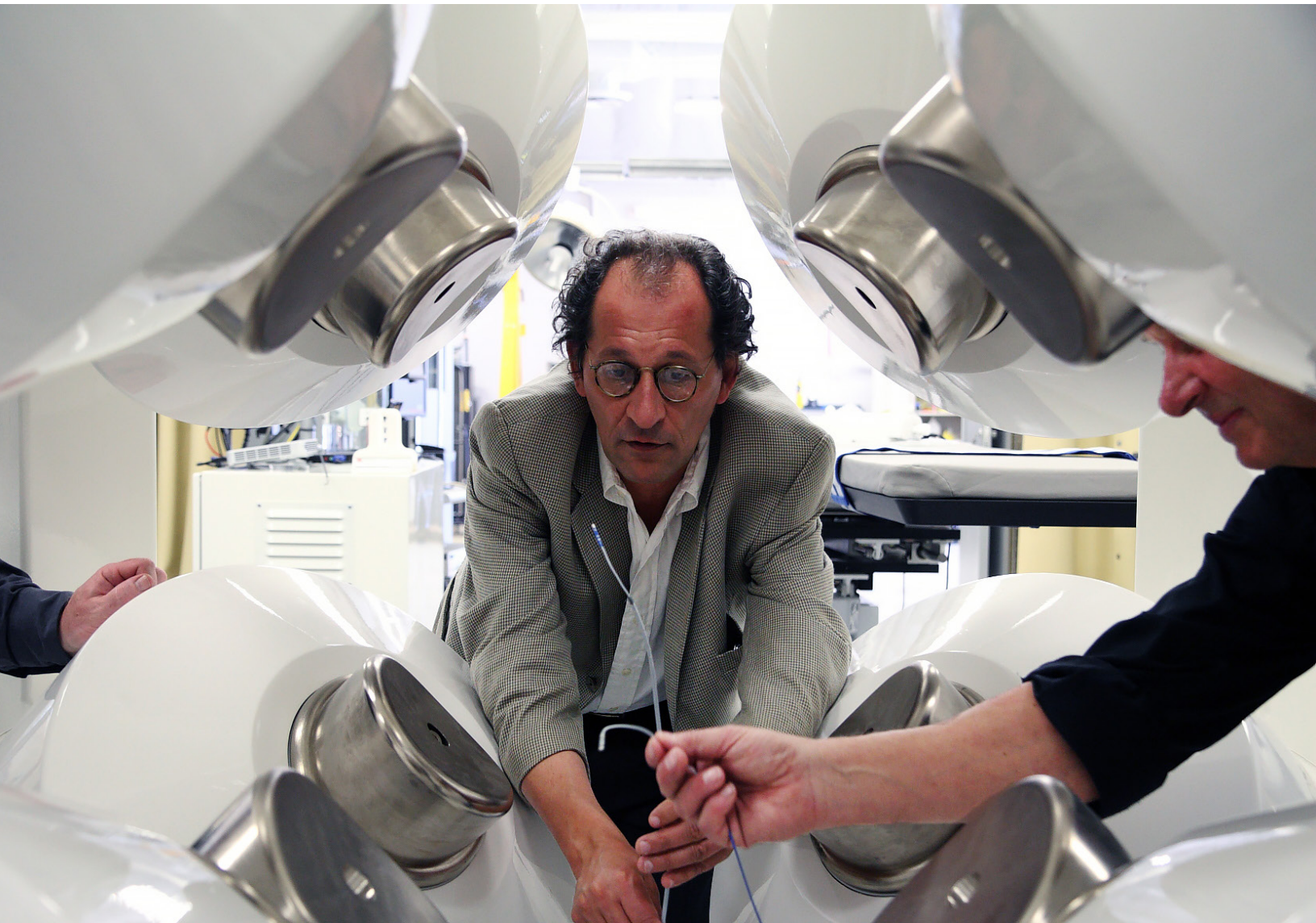
The vision for the Huygens™ Catheter and the Proteus™ Robotic Arm is the result of almost two decades of research and development beginning with the Magnetecs CGCI system and MOSFET Catheter to what has been realized today. Below is an image of NKC's Founder, Chairman, CEO and Chief Technology Officer Josh Shachar examining the first iteration of the MOSFET Catheter inside the magnetic control area of the CGCI system at the Los Angeles field installation.



decision is made by a plan fiduciary that is either a bank, savings and loan association, insurance company or registered investment adviser, or if the employee benefit plan has total assets in excess of $5,000,000 or, if a self-directed plan, with investment decisions made solely by persons who are accredited investors;

(l) a private business development company;

(m) an organization described in Section 501(c)(3) of the Internal Revenue Service Code, a corporation, or a Massachusetts or similar business trust or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of $5,000,000;

(n) a director, executive officer or general partner of the issuer of the securities being offered or sold, or any director, executive officer or general partner of a general partner of that issuer;

(o) a natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his or her purchase exceeds $1,000,000, excluding the value of that person's primary residence;

(p) a natural person who had an individual income in excess of $200,000 in each of the two most recent years, or joint income with that person's spouse in excess of $300,000 in each of those years, and who has a reasonable expectation of reaching the same income level in the current year;

(q) any trust, with total assets in excess of $5,000,000 not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person;

(r) an entity in which all of the equity owners are accredited investors; and

(s) a natural person who holds, in good standing, one of the following professional licenses: the General Securities Representative license (Series 7), the Private Securities Offerings Representative license (Series 82), or the Investment Adviser Representative license (Series 65); and

(t) a natural person who is a "knowledgeable employee," as defined in Rule 3c-5(a)(4) under the Investment Company Act of 1940, of the Company.

For a precise legal description of the term "accredited investor," prospective investors should refer to Rule 501 of Regulation D and Section 413 of the Dodd-Frank Wall Street Reform and Consumer Protection Act. For an individual investor to qualify as an accredited investor, such investor must be one of the following: (i) a director, executive officer, or general partner of the issuer or a director, executive officer, or general partner of a general partner of the issuer; (ii) a natural person whose individual net worth, or joint net worth with spouse, is at least $1,000,000, excluding the value of such investor's primary residence; (iii) a natural person who had individual

income in excess of $200,000 in each of the two most recent years or joint income with a spouse in excess of $300,000 in each of those years and a reasonable expectation of reaching the same income level in the current year, (iv) a natural person who holds, in good standing, one of the following professional licenses: the General Securities Representative license (Series 7), the Private Securities Offerings Representative license (Series 82), or the Investment Adviser Representative license (Series 65), or (v) a natural person who is a "knowledgeable employee," as defined in Rule 3c-5(a)(4) under the Investment Company Act of 1940, of the Company.

As used in this Memorandum, the term "net worth" means the excess of total assets over total liabilities. In computing net worth above, the net value of the principal residence of the investor must be excluded regardless of whether such principal residence is encumbered by any loan or other obligation. "Executive officer" means the president; any vice president in charge of a principal business unit, division or function, such as sales, administration or finance; or any other person or persons who perform(s) similar policymaking functions for the Company.

Investor Representations

The validity of the exemption under which this Offering is being made is directly dependent upon subscribers meeting the qualifications described herein. To establish their qualification, subscribers must complete a copy of the Subscription Agreement provided with this Memorandum. Apart from that, the Company may deem relevant in certain instances information regarding a subscriber's experience in financial and business matters. The information may bear not only upon the suitability of the subscriber but also can relate to the subscriber's true investment intent.

The Company will accept and rely upon the representations and warranties of the individual subscriber, as set forth in the Subscription Agreement, without attempting to independently verify or confirm the statements contained therein; provided, however, that the Company reserves the right to rescind any subscription for securities if the Company at any time is advised or becomes aware of any untrue statement or misrepresentation made by an investor to the Company therein.

In order to enable the Company to be assured that the offering and sale of the Securities will be exempt from the registration provisions of the Securities Act and the securities laws of certain states, all potential investors must accurately complete, execute and deliver an appropriate Prospective Purchaser Questionnaire included with the Subscription Agreement provided with this Memorandum.

Additional Investor Representations

Because the Securities being offered hereby will not be registered with the U.S. Securities and Exchange Commission under the Securities Act in reliance upon Section 4(a)(2) thereof and Rule 506(b) of Regulation D promulgated under the Securities Act, and applicable state securities laws, rules and regulations, prospective Investors will be required to make certain representations to

the Company. Each prospective Investor will be required to represent in a Subscription Agreement that: (a) the Securities are being purchased for that subscriber's own account for investment and not for the interest of any other person or entity not allowed by law; (b) the Securities are not being purchased for the purpose of resale to others; and (c) the subscriber understands that his, her or its right to transfer of the Securities is restricted by the applicable securities laws, rules and regulations, including a restriction against transfer, unless the transfer is in compliance with the requirements of Rule 144 promulgated under the Securities Act or otherwise is not in violation of the Securities Act or applicable state securities laws, rules or regulations.

Sales of the Securities will only be made to persons or entities meeting these requirements. Consequently, if the Company is not correct in its assumptions as to the circumstances of a particular prospective Investor, then the delivery of this Memorandum to such prospective Investor shall not be deemed to be an offer, and this Memorandum must be returned to the Company immediately with no copy thereof being retained.

Caveat Regarding Investment Standards

These suitability standards have been adopted by the Company as a means of assisting prospective Investors in determining the advisability of an investment in securities and for the further purpose of enabling the Company to make its determination with respect to a prospective Investor's suitability and investment intentions. These suitability standards are minimum requirements and represent only a few of many factors to be considered in making an investment decision. Consequently, satisfaction of these suitability standards should not be construed as an indication that a prospective Investor should purchase any of securities offered hereby. An investment in the Securities is suitable only for those persons and entities whose financial means will permit them to assume the risks of a speculative, illiquid, long-term investment

THE ACCEPTANCE BY THE COMPANY OF A SUBSCRIPTION FOR SECURITIES OFFERED HEREBY DOES NOT CONSTITUTE A DETERMINATION BY THE COMPANY THAT AN INVESTMENT IN THE SECURITIES IS SUITABLE FOR A PROSPECTIVE INVESTOR. THE FINAL DETERMINATION AS TO THE SUITABILITY OF INVESTMENT IN THE SECURITIES MUST BE MADE BY THE PROSPECTIVE INVESTOR AND HIS OR HER ADVISORS. POTENTIAL INVESTORS ARE ADVISED TO OBTAIN THE ADVICE OF THEIR ATTORNEY, TAX CONSULTANT AND BUSINESS ADVISOR WITH RESPECT TO THE LEGAL, TAX AND BUSINESS ASPECTS OF THIS INVESTMENT PRIOR TO SUBSCRIBING FOR THESE SECURITIES.

Plan of Distribution

The 3,409,091 shares of the Series B Preferred Stock offered by the Company as described in this Memorandum will be offered on a "best efforts" basis by the Company.

The Company expects to incur legal, printing, and other expenses, of approximately $30,000 in connection with this Offering.

The Company will forward this Memorandum to individuals, entities, and other parties it believes might be interested in purchasing shares of Series B Preferred Stock. If any such person expresses interest in such an investment, the Company will instruct the person to complete a Subscription Agreement and Prospective Purchaser Questionnaire and forward them, together with sufficient funds to purchase such securities, as set forth under "Subscription Procedures" below.

Subscription Procedures

In order to subscribe to purchase shares of the Series B Preferred Stock, a prospective Investor must follow the instructions set forth on page 11 of this Memorandum under "Summary of Subscription Procedures." Those instructions direct a potential Investor to complete and execute the Subscription Agreement described below and to deliver it, together with a check payable to "Neuro-Kinesis Corporation" as described under "Payment of Subscription Price," to:

Neuro-Kinesis Corporation
Attention: The Secretary of the Company
10524 S. La Cienega Blvd.
Inglewood, CA 90304

Subscribers wishing to arrange for a wire transfer in lieu of payment by check should contact the Secretary of the Company, at (424) 426-6110 or email: investment.roundB@neuro-kinesis.com for further instructions. A copy of the Subscription Agreement described below has been delivered to potential Investors with this Memorandum and may also be obtained, upon request, from the Company at the following:

Neuro-Kinesis Corporation
Attention: The Secretary of the Company
10524 S. La Cienega Blvd.
Inglewood, CA 90304
Telephone: (424) 426-6110

In addition, the form of the Subscription Agreement is provided with this Memorandum.

Subscription Agreement

By completing, executing, and delivering the Subscription Agreement (in the form provided with this Memorandum), a prospective Investor will have agreed to purchase the number of shares of the Series B Preferred Stock subscribed for and to make payment to the Company, as

described below under "Payment of Subscription Price," in the amount of $1.10 per share, subject to acceptance by the Company of such subscription.

Corporations, partnerships and trustees, agents or other persons acting in a representative capacity are required, except at the discretion of the Company, to furnish with the Subscription Agreement further evidence that such subscriber has the authority to invest in the shares of the Series B Preferred Stock or an opinion of counsel acceptable to the Company to the effect that the subscriber has such authority. The Company reserves the right in its sole discretion to refuse to accept any subscription for, or to sell to any person, any share at any time.

Payment of Subscription Price

Upon entering into the Subscription Agreement, each prospective Investor who subscribes to purchase shares of the Series B Preferred Stock will have agreed to make an investment in the amount of $0.88 for each share subscribed for. Each prospective Investor must deliver to the Company, concurrently with delivery of the documents specified above under "Subscription Procedures," a check payable to "Neuro-Kinesis Corporation" in the amount of $0.88 per share subscribed for, or arrange for wire transfer in such amount to such account. Subscribers wishing to arrange for a wire transfer are requested to contact The Secretary of the Company at (424) 426-6110 or email: investment.roundB@neuro-kinesis.com, for further instructions.

The Company will have the right, in its sole discretion, to reject the subscription of any potential investor for any reason. If the Offering is oversubscribed, the Company may prorate any or all subscriptions received or reject any subscription entirely. Prospective Investors will be notified of the acceptance or rejection of their subscriptions promptly. All amounts paid by a potential Investor whose subscription has been rejected will be promptly returned, without interest.

The Closing

The Company will accept subscriptions as they are received and issue shares of the Series B Preferred Stock on a rolling basis; funds will not be held in escrow and a minimum number of subscriptions is not required before funds are released to the Company. The Offering will close six (6) months from the date hereof, unless earlier terminated as the Company may determine in its sole discretion. In addition, the Company may elect to extend the termination of this Offering by up to three (3) months.

In the Subscription Agreement, each of the subscribers in the Offering and the Company will agree that, among other conditions, it shall be a condition to the obligations of the subscribers in the Offering to purchase the subscribed for Securities that no law, rule or regulation shall have been enacted or proposed which would impair the ability of the Company to conduct its business

as contemplated in this Memorandum. Any of the conditions to the purchase that does not have a material effect on the subscriber's investment decision may be waived by the Company.

Evidence of book entry or certificates representing shares of the Series B Preferred Stock will be issued to the subscribers whose subscriptions have been accepted.

Transfer Agent

The transfer agent for the Company's securities is:

Colonial Stock Transfer, Inc.
7840 S 700 E
Sandy, UT 84070
Phone: 801-355-5740
Email: accounting@colonialstock.com

Access to Information

Each prospective Investor will be afforded the opportunity to obtain any additional information, including such agreements and documents that comprise Exhibits or Appendices to this Memorandum (and exhibits to such Exhibits) that are not attached hereto, that such prospective Investor may reasonably request and to ask questions of, and receive answers from the Secretary of the Company (telephone: (424) 426-6110, or such other persons as may be designated by the Company concerning the terms and conditions of this Offering, the information set forth herein and any additional information which is requested and supplied to such prospective investor. Complete access to all agreements and other documents relating to the Company and its business (other than certain confidential proprietary information) will be given to each prospective Investor upon request to the Secretary of the Company.

GLOSSARY OF TERMS

"NKC" refers to Neuro-Kinesis Corporation.

"EP" is an acronym for Electrophysiology.

"RDN" is an acronym for Renal Denervation procedures.

"CE Mark" is product regulatory approval by the Conformité Européen (CE) Authority.

"FDA" is the United States Food and Drug Administration.

"PMA" is the acronym for Pre-Market Approval, which is issued by the FDA after Class III medical devices have undergone sufficient clinical testing to convince the FDA that the device will be safe and effective for use by the public.

APPENDIX A COMPANY FINANCIAL STATEMENTS

Financial Statements and the Conversion Notice are provided for the Company's ending totals as of December 31st for the years 2020, 2021, 2022, 2023 and YTD for 2024

Statements included:

- Statements of Stockholders' Equity
- Profit and Loss
- Balance Sheet
- Statements of Cash Flows
- PPM Proforma Cap Table
- Conversion Notice

Neuro-Kinesis Corporation – Statement of Stockholders Equity (Unaudited)

As of April 30, 2024

	Common Stock Class A		Common Stock Class B		Preferred Stock Series A		Preferred Stock Series B		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
Balance, Dec. 31, 2020	27,708,292	$2,771	25,559,052	$2,556	0	$0	0	$0	$15,394,203	($4,689,322)	$10,710,208
PPM Round A	1,738,000	$174	–	–	–	–	–	–	$695,026	–	$695,200
Stock based compensation expense	–	–	–	–	–	–	–	–	$8,264	–	$8,264
Net loss	–	–	–	–	–	–	–	–	–	($1,731,668)	($1,731,668)
Balance, Dec. 31, 2021	29,446,292	$2,945	25,559,052	$2,556	0	$0	0	$0	$16,097,494	($6,420,991)	$9,682,004
PPM Round A	2,367,000	$237	–	–	–	–	–	–	$946,543	–	$946,800
American Society Of The University Of Haifa	400,000	$40	–	–	–	–	–	–	0	–	$40
PFD Capital - Round A	–	–	–	–	3,160,000	$316	–	–	$1,579,684	–	$1,580,000
Net loss	–	–	–	–	–	–	–	–		($2,703,996)	($2,703,996)
Balance, Dec. 31, 2022	32,213,292	$3,222	25,559,052	$2,556	3,160,000	$316	0	$0	$18,623,741	($9,124,986)	$9,504,848
PFD Capital - Round A	–	–	–	–	1,840,000	184			$919,816	–	$920,000
Net loss	–	–	–	–	–	–			–	($2,552,822)	($2,552,822)
Balance, Dec. 31, 2023	32,213,292	$3,222	25,559,052	$2,556	5,000,000	$500	1,009,141	101	$20,653,511	($11,677,809)	$8,982,081
PPM – Preferred Series B	–	–	–	–	–	–	62,500	6	$68,744	–	$68,750
Net Loss	–	–	–	–	–	–	–	–	–	(578,331)	($578,331)
Balance, April 30, 2024	32,213,292	$3,222	25,559,052	$2,556	5,000,000	$500	1,071,641	107	$20,722,255	($12,256,140)	$8,472,5001

Summary	Common Stock Class A		Common Stock Class B		Preferred Stock Series A		Preferred Stock Series B		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders Equity Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount	Amount	Shares			
PKC - Former Parent Company Spin-off	16,750,389	$1,675.00	-	-	-	-	-	-	-	–	$1,675.00
PKC - Former Parent Company Note Conversion	5,233,431	$523.34	-	-	-	-	-	-	$4,186,221	–	4,186,745
PKC - Former Parent Company Debt Conversion	55,232	$5.52	-	-	-	-	-	-	$44,180	–	$44,186
PPM Round A	6,254,240	$626.00	-	-	-	-	-	-	$2,501,071	–	$2,501,697
Founders	3,520,000	$352.00	-	-	-	-	-	-	-	–	$352
American Society Of The University Of Haifa	400,000	$40.00	-	-	-	-	-	-	-	–	$40
Stock based compensation expense	-	-	-	-	-	-	-	-	$91,520	–	$91,520
Magnetecs	-	-	25,559,052	$2,556.00	-	-	-	-	$10,221,065	–	$10,223,621
PFD Capital - Preferred Series A	-	-	-	-	5,000,000	$500.00	-	-	$2,499,500	–	$2,500,000
PPM – Preferred Series B	-	-	-	-	-	-	1,071,641	107	$1,178,698	-	$1,178,698
Net Loss	-	-	-	-	-	-	-	-	-	($12,256,140)	($12,256,140) (-$10,656,800)
Total	**32,213,292**	**$3,222**	**25,559,052**	**$2,556**	**5,000,000**	**$500.00**	**1071,641**	**107**	**$20,722,255**	**($12,256,140)**	**$8,472,500**

Neuro-Kinesis Corporation – Profit and Loss

January 2020 to April 2024

	Jan - Dec 2020	Jan - Dec 2021	Jan - Dec 2022	Jan -Dec 2023	Jan -April 2024	Total
Income						
Total Income						$0.00
GROSS PROFIT	**$0.00**	**$0.00**	**$0.00**	**$0.00**		**$0.00**
Expenses						
General & Administrative	$128,133	$764,618	$773,550	$976,217	$195,694	$2,838,212
Patent and IP	$8,311	$ 25,070	$91,686	$48,827	$21,004	$ 194,898
Research & Development	$22,377	$930,414	$1,801,703	$1,463,131	$332,092	$ 4,549,717
Stock Based Compensation	$15,253	8,264	-	–	=	$23,517
Total Expenses	**$174,075**	**$ 1,728,366**	**$2,666,939**	**$ 2,488,175**	**$548,790**	**$7,606,344**
Net Operating Income (Loss)	**$(174,075)**	**$(1,728,366)**	**$(2,666,939)**	**$(2,488,175)**	**$(548,790)**	**$(7,606,344)**
Other Income	-	$7,072	$2,057	$2,132	-	$11,260
Other Expenses	$3,298	$10,374	39,113	$66,779	$29,541	$142,510
NET OTHER INCOME	$(3,298)	$(3,302)	$(37,057)	$(64,647)	$(29,541)	$(7,737,594)
NET INCOME	**$(170,776)**	**$(1,731,668)**	**$(2,703,996)**	**$(2,552,822)**	**$(578,331)**	**$(7,737,594)**

Neuro-Kinesis Corporation – Balance Sheet

As of April 30, 2024

	Jan - Dec 2020	Jan - Dec 2021	Jan - Dec 2022	Jan - Dec 2023	Jan - April 2024
ASSETS					
Current Assets					
Bank Accounts	$533,831	$7,370	$91,421	$3,350	$15,985
Other Current Assets	$2,027	$107,528	$ 54,340	$8,568	$8,568
TOTAL CURRENT ASSTETS	**$535,858**	**$114,898**	**$145,761**	**$ 11,918**	**$24,553**
Fixed Assets	$15,223,621	$15,223,621	$15,223,621	$15,223,621	$15,223,621
TOTAL ASSETS	**$15,759,479**	**$15,338,519**	**$15,369,382**	**$15,235,539**	**$15,248,174**
LIABILITIES AND EQUITY					
Liabilities					
Current Liabilities	$182,010	$940,694	$1,154,313	$1,543,237	$2,065,453
Long-Term Liabilities	$4,867,262	$4,710,222	$4,710,222	$4,710,222	$4,710,222
Total Liabilities	**$5,049,272**	**$5,650,916**	**$5,864,535**	**$6,253,459**	**$6,775,675**
Equity					
3010-00 Common Stock	$5,327	$5,503	$5,779	$5,779	$5,779
3010-00 Preferred Stock			$316	$603	$610
3200-00 Additional Paid In Capital	$15,394,203	$16,103,090	$18,623,739	$20,653,507	$20,722,250
3510-00 Retained Earnings	$(4,518,546)	$(4,689,322)	$(6,420,991)	$(9,124,986)	$(11,677,809)
Net Income	$(170,776)	$(1,731,668)	$(2,703,996)	$(2,552,822)	$(578,331)
Total Equity	**$10,710,207**	**$9,687,603**	**$9,504,847**	**$8,982,080**	**$8,472,499**
TOTAL LIABILITIES AND EQUITY	**$15,759,479**	**$15,338,519**	**$15,369,382**	**$15,235,539**	**$15,248,174**

Neuro-Kinesis Corporation – Statement of Cash Flows

January 2020 to April 2024

	Jan - Dec 2024	Jan - Dec 2021	Jan - Dec 2022	Jan - Dec 2023	Jan - April 2024	Total
OPERATING ACTIVITIES						
Net Income	$(170,776)	$(1,731,668)	$(2,703,996)	$(2,552,822)	$(578,331)	$(7,737,593)
Adjustments to reconcile Net Income to Net Cash provided by operations	$(37,953.57)	$653,184	$(266,806)	$434,696	$522,216	$1,838,949
Net cash provided by operating activities	$(208,730)	$(1,078,485)	$(2,437,190)	$(2,118,126)	$(956,115)	$(5,898,645)
FINANCING ACTIVITIES	$742,210.80	$552,024	$2,521,240	$2,030,055	$68,750	$5,914,280
NET CASH INCREASE FOR PERIOD	**533,481**	**$526,461**	**$84,050**	**$(88,070)**	**$12,635**	**$15,635**

Neuro-Kinesis Corporation – PPM Proforma Cap Table

Pro-Forma Cap Table	Pre-money	Outstanding %	Post Money	Outstanding	Fully Diluted %
Common - Class A*	32,213,292	51.32%	32,213,292	39.35%	31.74%
Common - Class B*	25,559,052	40.72%	30,670,862	37.46%	30.22%
Common	57,772,344	92.03%	62,884,154	76.81%	61.97%
Preferred - Series A	5,000,000	7.97%	5,000,000	6.11%	4.93%
Preferred – Series B $3.75 Million PPM at $1.10 per share	-	-	3,409,091	4.16%	3.36%
Preferred – Series B: Warrants @ $1.10 per share	-	-	960,000	1.17%	.95%
Magnetecs Conversion Agreement @ $0.88 per Share (Net)*	-	-	5,352,525	6.54%	5.27%
PFD Capital @ $0.88 per Share (Net)	-	-	4,261,364	5.21%	4.2%
Total Shares Before Option Pool	62,772,344	100%	1,867,134	100%	80.67%
Options Issued 0; Pool 19.61 Million		-	19,614,511	-	19.33%
Total Shares After Option Pool	62,772,344	-	101,481,645	-	100.00%

**The following Term Sheet has been agreed to by-and-between Neuro-Kinesis Corporation and Magnetecs Corporation and is pending final signatures. Results for April 30, 2024 will be adjusted to reflect the reclassification of the $4,710,221.80 obligation from LT Debt to Equity once signed.*

CONVERSION OF PURCHASE AGREEMENT DEBT; CONVERSION OF COMMON STOCK, MODIFICATION OF SALES AGREEMENT CLOSING AND DELIVERY.

1.1 Conversion and Cancellation of Purchase Agreement Debt. Effective as of the Closing Date (as defined below), the Parties hereby agree to convert the Purchase Agreement Debt balance into the number of shares of Preferred Stock which is equal to the Purchase Agreement Debt balance divided by the Conversion Price, and then rounded up to the nearest whole number of shares, for a total of 5,352,525 shares of Preferred Stock - Series B (the "Debt Conversion Preferred Shares").

1.2 Conversion of Common Stock. Effective as of the Closing Date, the Parties hereby agree to convert the 25,559,052 Common Stock – Class B into 30,670,863 shares of Common Stock – Class A by canceling 25,559,052 Common Stock – Class B and issuing 30,670,863 shares of Common Stock – Class A (the "Common Stock Conversion Shares").

1.3 Asset Purchase Agreement Amendment. Effective as of the Closing Date, the Asset Purchase Agreement dated February 2, 2018, as amended on April 26, 2019, is hereby amended by deleting Schedule 2.3 thereof in its entirety.

APPENDIX B

FINANCIAL PROJECTIONS

NKC FINANCIAL PLAN TO FDA SUBMISSION – CURRENT ROUND

TESTING, VERIFICATION AND VALIDATION
ANIMAL TRIALS – CATHETER
TRIALS – INTEGRATED COBOT
POST ANIMAL TRIALS AND FDA SUBMISSION
CATHETER AND COBOT ENHANCEMENTS
QUALITY SYSTEM
REGULATORY PLAN AND FDA SUBMISSION

	Initial as of AUGUST, 01 2023	2023 AUG	SEP	OCT	NOV	DEC	2024 JAN	FEB	MARCH	APRIL	MAY	JUNE	JULY	AUG	TOTALS
HUMAN STUDY															
COBOT INSTALLATION COST		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
PATIENT COSTS		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
PHYSICIAN TRAVEL COSTS		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
HOSPITAL COSTS		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
CRO COSTS		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
CATHETER AND OTHER COSTS		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
SUB-TOTAL	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
ENGINEERING SUPPORT AND HUMAN TRIALS															
SUB-TOTAL	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
FDA/IDA PREP AND SUBMISSION															
ENGINEERING SUPPORT (50%)															
SUB-TOTAL	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
ENGINEERING STEADY STATE															
SUB-TOTAL	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
REGULATORY SUPPORT – STEADY STATE															
SUB-TOTAL	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
ANIMAL STUDY – INTEGRATED COBOT															
SUB-TOTAL	$0														$0
SG&A															
CHAIRMAN/CTO	$15,000	$15,000	$15,000	$15,000	$15,000	$15,000	$15,000	$15,000	$15,000	$15,000	$15,000	$15,000	$15,000	$15,000	$195,000
CEO	$553,195	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$553,195
COO/CFO	$0	$5,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$125,000
CMO	$0		$7,000	$7,000	$7,000	$7,000	$7,000	$7,000	$7,000	$7,000	$7,000	$7,000	$7,000	$7,000	$84,000
OTHER MANAGEMENT	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
SUPPORT	$0	$6,667	$6,667	$6,667	$6,667	$6,667	$6,667	$6,667	$6,667	$6,667	$6,667	$6,667	$6,667	$6,667	$86,667
RENT	$175,173	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$305,173
TRAVEL	$0	$2,500	$2,500	$2,500	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$57,500
CONSULTING SERVICES	$0	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$130,000
EXTERNAL CPA	$0	$6,667	$6,667	$6,667	$6,667	$6,667	$6,667	$6,667	$6,667	$6,667	$6,667	$6,667	$6,667	$6,667	$86,667
PAYROLL TAXES	$29,145	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$29,415
WORKERS COMP	$3,386	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$3,386
MEDICAL INSURANCE	$30,481	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$30,481
IP LAYER	$152,601	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$217,601
LEGAL FEES	$200,404	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$265,404
MARKETING	$135,750	$3,000	$3,000	$3,000	$3,000	$3,000	$3,000	$3,000	$3,000	$3,000	$3,000	$3,000	$3,000	$3,000	$174,750
SALES	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
SERVICE	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
OTHER EXPENSES	$0	$4,167	$4,167	$4,167	$4,167	$4,167	$4,167	$4,167	$4,167	$4,167	$4,167	$4,167	$4,167	$4,167	$54,167
BOARD EXPENSES	$0	$2,500	$2,500	$2,500	$2,500	$2,500	$2,500	$2,500	$2,500	$2,500	$2,500	$2,500	$2,500	$2,500	$32,500
OFFICE SUPPLIES	$0	$2,500	$2,500	$2,500	$2,500	$2,500	$2,500	$2,500	$2,500	$2,500	$2,500	$2,500	$2,500	$2,500	$32,500
CONSULTING G&A	$32,268	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	
CONSULTING INVESTMENT MANAGEMENT	$53,450	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	

NKC FINANCIAL PLAN TO FDA SUBMISSION – CURRENT ROUND (continued)

TESTING, VERIFICATION AND VALIDATION
ANIMAL TRIALS – CATHETER
TRIALS – INTEGRATED COBOT
POST ANIMAL TRIALS AND FDA SUBMISSION
CATHETER AND COBOT ENHANCEMENTS
QUALITY SYSTEM
REGULATORY PLAN AND FDA SUBMISSION

		2023					2024								
	Initial as of AUGUST, 01 2023	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MARCH	APRIL	MAY	JUNE	JULY	AUG	TOTALS
CONSULTING CGCI	$99,153	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$99,153
REAL STAFFING – OC	$45,356	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$45,356
CONSULTING CFO	$80,000	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$80,000
CONSULTING R&D	$440,924	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$440,924
FRANK ADELL	$5,000	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$5,000
CONSULTING IT / FARR	$50,000	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$50,000
CONSULTING – FINANCIAL MODELING	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
R&D WAGE EXPENSE OC	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
COMPUTER AND INTERNET SERVICES	$2,881	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$2,881
SOFTWARE MAINTENANCE	$18,013	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$18,013
TERM SHEET DEVELOPMENT	$19,789	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$19,789
LEGAL CONSULTATION	$14,279	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$14,279
INTEREST EXPENSES	$87,828	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$87,828
DELAWARE STATE TAX	$21,527	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$21,527
OTHER COSTS	$221,569	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$221,569
OUTSIDE SERVICES	$55,760	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$55,760
PROFESSIONAL SERVICES	$201,998	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$201,998
TRAVEL EXPENSES	$22,440	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$22,440
MARKETING AND ADVERTISING	$69,273	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$69,273
MAINTENANCE AND REPAIR	$8,400	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$8,400
REGULATORY EXPENSES	$2,145	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$2,145
AUDITOR COST	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
SUB-TOTAL	$2,832,458	$78,000	$90,000	$90,000	$92,500	$92,500	$92,500	$92,500	$92,500	$92,500	$92,500	$92,500	$92,500	$92,500	$4,015,458
TOTAL	$6,054,145	$258,000	$322,500	$322,500	$325,000	$325,000	$325,000	$325,000	$325,000	$325,000	$325,000	$325,000	$325,000	$325,000	$10,239,145
CONTINGENCY	$0	$25,800	$32,250	$32,250	$32,250	$32,250	$25,250	$31,250	$36,750	$40,750	$37,750	$35,150	$28,150	$28,150	$418,500
TOTAL EXPENSE AND CONTINGENCY	$6,054,145	$283,500	$354,750	$354,750	$357,500	$357,500	$277,750	$343,750	$404,250	$448,250	$415,250	$386,650	$309,650	$309,650	$10,657,645
PROFIT MARGINS		-283,000	-$354,750	-$354,750	-$357,500	-$357,500	-$277,500	-$343,750	-$404,250	-$448,250	-$415,250	-$386,650	-$309,650	-$309,650	-$10,657,645
GROSS INVESTMENTS	$5,028,062	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$5,028,062
MAGNETECS ALLOCATION	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
NET INVESTMENTS	$5,028,062	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$5,028,062
CUMULATIVE NET CASH FLOW	($1,026,083)	-$1,309,883	-$1,664,633	-$2,019,383	-$2,376,883	-$2,734,383	-$3,012,133	-$3,355,883	-$3,760,133	-$4,208,383	-$4,623,633	-$5,319,933	-$1,026,083	-$5,629,583	-$5,629,583

NKC FINANCIAL BLUEPRINT – PHASE ONE

TESTING, VERIFICATION AND VALIDATION | ANIMAL TRIALS – CATHETER | TRIALS – INTEGRATED COBOT | POST ANIMAL TRIALS AND FDA SUBMISSION

CATHETER AND COBOT ENHANCEMENTS

QUALITY SYSTEM | REGULATORY PLAN AND FDA SUBMISSION

	Initial as of AUGUST, 01 2023	2023 AUG	SEP	OCT	NOV	DEC	2024 JAN	FEB	MARCH	APRIL	MAY	JUNE	JULY	AUG	TOTALS
PRE-COMMERCIALIZATION															
SUB-TOTAL	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
COMMERCIALIZATION															
GROSS MARGINS															
INITIAL CATHETER DESIGN AND DEVELOPMENT															
SUB-TOTAL	$2,227,229	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$2,227,229
INITIAL ROBOTIC DESIGN AND DEVELOPMENT															
SUB-TOTAL	$771,648	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$771,648
TECHNOLOGY VERIFICATION AND EXECUTION															
HUYGENS™ HARDWARE DEVELOPMENT	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
HUYGENS™ FIRMWARE DEVELOPMENT	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
HUYGENS™ COBOT SYSTEM INTEGRATION	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
TECHNOLOGY PROVIDERS															
SANDIA	$143,475	$20,000	$20,000	$20,000	$20,000	$20,000	$0	$0	$0	$0	$0	$0	$0	$0	$243,475
SEISA	$40,771	$30,000	$30,000	$30,000	$30,000	$30,000	$0	$0	$0	$0	$0	$0	$0	$0	$190,771
KUKA	$0	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$10,000	$0	$0	$0	$0	$0	$80,000
SIERRA	$31,221	$0	$37,500	$37,500	$37,500	$37,500	$0	$0	$0	$0	$0	$0	$0	$0	$181,221
OLYMPUS	$7,343	$0	$15,000	$15,000	$15,000	$15,000	$0	$0	$0	$0	$0	$0	$0	$0	$67,343
INTERTEK	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
NKC ENGINEERING	$0	$120,000	$120,000	$120,000	$120,000	$120,000	$120,000	$96,000	$96,000	$96,000	$96,000	$96,000	$96,000	$96,000	$2,154,810
CLARIS PURCHASE	$0	$0	$105,000	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$105,000
SUB-TOTAL	$222,810	$180,000	$232,500	$232,500	$232,500	$232,500	$130,000	$106,000	$106,000	$96,000	$96,000	$96,000	$96,000	$96,000	$553,195
ANIMAL STUDY – CATHETER															
PRE-VALIDATION (4 animals)	$0	$0	$0	$0	$0	$0	$0	$20,000	$0	$0	$0	$0	$0	$0	$20,000
SAFETY STUDY (6 animals)	$0	$0	$0	$0	$0	$0	$0	$0	$30,000	$0	$0	$0	$0	$0	$30,000
INDICATION STUDY (10 animals)	$0	$0	$0	$0	$0	$0	$0	$0	$0	$50,000	$0	$0	$0	$0	$50,000
TRANSPORTATION TO ISRAEL	$0	$0	$0	$0	$0	$0	$30,000	$0	$0	$0	$0	$0	$0	$0	$30,000
CRO	$0	$0	$0	$0	$0	$0	$0	$12,000	$12,000	$12,000	$12,000	$12,000	$0	$0	$60,000
DATA ANALYSIS	$0	$0	$0	$0	$0	$0	$0	$12,000	$12,000	$12,000	$12,000	$12,000	$0	$0	$60,000
SUB-TOTAL							$30,000	$44,000	$54,000	$74,000	$24,000	$24,000	$0	$0	$250,000
ANIMAL STUDY – INTEGRATED COBOT															
PRE-VALIDATION (4 animals)	$0	$0	$0	$0	$0	$0	$0	$20,000	$0	$0	$0	$0	$0	$0	$20,000
SAFETY STUDY (6 animals)	$0	$0	$0	$0	$0	$0	$0	$0	$30,0000	$0	$0	$0	$0	$0	$30,000
INDICATION STUDY (10 animals)	$0	$0	$0	$0	$0	$0	$0	$0	$0	$50,000	$0	$0	$0	$0	$50,000
COST OF DISPOSABLES	$0	$0	$0	$0	$0	$0	$0	$12,000	$12,000	$12,000	$12,000	$12,000	$0	$0	$60,000
TECHNION OVERHEAD	$0	$0	$0	$0	$0	$0	$0	$10,000	$10,000	$10,000	$10,000	$10,000	$0	$0	$50,000
TRANSPORTATION TO ISRAEL	$0	$0	$0	$0	$0	$0	$0	$24,000	$24,000	$24,000	$24,000	$24,000	$0	$0	$120,000
SUB-TOTAL	$0	$0	$0	$0	$0	$0	$0	$66,000	$76,000	$96,000	$46,000	$46,000	$46,000	$46,000	$422,000
ON-GOING TECHNOLOGY ENHANCEMENTS															
ANACAZ	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
IN-HOUSE ENGINEERING	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
SUB-TOTAL	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
ENGINEERING SUPPORT OF PRE-CLINICAL TRIALS															

NKC FINANCIAL BLUEPRINT – PHASE ONE (continued)

TESTING, VERIFICATION AND VALIDATION

ANIMAL TRIALS – CATHETER

TRIALS – INTEGRATED COBOT

POST ANIMAL TRIALS AND FDA SUBMISSION

CATHETER AND COBOT ENHANCEMENTS

QUALITY SYSTEM

REGULATORY PLAN AND FDA SUBMISSION

		2023					2024								
	Initial as of AUGUST, 01 2023	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MARCH	APRIL	MAY	JUNE	JULY	AUG	TOTALS
SUB-TOTAL	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
REGULATORY – FDA PREP AND SUBMISSION															
INTERTEK	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
PROJECT PLAN PREPARATION	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
60601 UL SUBMISSIONS	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
ALL INTERTEK PROJECTS	$0	$0	$0	$0	$0	$0	$0	$0	$25,000	$25,000	$25,0000	$25,000	$25,000	$25,000	$150,000
CRO DATA	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
APPROVAL	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
ENGINEERING SUPPORT	$0	$0	$0	$0	$0	$0	$0	$24,000	$24,000	$24,000	$24,000	$24,000	$24,000	$24,000	$168,000
CONSULTING AND LABELING REGISTRATION	$0	$0	$0	$0	$0	$0	$0	$0	$0	$20,000	$20,000	$20,000	$20,000	$20,000	$100,000
SUB-TOTAL	$0	$0	$0	$0	$0	$0	$0	$24,000	$49,000	$69,000	$69,000	$69,000	$69,000	$69,000	$418,000
FDA APPROVAL															
SUB-TOTAL	$87,828	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$24,000	$24,000	$24,000	$72,000

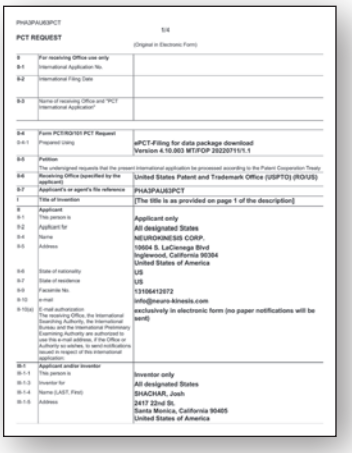
NKC FINANCIAL BUDGET – PHASE ONE

		TESTING, VERIFICATION AND VALIDATION						ANIMAL TRIALS – CATHETER						POST ANIMAL TRIALS AND FDA SUBMISSION		
										TRIALS – INTEGRATED COBOT							
		CATHETER AND COBOT ENHANCEMENTS														
		QUALITY SYSTEM								REGULATORY PLAN AND FDA SUBMISSION						
		2023						2024								
	Initial as of AUGUST, 01 2023	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MARCH	APRIL	MAY	JUNE	JULY	AUG	TOTALS
PRE-COMMERCIALIZATION	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
COMMERCIALIZATION	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
INITIAL CATHETER DESIGN AND DEVELOPMENT	$2,227,229	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$2,227,229
INITIAL ROBOTIC DESIGN AND DEVELOPMENT	$771,648	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$771,648
TECHNOLOGY VERIFICATION AND DEVELOPMENT	$222,810	$180,000	$232,500	$232,500	$232,500	$232,500	$130,000	$106,000	$106,000	$96,000	$96,000	$96,000	$96,000	$96,000	$2,154,810
ANIMAL STUDY – CATHETER															
ANIMAL STUDY – INTEGRATED COBOT															
SUB-TOTAL	$0	$0	$0	$0	$0	$0	$30,000	$90,000	$120,000	$150,000	$120,000	$70,000	$0	$0	$580,000
ONGOING TECHNOLOGY ENHANCEMENTS	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
ENGINEERING SUPPORT OF PRE-CLINICAL TRIALS	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
REGULATION – FDA PREP AND SUBMISSION															$0
FDA APPROVAL	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
HUMAN STUDY	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
ENGINEERING SUPPORT HUMAN TRIALS/FDA	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
FDA/IDA PREP AND SUBMISSION															
ENGINEERING SUPPORT (50%)	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
ENGINEERING STEADY STATE															$0
REGULATORY SUPPORT – STEADY STATE	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
SG&A	$2,832,458	$78,000	$90,000	$90,000	$92,500	$92,500	$92,500	$92,500	$92,500	$92,500	$92,500	$92,500	$92,500	$92,500	$4,015,458
TOTAL EXPENSES	$6,054,145	$258,000	$322,500	$322,500	$325,000	$325,000	$325,000	$325,000	$325,000	$325,000	$325,000	$325,000	$325,000	$325,000	
CONTINGENCY		$25,800	$32,250	$32,250	$32,250	$32,250	$25,250	$31,250	$36,750	$40,750	$37,750	$35,150	$28,150	$28,150	$418,500
TOTAL EXPENSE AND CONTINGENCY	$6,054,145	$283,500	$354,750	$354,750	$357,500	$357,500	$277,750	$343,750	$404,250	$448,250	$415,250	$386,650	$309,650	$309,650	$10,657,645
PROFIT MARGINS		-283,000	-$354,750	-$354,750	-$357,500	-$357,500	-$277,500	-$343,750	-$404,250	-$448,250	-$415,250	-$386,650	-$309,650	-$309,650	-$10,657,645
GROSS INVESTMENTS	$5,028,062	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$5,028,062
MAGNETECS ALLOCATION	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
NET INVESTMENTS	$5,028,062	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$5,028,062
CUMULATIVE NET CASH FLOW	($1,026,083)	-$1,309,883	-$1,664,633	-$2,019,383	-$2,376,883	-$2,734,383	-$3,012,133	-$3,355,883	-$3,760,133	-$4,208,383	-$4,623,633	-$5,319,933	-$1,026,083	-$5,629,583	-$5,629,583

APPENDIX C PATENTS

NKC Patent Portfolio

The following represents NKC's current IP portfolio as it relates to its ongoing patent development and protection program.

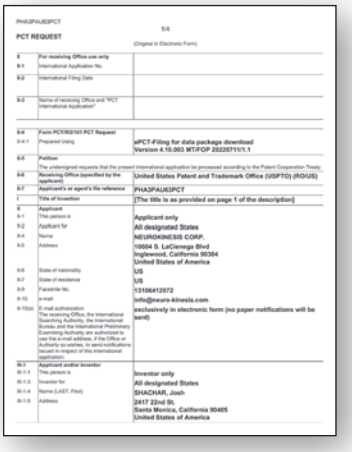


1. The Use of Local Amplifiers and Huygens Sensor Array in Measuring Bioelectric Signals and Clinical Applications Thereof

Patent #: File Reference: PHA3.PAU.63.US Local Serial#: N/A

Country: US Date Filed: N/A

The Huygens™ Catheter is the only tool in existence today that can measure both the DC potential as well as the tissue contact impedance (conductivity) for the same tissue area. This enables us to employ the Maxwell second set of time-varying equations, by substituting the magnetic energy vector (MEV) with the Poynting Energy Vector (P) where we substitute the B terms with the impedance measured value Z. The impedance Z is measured nearly simultaneously with the measurement of the electric potential E of the heart wave using separately sensing electrodes on the Huygens catheter and sensing and signal processing circuitry.

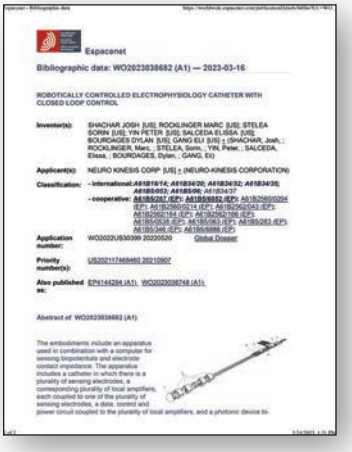


2. The Use of Local Amplifiers and Huygens Sensor Array in Measuring Bioelectric Signals and Clinical Applications Thereof

Patent #: File Reference: PHA3.PAU.63.EP Local Serial#: N/A

Country: Europe Date Filed: N/A

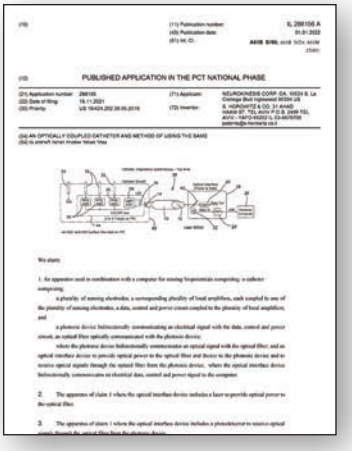
The Huygens™ Catheter is the only tool in existence today that can measure both the DC potential as well as the tissue contact impedance (conductivity) for the same tissue area. This enables us to employ the Maxwell second set of time-varying equations, by substituting the magnetic energy vector (MEV) with the Poynting Energy Vector (P) where we substitute the B terms with the impedance measured value Z. The impedance Z is measured nearly simultaneously with the measurement of the electric potential E of the heart wave using separately sensing electrodes on the Huygens catheter and sensing and signal processing circuitry.



3. Robotically Controlled Electrophysiology Catheter With Closed Loop Control

Patent #: File Reference: PHA3.PAU.57A Local Serial#: PCT/US22/30399

Country: PCT Date Filed: 5/20/2022



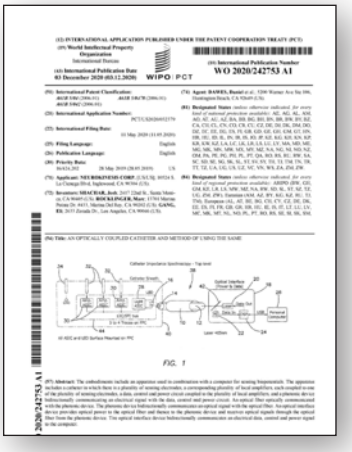
PUBLISHED APPLICATION IN THE PCT NATIONAL PHASE

4. Optically Coupled Catheter And Method Of Using the Same

Patent #: File Reference: PHA3.PAU.44.IS Local Serial#: 288156

Country: Israel Date Filed: 5/11/2020

The embodiments include an apparatus used in combination with a computer for sensing biopotentials. The apparatus includes a catheter in which there is a plurality of sensing electrodes, a corresponding plurality of local amplifiers, each coupled to one of the plurality of sensing electrodes, a data, control and power circuit coupled to the plurality of local amplifiers, and a photonic device bi-directionally communicating an electrical signal with the data, control and power circuit. An optical fiber optically communicated with the photonic device. The photonic device bi-directionally communicates an optical signal with the optical fiber. An optical interface device provides optical power to the optical fiber and thence to the photonic device and receives optical signals through the optical fiber from the photonic device. The optical interface device bi-directionally communicates electrical data, control, and power signal to the computer.



WO 2020/242753 A1

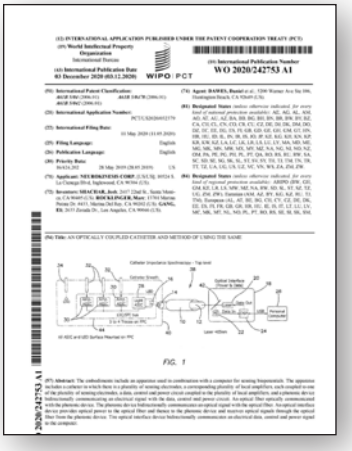
FIG. 1

5. Optically Coupled Catheter And Method Of Using the Same

Patent #: File Reference: PHA3.PAU.44.EP Local Serial#: 20814810.6

Country: Europe Date Filed: 5/11/2020

The embodiments include an apparatus used in combination with a computer for sensing biopotentials. The apparatus includes a catheter in which there is a plurality of sensing electrodes, a corresponding plurality of local amplifiers, each coupled to one of the plurality of sensing electrodes, a data, control and power circuit coupled to the plurality of local amplifiers, and a photonic device bi-directionally communicating an electrical signal with the data, control and power circuit. An optical fiber optically communicated with the photonic device. The photonic device bi-directionally communicates an optical signal with the optical fiber. An optical interface device provides optical power to the optical fiber and thence to the photonic device and receives optical signals through the optical fiber from the photonic device. The optical interface device bi-directionally communicates electrical data, control, and power signal to the computer.



WO 2020/242753 A1

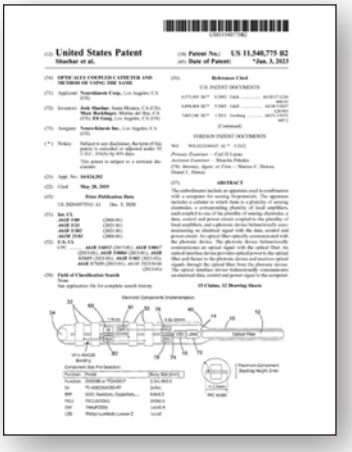
FIG. 1

6. Optically Coupled Catheter And Method Of Using the Same

Patent #: File Reference: PHA3.PAU.44 Local Serial#: 1PCT/US20/32379

Country: PCT Date Filed: 5/11/2020

The embodiments include an apparatus used in combination with a computer for sensing biopotentials. The apparatus includes a catheter in which there is a plurality of sensing electrodes, a corresponding plurality of local amplifiers, each coupled to one of the plurality of sensing electrodes, a data, control and power circuit coupled to the plurality of local amplifiers, and a photonic device bi-directionally communicating an electrical signal with the data, control and power circuit. An optical fiber optically communicated with the photonic device. The photonic device bi-directionally communicates an optical signal with the optical fiber. An optical interface device provides optical power to the optical fiber and thence to the photonic device and receives optical signals through the optical fiber from the photonic device. The optical interface device bi-directionally communicates electrical data, control, and power signal to the computer.



United States Patent

Shachar et al.

(10) Patent No.: US 11,540,775 B2

(45) Date of Patent: *Jan. 3, 2023

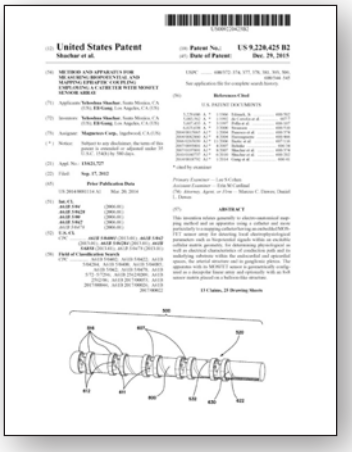
OPTICALLY COUPLED CATHETER AND METHOD OF USING THE SAME

7. Optically Coupled Catheter And Method Of Using the Same

Patent #: 11,540,775 File Reference: PHA3.PAU.44 Local Serial#: 16/424,202(Application)

Country: US Date Filed: 5/28/2019

The embodiments include an apparatus used in combination with a computer for sensing biopotentials. The apparatus includes a catheter in which there is a plurality of sensing electrodes, a corresponding plurality of local amplifiers, each coupled to one of the plurality of sensing electrodes, a data, control and power circuit coupled to the plurality of local amplifiers, and a photonic device bi-directionally communicating an electrical signal with the data, control and power circuit. An optical fiber optically communicated with the photonic device. The photonic device bi-directionally communicates an optical signal with the optical fiber. An optical interface device provides optical power to the optical fiber and thence to the photonic device and receives optical signals through the optical fiber from the photonic device. The optical interface device bi-directionally communicates electrical data, control, and power signal to the computer.

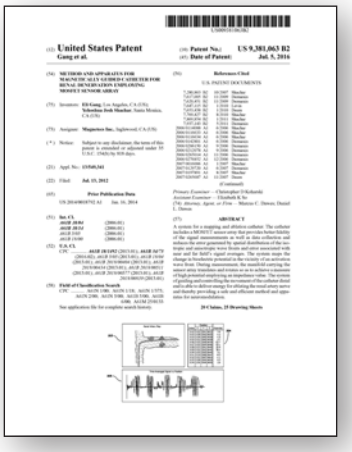


8. Method And Apparatus For Measuring Biopotential And Mapping Ephaptic Coupling Employing A Catheter With Mosfet Sensor Array

Patent #: 9,220,425 File Reference: MAG1.PAU.08 Local Serial#: 13/621,727

Country: US Date Filed: 7/13/2012

This invention relates generally to electro-anatomical mapping method and an apparatus using a catheter and more particularly to a mapping catheter having an embedded MOSFET sensor array for detecting local electrophysiological parameters such as biopotential signals within an excitable cellular matrix geometry, for determining physiological as well as electrical characteristics of conduction path and its underlying substrate within the endocardial and epicardial spaces, the arterial structure and in ganglionic plexus. The apparatus with its MOSFET sensor is geometrically configured as a decapolar linear array and optionally with an 8x8 sensor matrix placed on a balloon-like structure.

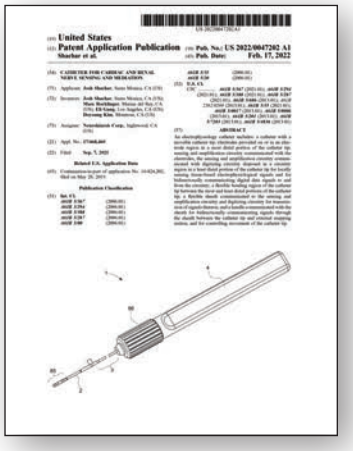


9. Method And Apparatus For Magnetically Guided Catheter For Renal Denervation Employing Mosfet Sensor Array

Patent #: 9,381,063 File Reference: MAG1.PAU.07 Local Serial#: 13/549,341

Country: US Date Filed: 7/13/2012

A system for a mapping and ablation catheter. The catheter includes a MOSFET sensor array that provides better fidelity of the signal measurements as well as data collection and reduces the error generated by spatial distribution of the isotropic and anisotropic wave fronts and error associated with near and far field's signal averages. The system maps the change in bioelectric potential in the vicinity of an activation wave front. During measurement, the manifold carrying the sensor array translates and rotates so as to achieve a measure of high potential employing an impedance value. The system of guiding and controlling the movement of the catheter distal end is able to deliver energy for ablating the renal artery nerve and thereby providing a safe and efficient method and apparatus for neuromodulation.



10. Catheter For Cardiac And Renal Nerve Sensing And Mediation

Patent #: File Reference: PHA3.PAU.57 Local Serial#: 17/468,460 (Application)

Country: US Date Filed: 9/07/2021

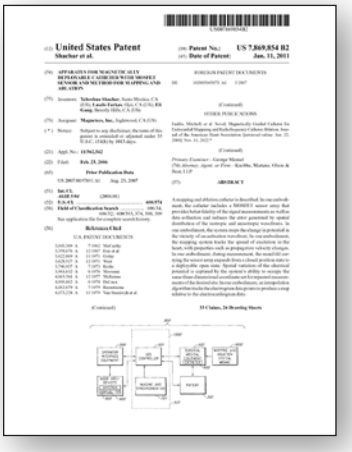
An electrophysiology catheter includes: a catheter with a movable catheter tip; electrodes provided on or in an electrode region in a most distal portion of the catheter tip; sensing and amplification circuitry communicated with the electrodes, the sensing and amplification circuitry communicated with digitizing circuitry disposed in a circuitry region in a least distal portion of the catheter tip for locally sensing tissue-based electrophysiological signals and for bidirectionally communicating digital data signals to and from the circuitry; a flexible bending region of the catheter tip between the most and least distal portions of the catheter tip; a flexible sheath communicated to the sensing and amplification circuitry and digitizing circuitry for transmission of signals thereon; and a handle communicated with the sheath for bidirectionally communicating signals through the sheath between the catheter tip and external mapping station, and for controlling movement of the catheter tip.

11. Catheter For Cardiac And Renal Nerve Sensing And Mediation

Patent #: File Reference: PHA3.PAU.57.EP Local Serial#: 21206888.6 (Application)

Country: Europe Date Filed: 11/8/2021

An electrophysiology catheter includes: a catheter with a movable catheter tip; electrodes provided on or in an electrode region in a most distal portion of the catheter tip; sensing and amplification circuitry communicated with the electrodes, the sensing and amplification circuitry communicated with digitizing circuitry disposed in a circuitry region in a least distal portion of the catheter tip for locally sensing tissue-based electrophysiological signals and for bidirectionally communicating digital data signals to and from the circuitry; a flexible bending region of the catheter tip between the most and least distal portions of the catheter tip; a flexible sheath communicated to the sensing and amplification circuitry and digitizing circuitry for transmission of signals thereon; and a handle communicated with the sheath for bidirectionally communicating signals through the sheath between the catheter tip and external mapping station, and for controlling movement of the catheter tip.

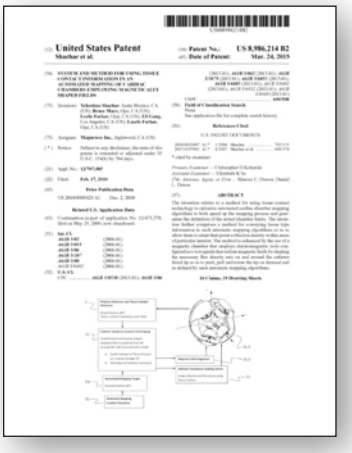


12. Apparatus For Magnetically Deployable Catheter With MOSFET Sensor And Method For Mapping And Ablation

Patent #: 7,869,854 File Reference: MNETEC.005A1 Local Serial#: 11/362,542

Country: US Date Filed: 2/23/2006

A mapping and ablation catheter is described. In one embodiment, the catheter includes a MOSFET sensor array that provides better fidelity of the signal measurements as well as data collection and reduces the error generated by the spatial distribution of the isotropic and anisotropic wavefronts. In one embodiment, the system maps the change in potential in the vicinity of an activation wavefront. In one embodiment, the mapping system tracks the spread of excitation in the heart, with properties such as propagation velocity changes. In one embodiment, during measurement, the manifold carrying the sensor array expands from a closed position state to a deployable open state. Spatial variation of the electrical potential is captured by the system's ability to occupy the same three-dimensional coordinate set for repeated measurements of the desired site. In one embodiment, an interpolation algorithm tracks the electrogram data points to produce a map relative to the electrocardiogram data.

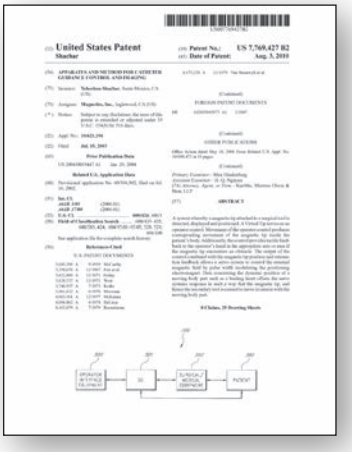


13. System And Method For Using Tissue Contact Information In An Automated Mapping Of Cardiac Chambers Employing Magnetically Shaped Fields

Patent #: 8,986,214 File Reference: MAG1.PAU.02 Local Serial#: 12/707,085

Country: US Date Filed: 2/17/2010

The invention relates to a method for using tissue contact technology to optimize automated cardiac chamber mapping algorithms to both speed up the mapping process and guarantee the definition of the actual chamber limits. The invention further comprises a method for conveying tissue type information to such automatic mapping algorithms so as to allow them to adapt their point collection density within areas of particular interest. The method is enhanced by the use of a magnetic chamber that employs electromagnetic coils configured as a waveguide that radiate magnetic fields by shaping the necessary flux density axis on and around the catheter distal tip so as to push, pull and rotate the tip on demand and as defined by such automatic mapping algorithms.

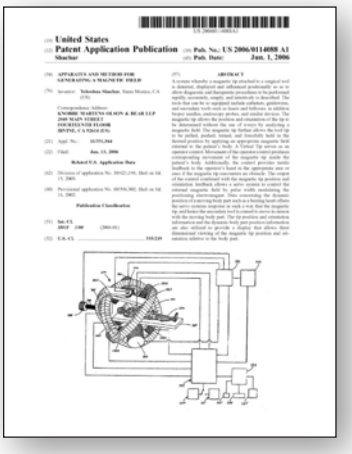


14. Apparatus And Method For Catheter Guidance Control And Imaging

Patent #: 7,769,427 File Reference: MNETEC.001A Local Serial#: 10/621,196

Country: US Date Filed: 7/15/2003

This patent described a system whereby a magnetic tip attached to a surgical tool is detected, displayed, and positioned. A Virtual Tip serves as an operator control. The movement of the operator control produces a corresponding movement of the magnetic tip inside the patient's body. Additionally, the control provides tactile feedback to the operator's hand in the appropriate axis or axes if the magnetic tip encounters an obstacle. The output of the control combined with the magnetic tip position and orientation feedback allows a servo system to control the external magnetic field by pulse width modulating the positioning electromagnet. Data concerning the dynamic position of a moving body part such as a beating heart offset the servo systems response in such a way that the magnetic tip, and hence the secondary tool is caused to move in unison with the moving body part.

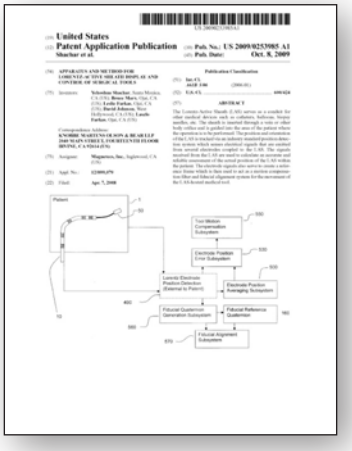


15. Apparatus And Method For Generating A Magnetic Field

Patent #: File Reference: MNETEC.001DV2 Local Serial#: 11/331,944

Country: US Date Filed: 1/13/2006

A system whereby a magnetic tip attached to a surgical tool is detected, displayed, and influenced positionally so as to allow diagnostic and therapeutic procedures to be performed rapidly, accurately, simply, and intuitively is described. The tools that can be so equipped include catheters, guidewires, and secondary tools such as lasers and balloons, in addition to biopsy needles, endoscopy probes, and similar devices. The magnetic tip allows the position and orientation of the tip to be determined without the use of x-rays by analyzing a magnetic field. The magnetic tip further allows the tooltip to be pulled, pushed, turned, and forcefully held in the desired position by applying an appropriate magnetic field external to the patient's body. A Virtual Tip serves as operator control. The movement of the operator control produces the corresponding movement of the magnetic tip inside the patient's body. Additionally, the control provides tactile feedback to the operator's hand in the appropriate axis or axes if the magnetic tip encounters an obstacle.

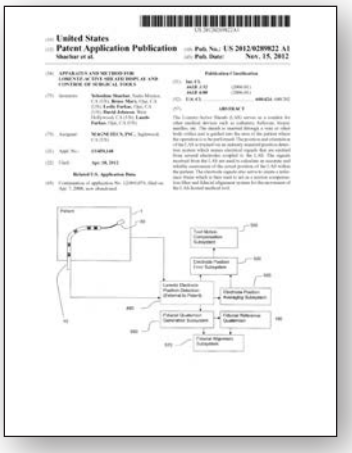


16. Apparatus And Method For Lorentz-Active Sheath Display And Control Of Surgical Tools

Patent #: File Reference: MNETEC.010A Local Serial#: 112/099,079

Country: US Date Filed: 4/7/2008

The Lorentz-Active Sheath (LAS) serves as a conduit for other medical devices such as catheters, balloons, biopsy needles, etc. The sheath is inserted through a vein or other body orifice and is guided into the area of the patient where the operation is to be performed. The position and orientation of the LAS are tracked via an industry-standard position detection system which senses electrical signals that are emitted from several electrodes coupled to the LAS. The signals received from the LAS are used to calculate an accurate and reliable assessment of the actual position of the LAS within the patient. The electrode signals also serve to create a reference frame which is then used to act as a motion compensation filter and fiducial alignment system for the movement of the LAS-hosted medical tool.

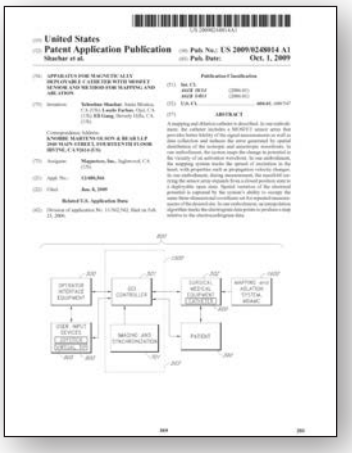


17. Apparatus And Method For Lorentz-Active Sheath Display And Control Of Surgical Tools

Patent #: File Reference: MNETEC.010C1 Local Serial#: 13/450,148

Country: US Date Filed: 4/18/2012

The Lorentz-Active Sheath (LAS) serves as a conduit for other medical devices such as catheters, balloons, biopsy needles, etc. The sheath is inserted through a vein or other body orifice and is guided into the area of the patient where the operation is to be performed. The position and orientation of the LAS are tracked via an industry-standard position detection system which senses electrical signals that are emitted from several electrodes coupled to the LAS. The signals received from the LAS are used to calculate an accurate and reliable assessment of the actual position of the LAS within the patient. The electrode signals also serve to create a reference frame which is then used to act as a motion compensation filter and fiducial alignment system for the movement of the LAS-hosted medical tool.

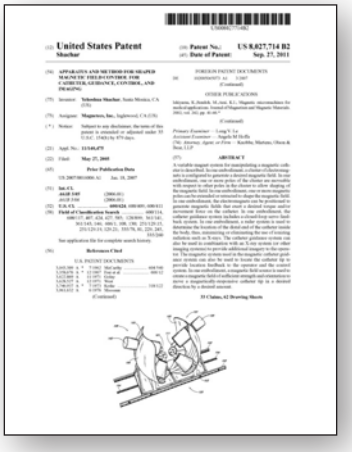


18. Apparatus For Magnetically Deployable Catheter With MOSFET Sensor And Method For Mapping And Ablation

Patent #: File Reference: MNETEC.005DV1 Local Serial#: 12/480,566

Country: US Date Filed: 6/8/2009

A mapping and ablation catheter is described. In one embodiment, the catheter includes a MOSFET sensor array that provides better fidelity of the signal measurements as well as data collection and reduces the error generated by the spatial distribution of the isotropic and anisotropic wavefronts. In one embodiment, the system maps the change in potential in the vicinity of an activation wavefront. In one embodiment, the mapping system tracks the spread of excitation in the heart, with properties such as propagation velocity changes. In one embodiment, during measurement, the manifold carrying the sensor array expands from a closed position state to a deployable open state. Spatial variation of the electrical potential is captured by the system's ability to occupy the same three-dimensional coordinate set for repeated measurements of the desired site. In one embodiment, an interpolation algorithm tracks the electrogram data points to produce a map relative to the electrocardiogram data.

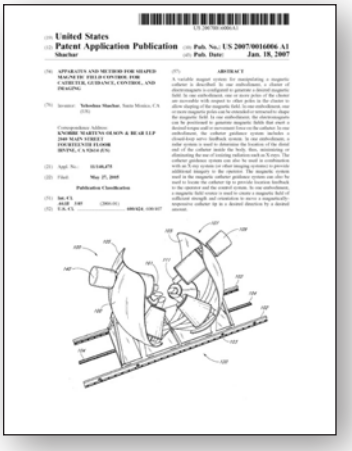


19. Apparatus And Method For Shaped Magnetic Field Control For Catheter, Guidance, Control, And Imaging

Patent #: 8,027,714 File Reference: MNETEC.004A Local Serial#: 11/140,475

Country: US Date Filed: 5/27/2005

A variable magnet system for manipulating a magnetic catheter is described. In one embodiment, a cluster of electromagnets is configured to generate a desired magnetic field. In one embodiment, one or more poles of the cluster are movable with respect to other poles in the cluster to allow the shaping of the magnetic field. In one embodiment, one or more magnetic poles can be extended or retracted to shape the magnetic field. In one embodiment, the electromagnets can be positioned to generate magnetic fields that exert the desired torque and/or movement force on the catheter. In one embodiment, the catheter guidance system includes a closed-loop servo feedback system. In one embodiment, a radar system is used to determine the location of the distal end of the catheter inside the body, thus, minimizing or eliminating the use of ionizing radiation such as X-rays.



20. Apparatus And Method For Shaped Magnetic Field Control For Catheter, Guidance, Control, And Imaging

Patent #: File Reference: MNETEC.004C1 Local Serial#: 13/245,310

Country: US Date Filed: 59/26/2011

A variable magnet system for manipulating a magnetic catheter is described. In one embodiment, a cluster of electromagnets is configured to generate a desired magnetic field. In one embodiment, one or more poles of the cluster are movable with respect to other poles in the cluster to allow the shaping of the magnetic field. In one embodiment, one or more magnetic poles can be extended or retracted to shape the magnetic field. In one embodiment, the electromagnets can be positioned to generate magnetic fields that exert the desired torque and/or movement force on the catheter. In one embodiment, the catheter guidance system includes a closed-loop servo feedback system. In one embodiment, a radar system is used to determine the location of the distal end of the catheter inside the body, thus, minimizing or eliminating the use of ionizing radiation such as X-rays.

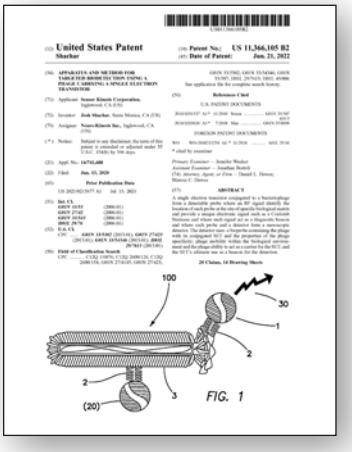


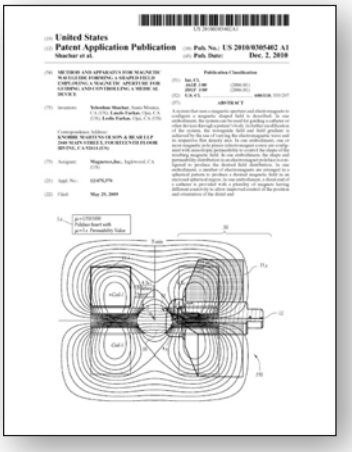
FIG. 1

21. Apparatus and Method For Targeted Biodetection Using A Phage Carrying a Single Electron Transistor

Patent #: 11,366,105 File Reference: PHA3.PAU.46 Local Serial#: 16/741,688 (Application)

Country: US Date Filed: 1/13/2020

A single electron transistor conjugated to a bacteriophage form a detectable probe where an RF signal identifies the location of such probe at the site of a specific biological matrix and provide a unique electronic signal such as a Coulomb Staircase and where such signal act as a diagnostic beacon and where such probe and a detector form a mesoscopic detector. The detector uses a bio probe containing the phage with its conjugated SET and the properties of the phage specificity; phage mobility within the biological environment and the phage ability to act as a carrier for the SET; and the SET's ultimate use as a beacon for the detection.

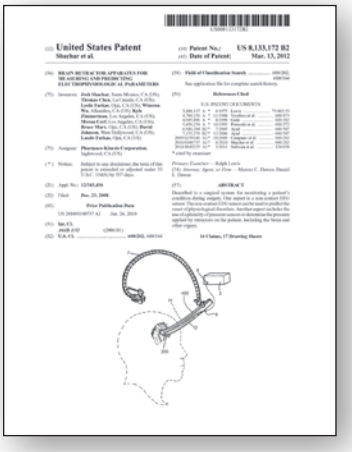


22. Apparatus For Magnetic Waveguide Forming A Shaped Field Employing A Magnetic Aperture For Guiding And Controlling A Medical Device

Patent #: File Reference: MNETEC.014A Local Serial#: 12/475,370

Country: US Date Filed: 5/29/2009

A system that uses a magnetic aperture and electromagnets to configure a magnetic shaped field is described. In one embodiment, the system can be used for guiding a catheter or other devices through a patient's body. In further modification of the system, the waveguide field and field gradient is achieved by the use of varying the electromagnetic wave and its respective flux density axis. In one embodiment, one or more magnetic pole pieces (electromagnet cores) are configured with anisotropic permeability to control the shape of the resulting magnetic field. In one embodiment, the shape and permeability distribution in an electromagnet paleface is configured to produce the desired field distribution. In one embodiment, a number of electromagnets are arranged in a spherical pattern to produce a desired magnetic field in an enclosed spherical region.

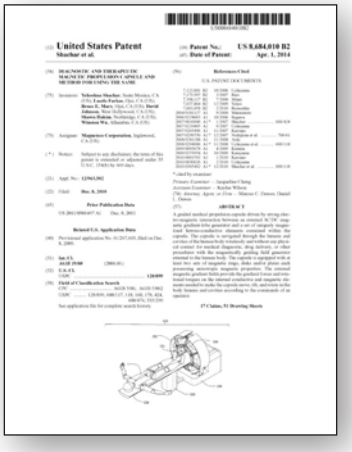


23. Brain Retractor Apparatus for Measuring and Predicting Electrophysiological Parameters

Patent #: 8,133,172 File Reference: PHA3.PAU.10 Local Serial#: 12/343,436 (Application)

Country: US Date Filed: 12/23/2008

Described is a surgical system for monitoring a patient's condition during surgery. One aspect is a non-contact EEG sensor. The non-contact EEG sensor can be used to predict the onset of physiological disorders. Another aspect includes the use of a plurality of pressure sensors to determine the pressure applied by retractors on the patient, including the brain and other organs.

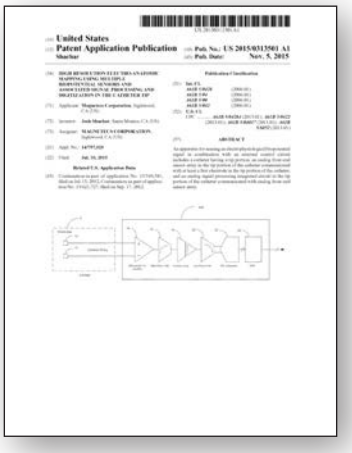


24. Diagnostic And Therapeutic Magnetic Propulsion Capsule And Method For Using The Same

Patent #: 8,684,010 File Reference: MGV1.PAU.03 Local Serial#: 12/963,502

Country: US Date Filed: 12/8/2010

A guided medical propulsion capsule driven by strong electro-magnetic interaction between an external AC/DC magnetic gradient-lobe generator and a set of uniquely magnetized ferrous-conductive elements contained within the capsule. The capsule is navigated through the lumens and cavities of the human body wirelessly and without any physical contact for medical diagnostic, drug delivery, or other procedures with the magnetically guiding field generator external to the human body. The capsule is equipped with at least two sets of magnetic rings, disks and/or plates each possessing anisotropic magnetic properties. The external magnetic gradient fields provide the gradient forces and rotational torques on the internal conductive and magnetic elements needed to make the capsule move, tilt, and rotate in the body lumens and cavities according to the commands of an operator.

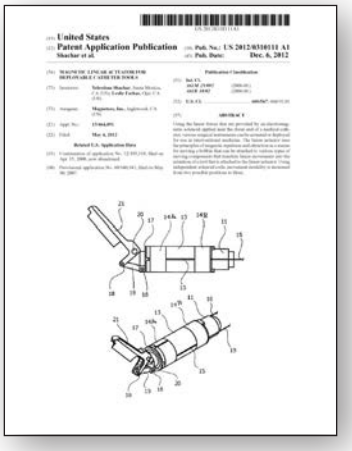


25. High Resolution Electro-Anatomic Mapping Using Multiple Biopotential Sensors And Associated Signal Processing And Digitization In The Catheter Tip

Patent #: File Reference: MAG1.PAU.09 Local Serial#: 14/797,020)

Country: US Date Filed: 7/10/2015

An apparatus for sensing an electrophysiological biopotential signal in combination with an external control circuit includes a catheter having a tip portion, an analog front-end sensor array in the tip portion of the catheter communicated with at least a first electrode in the tip portion of the catheter, and an analog signal processing integrated circuit in the tip portion of the catheter communicated with the analog front-end sensor array.

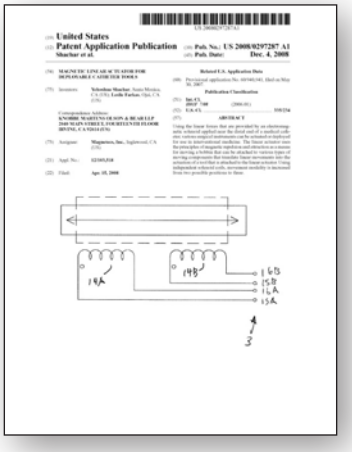


26. Magnetic Linear Actuator For Deployable Catheter Tools

Patent #: File Reference: P-74609-US1 Local Serial#: 12/103,518

Country: US Date Filed: 4/15/2008

Using the linear forces that are provided by an electromagnetic solenoid applied near the distal end of a medical catheter, various surgical instruments can be actuated or deployed for use in interventional medicine. The linear actuator uses the principles of magnetic repulsion and attraction as a means for moving a bobbin that can be attached to various types of moving components that translate linear movements into the actuation of a tool that is attached to the linear actuator. Using independent solenoid coils movement modality is increased from two possible positions to three.

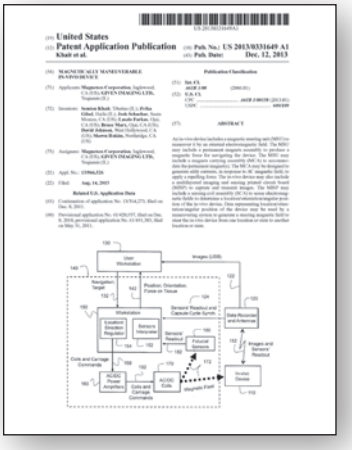


27. Magnetic Linear Actuator For Deployable Catheter Tools

Patent #: File Reference: MNETEC.008C1 Local Serial#: 13/464,091

Country: US Date Filed: 5/4/2012

Using the linear forces that are provided by an electromagnetic solenoid applied near the distal end of a medical catheter, various surgical instruments can be actuated or deployed for use in interventional medicine. The linear actuator uses the principles of magnetic repulsion and attraction as a means for moving a bobbin that can be attached to various types of moving components that translate linear movements into the actuation of a tool that is attached to the linear actuator. Using independent solenoid coils movement modality is increased from two possible positions to three.

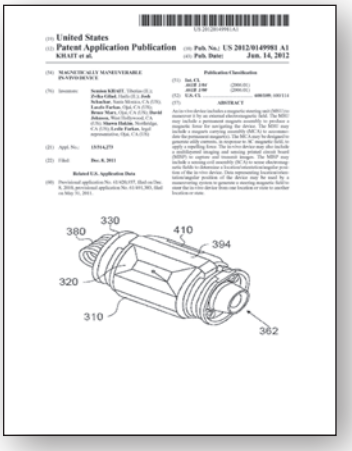


28. Magnetically Maneuverable In-Vivo Device

Patent #: File Reference: P-74609-US Local Serial#: 13/314,273

Country: US Date Filed: 12/8/2011

An in-vivo device includes a magnetic steering unit (MSU) to maneuver it by an external electromagnetic field. The MSU may include a permanent magnets assembly to produce a magnetic force for navigating the device. The MSU may include a magnets carrying assembly (MCA) to accommodate the permanent magnet(s). The MCA may be designed to generate eddy currents, in response to AC magnetic field, to apply a repelling force. The in-vivo device may also include a multi-layered imaging and sensing printed circuit board (MISP) to capture and transmit images. The MISP may include a sensing coil assembly (SCA) to sense electromagnetic fields to determine a location/orientation/angular position of the in-vivo device. Data representing location/orientation/angular position of the device may be used by a maneuvering system to generate a steering magnetic field to steer the in-vivo device from one location or state to another location or state.

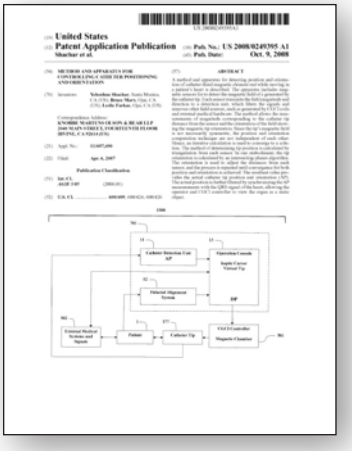


29. Magnetically Maneuverable In-Vivo Device

Patent #: File Reference: P-74609-US1 Local Serial#: 13/966,526

Country: US Date Filed: 8/14/2013

An in-vivo device includes a magnetic steering unit (MSU) to maneuver it by an external electromagnetic field. The MSU may include a permanent magnets assembly to produce a magnetic force for navigating the device. The MSU may include a magnets carrying assembly (MCA) to accommodate the permanent magnet(s). The MCA may be designed to generate eddy currents, in response to AC magnetic field, to apply a repelling force. The in-vivo device may also include a multi-layered imaging and sensing printed circuit board (MISP) to capture and transmit images. The MISP may include a sensing coil assembly (SCA) to sense electromagnetic fields to determine a location/orientation/angular position of the in-vivo device. Data representing location/orientation/angular position of the device may be used by a maneuvering system to generate a steering magnetic field to steer the in-vivo device from one location or state to another location or state.

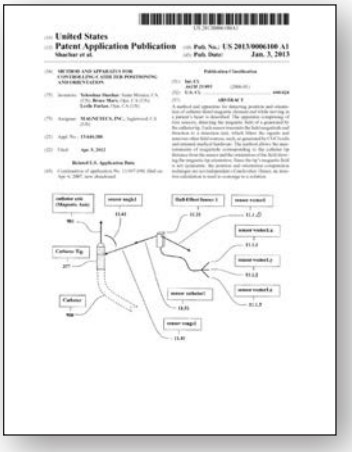


30. Method And Apparatus For Controlling Catheter Positioning And Orientation

Patent #: File Reference: MNETEC.007A Local Serial#: 11/697,690

Country: US Date Filed: 4/6/2007

A method and apparatus for detecting position and orientation of catheter distal magnetic element end while moving in a patient's heart are described. The apparatus comprising of four sensors, detecting the magnetic field generated by the catheter tip. Each sensor transmits the field magnitude and direction to a detection unit, which filters the signals and removes other field sources, such, as generated by CGCI coils and external medical hardware. The method allows the measurements of magnitude corresponding to the catheter tip distance from the sensor and the orientation of the field showing the magnetic tip orientation. Since the tip's magnetic field is not symmetric, the position and orientation computation technique are not independent of each other. Hence, an iterative calculation is used to converge to a solution.

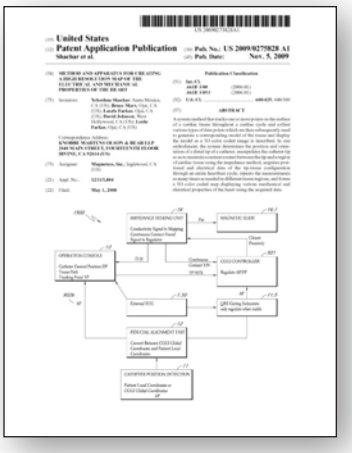


31. Method And Apparatus For Controlling Catheter Positioning And Orientation

Patent #: File Reference: MNETEC.007C1 Local Serial#: 13/440,188

Country: US Date Filed: 4/5/2012

A method and apparatus for detecting position and orientation of catheter distal magnetic element end while moving in a patient's heart are described. The apparatus comprising of four sensors, detecting the magnetic field generated by the catheter tip. Each sensor transmits the field magnitude and direction to a detection unit, which filters the signals and removes other field sources, such, as generated by CGCI coils and external medical hardware. The method allows the measurements of magnitude corresponding to the catheter tip distance from the sensor and the orientation of the field showing the magnetic tip orientation. Since the tip's magnetic field is not symmetric, the position and orientation computation technique are not independent of each other. Hence, an iterative calculation is used to converge to a solution.

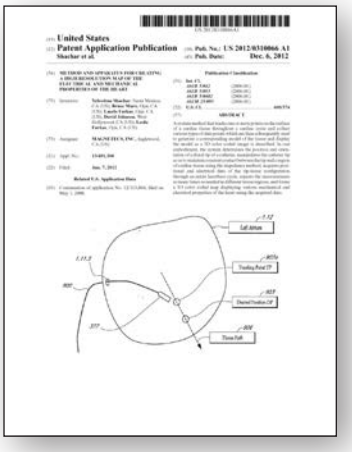


32. Method And Apparatus For Creating A High Resolution Map Of The Electrical And Mechanical Properties Of The Heart

Patent #: File Reference: MNETEC.011A Local Serial#: 12/113,804

Country: US Date Filed: 5/1/2008

A system method that tracks one or more points on the surface of a cardiac tissue throughout a cardiac cycle and collects various types of data points which are then subsequently used to generate a corresponding model of the tissue and display the model as a 3D color-coded image is described. In one embodiment, the system determines the position and orientation of a distal tip of a catheter, manipulates the catheter tip so as to maintain constant contact between the tip and a region of cardiac tissue using the impedance method, acquires positional and electrical data of the tip-tissue configuration through an entire heartbeat cycle, repeats the measurements as many times as needed in different tissue regions, and forms a 3D color-coded map displaying various mechanical and electrical properties of the heart using the acquired data.

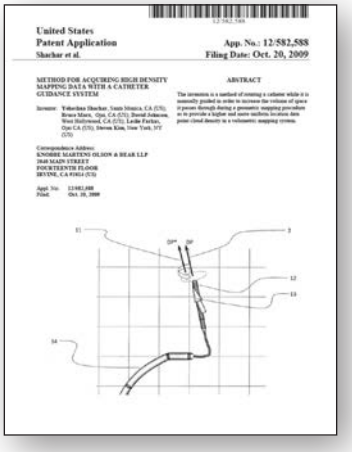


33. Method And Apparatus For Creating A High Resolution Map Of The Electrical And Mechanical Properties Of The Heart

Patent #: File Reference: MNETEC.011C1 Local Serial#: 13/491,300

Country: US Date Filed: 6/7/2012

A system method that tracks one or more points on the surface of a cardiac tissue throughout a cardiac cycle and collects various types of data points which are then subsequently used to generate a corresponding model of the tissue and display the model as a 3D color-coded image is described. In one embodiment, the system determines the position and orientation of a distal tip of a catheter, manipulates the catheter tip so as to maintain constant contact between the tip and a region of cardiac tissue using the impedance method, acquires positional and electrical data of the tip-tissue configuration through an entire heartbeat cycle, repeats the measurements as many times as needed in different tissue regions, and forms a 3D color-coded map displaying various mechanical and electrical properties of the heart using the acquired data.

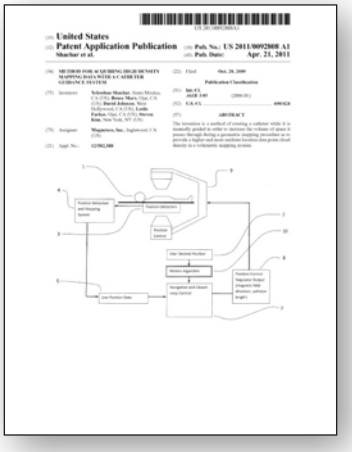


34. Method For Acquiring High Density Mapping Data With A Catheter Guidance System

Patent #: File Reference: MNETEC.015A Local Serial#: 12/582,588

Country: US Date Filed: 10/20/2009

The invention is a method of rotating a catheter while it is manually guided in order to increase the volume of space it passes through during a geometric mapping procedure to provide a higher and more uniform location data point cloud density in a volumetric mapping system.

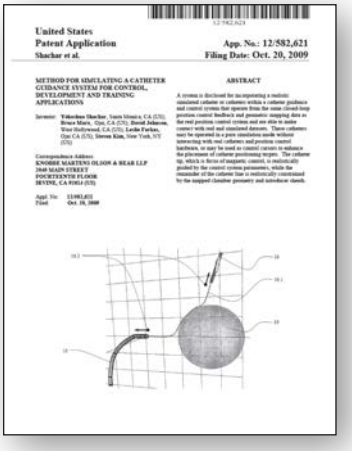


35. Method For Acquiring High Density Mapping Data With A Catheter Guidance System

Patent #: File Reference: MNETEC.015C1 Local Serial#: 13/470,084

Country: US Date Filed: 5/11/2012

The invention is a method of rotating a catheter while it is manually guided in order to increase the volume of space it passes through during a geometric mapping procedure to provide a higher and more uniform location data point cloud density in a volumetric mapping system.

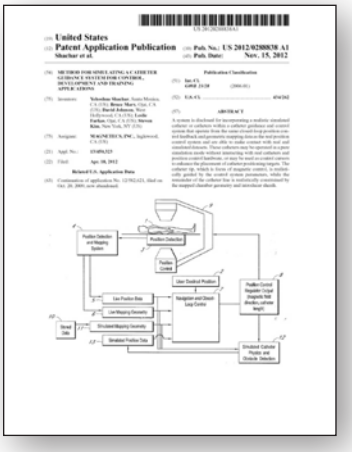


36. Method For Simulating A Catheter Guidance System For Control, Development And Training Applications

Patent #: File Reference: MNETEC.016A Local Serial#: 12/582,621

Country: US Date Filed: 10/20/2009

A system is disclosed for incorporating a realistic simulated catheter or catheters within a catheter guidance and control system that operate from the same closed-loop position control feedback and geometric mapping data as the real position control system and are able to make contact with real and simulated datasets. These catheters may be operated in a pure simulation mode without interacting with real catheters and position control hardware or may be used as control cursors to enhance the placement of catheter positioning targets. The catheter tip, which is the focus of magnetic control, is realistically guided by the control system parameters, while the remainder of the catheter line is realistically constrained by the mapped chamber geometry and introducer sheath.

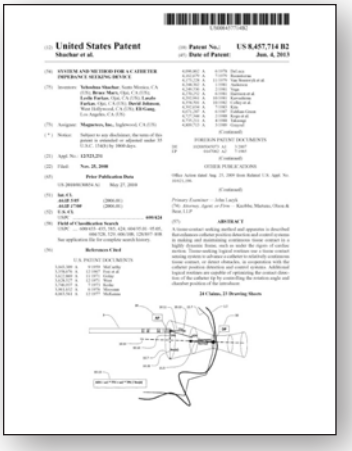


37. Method For Simulating A Catheter Guidance System For Control, Development And Training Applications

Patent #: File Reference: MNETEC.016C1 Local Serial#: 13/450,323

Country: US Date Filed: 4/18/2012

A system is disclosed for incorporating a realistic simulated catheter or catheters within a catheter guidance and control system that operate from the same closed-loop position control feedback and geometric mapping data as the real position control system and are able to make contact with real and simulated datasets. These catheters may be operated in a pure simulation mode without interacting with real catheters and position control hardware or may be used as control cursors to enhance the placement of catheter positioning targets. The catheter tip, which is the focus of magnetic control, is realistically guided by the control system parameters, while the remainder of the catheter line is realistically constrained by the mapped chamber geometry and introducer sheath.

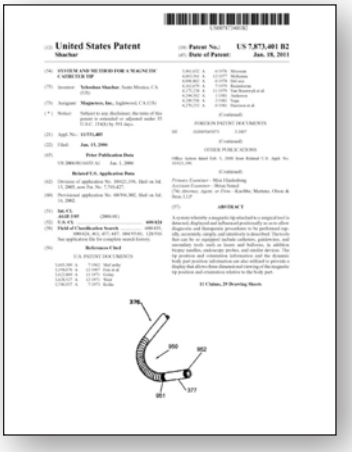


38. System And Method For A Catheter Impedance Seeking Device

Patent #: 8,457,714 File Reference: MNETEC.012A Local Serial#: 12/323,231

Country: US Date Filed: 11/25/2008

A tissue-contact seeking method and apparatus are described that enhances catheter position detection and control 0 systems in making and maintaining continuous tissue contact in a highly dynamic frame, such as under the rigors of cardiac motion. Tissue-seeking logical routines use a tissue contact sensing system to advance a catheter to relatively continuous tissue contact, or detect obstacles, in cooperation with the catheter position detection and control systems. Additional logical routines are capable of optimizing.

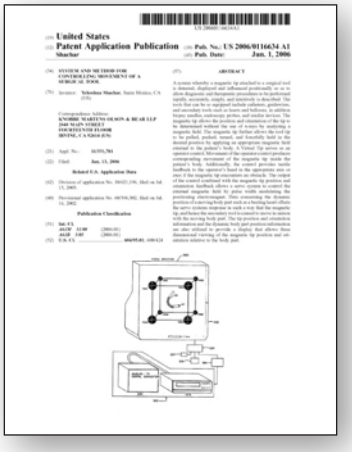


39. System And Method For A Magnetic Catheter Tip

Patent #: 7,873,401 File Reference: MNETEC.001DV3 Local Serial#: 11/331,485

Country: US Date Filed:1/13/2006

A system whereby a magnetic tip attached to a surgical tool is detected, displayed, and influenced positionally so as to allow diagnostic and therapeutic procedures to be performed rapidly, accurately, simply, and intuitively is described. The tools that can be so equipped include catheters, guidewires, and secondary tools such as lasers and balloons, in addition to biopsy needles, endoscopy probes, and similar devices. The magnetic tip allows the position and orientation of the tip to be determined without the use of x-rays by analyzing a magnetic field. The magnetic tip further allows the tooltip to be pulled, pushed, turned, and forcefully held in the desired position by applying an appropriate magnetic field external to the patient's body. A Virtual Tip serves as operator control. The movement of the operator control produces the corresponding movement of the magnetic tip inside the patient's body. Additionally, the control provides tactile feedback to the operator's hand in the appropriate axis or axes if the magnetic tip encounters an obstacle.

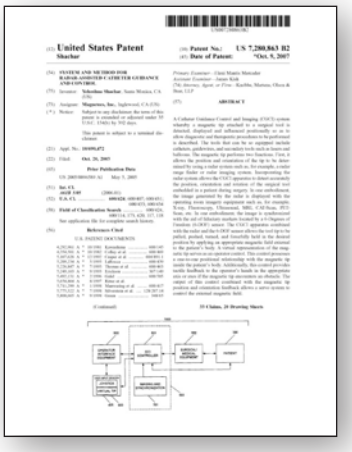


40. System And Method For Controlling Movement Of A Surgical Tool

Patent #: File Reference: MNETEC.001DV1 Local Serial#: 11/331,781

Country: US Date Filed:1/13/2006

A system whereby a magnetic tip attached to a surgical tool is detected, displayed, and influenced positionally so as to allow diagnostic and therapeutic procedures to be performed rapidly, accurately, simply, and intuitively is described. The tools that can be so equipped include catheters, guidewires, and secondary tools such as lasers and balloons, in addition to biopsy needles, endoscopy probes, and similar devices. The magnetic tip allows the position and orientation of the tip to be determined without the use of x-rays by analyzing a magnetic field. The magnetic tip further allows the tooltip to be pulled, pushed, turned, and forcefully held in the desired position by applying an appropriate magnetic field external to the patient's body. A Virtual Tip serves as operator control. The movement of the operator control produces the corresponding movement of the magnetic tip inside the patient's body.



41. System And Method For Radar-Assisted Catheter Guidance And Control

Patent #: 7,280,863 File Reference: MNETEC.003A Local Serial#: 10/690,472

Country: US Date Filed: 10/20/2003

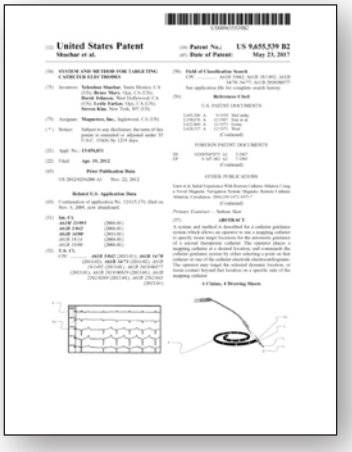
A Catheter Guidance Control and Imaging (CGCI) system whereby a magnetic tip attached to a surgical tool is detected, displayed, and influenced positionally so as to allow diagnostic and therapeutic procedures to be performed is described. The tools that can be so equipped include catheters, guidewires, and secondary tools such as lasers and balloons. The magnetic tip performs two functions. First, it allows the position and orientation of the tip to be determined by using a radar system such as, for example, a radar range finder or radar imaging system. Incorporating the radar system allows the CGCI apparatus to detect accurately the position, orientation, and rotation of the surgical tool embedded in a patient during surgery.

42. System And Method For Radar-Assisted Catheter Guidance And Control

Patent #: 7,873,402 File Reference: MNETEC.003C1 Local Serial#: 11/869,668

Country: US Date Filed:10/9/2007

A Catheter Guidance Control and Imaging (CGCI) system whereby a magnetic tip attached to a surgical tool is detected, displayed, and influenced positionally so as to allow diagnostic and therapeutic procedures to be performed is described. The tools that can be so equipped include catheters, guidewires, and secondary tools such as lasers and balloons. The magnetic tip performs two functions. First, it allows the position and orientation of the tip to be determined by using a radar system such as, for example, a radar range finder or radar imaging system. Incorporating the radar system allows the CGCI apparatus to detect accurately the position, orientation, and rotation of the surgical tool embedded in a patient during surgery.

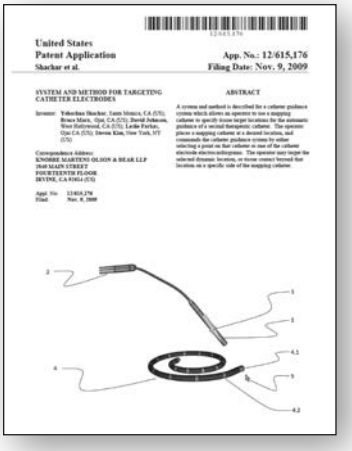


43. System And Method For Targeting Catheter Electrodes

Patent #: 9,655,539 File Reference: MNETEC.017C1 Local Serial#: 13/450,831

Country: US Date Filed: 4/19/2012

A system and method is described for a catheter guidance system which allows an operator to use a mapping catheter to specify tissue target locations for the automatic guidance of a second therapeutic catheter. The operator places a mapping catheter at a desired location, and commands the catheter guidance system by either selecting a point on that catheter or one of the catheter electrode electrocardiograms. The operator may target the selected dynamic location, or tissue contact beyond that location on a specific side of the mapping catheter.



United States
Patent Application
Shachar et al.

App. No.: 12/615,176
Filing Date: Nov. 9, 2009

SYSTEM AND METHOD FOR TARGETING CATHETER ELECTRODES

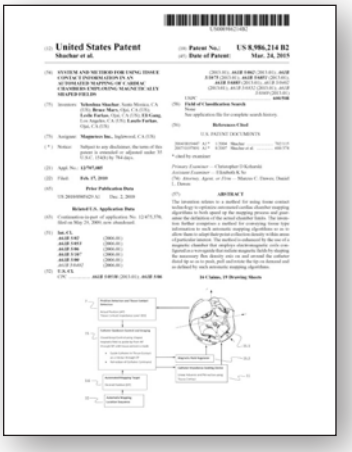
ABSTRACT

44. System And Method For Targeting Catheter Electrodes

Patent #: File Reference: MNETEC.017A Local Serial#: 12/615,176

Country: US Date Filed: 11/9/2009

A system and method is described for a catheter guidance system which allows an operator to use a mapping catheter to specify tissue target locations for the automatic guidance of a second therapeutic catheter. The operator places a mapping catheter at a desired location, and commands the catheter guidance system by either selecting a point on that catheter or one of the catheter electrode electrocardiograms. The operator may target the selected dynamic location, or tissue contact beyond that location on a specific side of the mapping catheter.



United States Patent
Shachar et al.

Patent No.: US 8,986,214 B2
Date of Patent: Mar. 24, 2015

45. System And Method For Using Tissue Contact Information In An Automated Mapping Of Cardiac Chambers Employing Magnetically Shaped Fields

Patent #: 8,986,214 File Reference: MAG1.PAU.02 Local Serial#: 12/707,085

Country: US Date Filed: 2/17/2010

The invention relates to a method for using tissue contact technology to optimize automated cardiac chamber mapping algorithms to both speed up the mapping process and guarantee the definition of the actual chamber limits. The invention further comprises a method for conveying tissue type information to such automatic mapping algorithms so as to allow them to adapt their point collection density within areas of particular interest. The method is enhanced by the use of a magnetic chamber that employs electromagnetic coils configured as a waveguide that radiate magnetic fields by shaping the necessary flux density axis on and around the catheter distal tip so as to push, pull and rotate the tip on demand and as defined by such automatic mapping algorithms.

PHA3PAU63PCT

PCT REQUEST

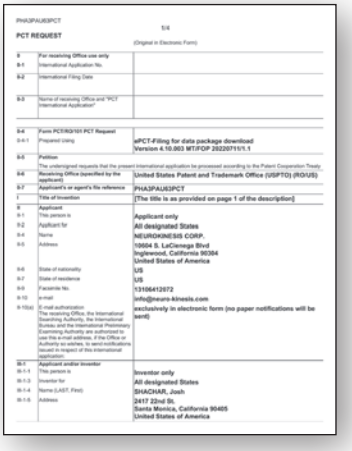
(Original in Electronic Form)

46. The Use of Local Amplifiers and Huygens Sensor Array in Measuring Bioelectric Signals and Clinical Applications Thereof

Patent #: File Reference: PHA3.PAU.63 Local Serial#: PCT/US22/39798

Country: PCT Date Filed: 8/9/2022

The Huygens™ Catheter is the only tool in existence today that can measure both the DC potential as well as the tissue contact impedance (conductivity) for the same tissue area. This enables us to employ the Maxwell second set of time-varying equations, by substituting the magnetic energy vector (MEV) with the Poynting Energy Vector (P) where we substitute the B terms with the impedance measured value Z. The impedance Z is measured nearly simultaneously with the measurement of the electric potential E of the heart wave using separately sensing electrodes on the Huygens catheter and sensing and signal processing circuitry.



PHA3PAU63PCT

PCT REQUEST

(Original in Electronic Form)

47. The Use of Local Amplifiers and Huygens Sensor Array in Measuring Bioelectric Signals and Clinical Applications Thereof

Patent #: File Reference: PHA3.PAU.63.CA Local Serial#: N/A

Country: Canada Date Filed: N/A

The Huygens™ Catheter is the only tool in existence today that can measure both the DC potential as well as the tissue contact impedance (conductivity) for the same tissue area. This enables us to employ the Maxwell second set of time-varying equations, by substituting the magnetic energy vector (MEV) with the Poynting Energy Vector (P) where we substitute the B terms with the impedance measured value Z. The impedance Z is measured nearly simultaneously with the measurement of the electric potential E of the heart wave using separately sensing electrodes on the Huygens catheter and sensing and signal processing circuitry.

APPENDIX D

SUBSCRIPTION AGREEMENT

SUBSCRIPTION AGREEMENT INSTRUCTIONS

Enclosed herewith are the documents necessary to subscribe for shares of the Series B Preferred Stock (the "**Securities**") of Neuro-Kinesis Corporation, a corporation organized under the laws of the State of Delaware (the "**Company**" or "**NKC**"). The Securities are being offered to qualified investors pursuant to the Offering Memorandum, dated June 28, 2024 (the "**Offering Memorandum**").

Set forth herein are instructions for the execution of the enclosed documents.

A. Instructions.

- Each person considering subscribing for Securities should review the following instructions:
- Subscription Agreement: One copy of the Subscription Agreement must be completed, executed and delivered to the Company at the address set forth below. If your subscription is accepted, the Company will execute the Subscription Agreement and return a copy to you for your records.
- Payment Amount: Payment for the Securities subscribed for shall be made by delivery by Closing (as defined in Section of the Subscription Agreement) of cash to the Company at the address set forth below or by wire transfer to an account specified by the Company.
- Acceptance or Rejection of Subscription: The Company shall have the right to accept or reject any subscription, in whole or in part. An acknowledgment of the Company's acceptance of your subscription for the Securities subscribed for will be returned to you promptly after acceptance.

B. Communications.

- All documents and checks should be forwarded to:

Neuro-Kinesis Corporation
Att: The Secretary of the Company
10524 S. La Cienega Blvd.
Inglewood, California 90304 Attn: The Secretary of the Company
Email: investment.roundB@neuro-kinesis.com

SUBSCRIPTION AGREEMENT AND QUESTIONNAIRE

THE SECURITIES OFFERED IN THE OFFERING MEMORANDUM AND DESCRIBED HEREIN HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR THE SECURITIES LAWS OF ANY STATE OR ANY OTHER JURISDICTION. THERE ARE FURTHER RESTRICTIONS ON THE TRANSFERABILITY OF THE SECURITIES DESCRIBED HEREIN.

THE PURCHASE OF THE SECURITIES INVOLVES A HIGH DEGREE OF RISK AND SHOULD BE CONSIDERED ONLY BY PERSONS WHO CAN BEAR THE RISK OF THE LOSS OF THEIR ENTIRE INVESTMENT.

Neuro-Kinesis Corporation
10524 S. La Cienega Blvd.
Inglewood, California 90304

Ladies and Gentlemen:

The undersigned understands that Neuro-Kinesis Corporation, a corporation organized under the laws of Delaware (the "**Company**" or "**NKC**"), is offering (the "**Offering**") to accredited investors ("**Investors**") up to an aggregate of 3,409,091 shares of the Company's Series B Preferred Stock, par value $0.0001 per share (the "**Securities**"), at a per share purchase price of $0.88 per share, for an aggregate offering amount of $3,000,000, in a private placement. This offering is made pursuant to the Offering Memorandum, dated June 28, 2024 (the "**Offering Memorandum**"), all as more particularly described and set forth in the Offering Memorandum. The undersigned further understands that the offering is being made without registration of the Securities under the Securities Act of 1933, as amended (the "**Securities Act**"), or any securities law of any state of the United States or of any other jurisdiction, and is being made only to "accredited investors" (as defined in Rule 501 of Regulation D under the Securities Act).

1. ***Subscription:*** Subject to the terms and conditions hereof and the provisions of the Offering Memorandum, the undersigned hereby irrevocably subscribes for the Securities set forth in Appendix A hereto for the aggregate purchase price set forth in Appendix A, which is payable as described in Section 4 hereof. The undersigned acknowledges that the Securities will be subject to restrictions on transfer as set forth in this Subscription Agreement (the "Subscription Agreement").

2. ***Acceptance of Subscription and Issuance of Securities:*** It is understood and agreed that the Company shall have the sole right, at its complete discretion, to accept reject this subscription, in whole or in part, for any reason and that the same shall be deemed to be accepted by the Company only when it is signed by a duly authorized officer of the Company and delivered to the undersigned at the Closing referred to in Section hereof. Subscriptions need not be accepted in the order received, and the Securities may be

allocated among subscribers. Notwithstanding anything in this Subscription Agreement to the contrary, the Company shall have no obligation to issue any of the Securities to any person who is a resident of a jurisdiction in which the issuance of Securities to such person would constitute a violation of the securities, "blue sky" or other similar laws of such jurisdiction (collectively referred to as the "State Securities Laws").

3. ***The Closing:*** The Company will accept subscriptions as they are received and issue Securities on a rolling basis (each a "Closing"). The Offering is expected to conclude on May 1, 2021 (change this date), or such later date as the Company in its sole discretion shall determine, as described in the Offering Memorandum.

4. ***Payment for Securities:*** Payment for the Securities shall be received by the Company from the undersigned by check payable to "Neuro-Kinesis Corporation" or by wire transfer of immediately available funds or other means approved by the Company at or prior to the Closing, in the amount as set forth in Appendix A hereto. The Company shall deliver certificates representing the Securities to the undersigned at the Closing bearing an appropriate legend referring to the fact that the Securities were sold in reliance upon an exemption from registration under the Securities Act.

5. ***Representations and Warranties of the Company:*** As of the Closing, the Company represents and warrants that:

    a. The Company is duly formed and validly existing under the laws of the state of Delaware, with full power and authority to conduct its business as it is currently being conducted and to own its assets; and has secured any other material authorizations, approvals, permits, and orders required by law for the conduct by the Company of its business as it is currently being conducted.

    b. The Securities have been duly authorized and, when issued, delivered, and paid for in the manner set forth in this Subscription Agreement, will be validly issued, fully paid and non-assessable, and will conform in all material respects to the description thereof set forth in the Offering Memorandum.

6. ***Representations and Warranties of the Undersigned:*** The undersigned hereby represents and warrants to and covenants with the Company that:

    a. General.

        i. The undersigned has all requisite authority (and in the case of an individual, the capacity) to purchase the Securities, enter into this Subscription Agreement and to perform all the obligations required to be performed by the undersigned hereunder, and such purchase will not contravene any law, rule or regulation binding on the undersigned or any investment guideline or restriction applicable to the undersigned.

i. The undersigned is a resident of the state set forth on the signature page hereto and is not acquiring the Securities as a nominee or agent or otherwise for any other person.

ii. The undersigned will comply with all applicable laws and regulations in effect in any jurisdiction in which the undersigned purchases or sells Securities and obtain any consent, approval or permission required for such purchases or sales under the laws and regulations of any jurisdiction to which the undersigned is subject or in which the undersigned makes such purchases or sales, and the Company shall have no responsibility therefor.

b. Information Concerning the Company.

i. The undersigned has received a copy of the Offering Memorandum. The undersigned has not been furnished any offering literature other than the Offering Memorandum and has relied only on the information contained therein.

ii. The undersigned understands and accepts that the purchase of the Securities involves various risks, including the risks outlined in the Offering Memorandum and in this Subscription Agreement. The undersigned represents that it is able to bear any loss associated with an investment in the Securities.

iii. The undersigned confirms that it is not relying on any communication (written or oral) of the Company or any of its affiliates, as investment or tax advice or as a recommendation to purchase the Securities. It is understood that information and explanations related to the terms and conditions of the Securities provided in the Offering Memorandum or otherwise by the Company or any of its affiliates shall not be considered investment or tax advice or a recommendation to purchase the Securities, and that neither the Company nor any of its affiliates is acting or has acted as an advisor to the undersigned in deciding to invest in the Securities. The undersigned acknowledges that neither the Company nor any of its affiliates has made any representation regarding the proper characterization of the Securities for purposes of determining the undersigned's authority to invest in the Securities.

iv. The undersigned is familiar with the business and financial condition and operations of the Company, all as generally described in the Offering Memorandum. The undersigned has had access to such information concerning the Company and the Securities as it deems necessary to enable

it to make an informed investment decision concerning the purchase of the Securities.

v. The undersigned understands that, unless the undersigned notifies the Company in writing to the contrary at or before the Closing, each of the undersigned's representations and warranties contained in this Subscription Agreement will be deemed to have been reaffirmed and confirmed as of the Closing, taking into account all information received by the undersigned.

i. The undersigned understands that no federal or state agency has passed upon the merits or risks of an investment in the Securities or made any finding or determination concerning the fairness or advisability of this investment.

c. Non-reliance.

i. The undersigned confirms that it has had an opportunity to read and understand the provisions of this Subscription Agreement and the Offering Memorandum, to consult with the undersigned's adviser(s) or counsel regarding the operation and consequences of those provisions and has considered the effect of those provisions on the undersigned.

ii. The undersigned represents that it is not relying on (and will not at any time rely on) any communication (written or oral) of the Company, as investment advice or as a recommendation to purchase the Securities, it being understood that information and explanations related to the terms and conditions of the Securities and the other transaction documents that are described in the Offering Memorandum shall not be considered investment advice or a recommendation to purchase the Securities.

iii. The undersigned confirms that the Company has not (A) given any guarantee or representation as to the potential success, return, effect or benefit (either legal, regulatory, tax, financial, accounting or otherwise) of an investment in the Securities or (B) made any representation to the undersigned regarding the legality of an investment in the Securities under applicable legal investment or similar laws or regulations. In deciding to purchase the Securities, the undersigned is not relying on the advice or recommendations of the Company and the undersigned has made its own independent decision that the investment in the Securities is suitable and appropriate for the undersigned.

iv. The undersigned represents that nothing in this Subscription Agreement or any other materials presented by or on behalf of the Company to the undersigned in connection with the purchase of the Securities, including

the Offering Memorandum, constitutes legal, tax or investment advice. The undersigned has consulted such legal, tax and investment advisors as it, in its sole discretion, has deemed necessary or appropriate in connection with its purchase of the Securities.

d. Status of Undersigned.

i. The undersigned has such knowledge, skill and experience in business, financial and investment matters that the undersigned is capable of evaluating the merits and risks of an investment in the Securities. With the assistance of the undersigned's own professional advisors, to the extent that the undersigned has deemed appropriate, the undersigned has made its own legal, tax, accounting and financial evaluation of the merits and risks of an investment in the Securities and the consequences of this Subscription Agreement. The undersigned has considered the suitability of the Securities as an investment in light of its own circumstances and financial condition and the undersigned is able to bear the risks associated with an investment in the Securities and its authority to invest in the Securities.

(i) The undersigned is an "accredited investor" as defined in Rule 501(a) under the Securities Act.

(ii) The undersigned represents that as of the date of this Subscription Agreement, the undersigned is:

(a) a bank or savings and loan association or other institution; a broker or dealer; an insurance company; and investment company registered under the Investment Company Act of 1940 or a business development company; a Small Business Investment Company licensed by the United States Small Business Administration; a plan established and maintained by a state, its political subdivision or any agency or instrumentality of a state or its political subdivision for the benefit of its employees, if such plan has total assets in excess of $5,000,000; an employee benefit plan within the meaning of the Employee Retirement Income Securities Act of 1974, as amended, if the investment decision is made by a plan fiduciary that is either a bank, savings and loan association, insurance company or registered investment adviser, or if the employee benefit plan has total assets in excess of $5,000,000 or, if a self-directed plan, with investment decisions made solely by persons who are accredited investors;

(b) a private business development company;

(c) an organization described in Section 501(c)(3) of the Internal Revenue Service Code, a corporation, or a Massachusetts or similar business trust or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of $5,000,000;

(d) a director, executive officer or general partner of the issuer of the securities being offered or sold, or any director, executive officer or general partner of a general partner of that issuer;

(e) a natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his or her purchase exceeds $1,000,000, excluding the value of that person's primary residence;

(f) a natural person who had an individual income in excess of $200,000 in each of the two most recent years, or joint income with that person's spouse in excess of $300,000 in each of those years, and who has a reasonable expectation of reaching the same income level in the current year;

(g) Any trust, with total assets in excess of $5,000,000 not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person;

(h) an entity in which all of the equity owners are accredited investors; and

(i) a natural person who holds, in good standing, one of the following professional licenses: the General Securities Representative license (Series 7), the Private Securities Offerings Representative license (Series 82), or the Investment Adviser Representative license (Series 65); or

(j) a natural person who is a "knowledgeable employee," as defined in Rule 3c-5(a)(4) under the Investment Company Act of 1940, of the Company.

e. Restrictions on Transfer or Sale of Securities. As applies to the Purchaser:

i. The undersigned is acquiring the Securities solely for the undersigned's own beneficial account, for investment purposes, and not with a view to, or for resale in connection with, any distribution of the Securities. The undersigned understands that the Securities have not been registered under the Securities Act or any State Securities Laws by reason of specific exemptions under the provisions thereof which depend in part upon the investment intent of the undersigned and of the other representations made by the undersigned in this Subscription Agreement. The undersigned understands that the Company is relying upon the representations and agreements contained in this Subscription Agreement (and any supplemental information) for the purpose of determining whether this transaction meets the requirements for such exemptions.

ii. The undersigned understands that the Securities are "restricted securities" under applicable federal securities laws and that the Securities Act and the rules of the U.S. Securities and Exchange Commission (the "Commission") provide in substance that the undersigned may dispose of the Securities only pursuant to an effective registration statement under the Securities Act or an exemption therefrom, and the undersigned understands that the Company has no obligation or intention to register any of the Securities, or to take action so as to permit sales pursuant to the Securities Act (including Rule 144 thereunder). Accordingly, the undersigned understands that under the Commission's rules, the undersigned may dispose of the Securities principally only in "private placements" which are exempt from registration under the Securities Act, in which event the transferee will acquire "restricted securities" subject to the same limitations as in the hands of the undersigned. Consequently, the undersigned understands that the undersigned must bear the economic risks of the investment in the Securities for an indefinite period of time.

iii. The undersigned agrees: (A) that the undersigned will not sell, assign, pledge, give, transfer or otherwise dispose of the Securities or any interest therein, or make any offer or attempt to do any of the foregoing, except pursuant to a registration of the Securities under the Securities Act and all applicable State Securities Laws, or in a transaction which is exempt from the registration provisions of the Securities Act and all applicable State Securities Laws; (B) that the certificates representing the Securities will bear a legend making reference to the foregoing restrictions; and (C) that the Company and its affiliates shall not be required to give effect to any purported transfer of such Securities except upon compliance with the foregoing restrictions.

iv. The undersigned acknowledges that neither the Company nor any other person offered to sell the Securities to it by means of any form of general solicitation or advertising, including but not limited to: (A) any advertisement, article, notice or other communication published in any newspaper, magazine or similar media or broadcast over television or radio or (B) any seminar or meeting whose attendees were invited by any general solicitation or general advertising.

7. ***Conditions to Obligations of the Undersigned and the Company:*** The obligations of the undersigned to purchase and pay for the Securities specified in Appendix A of this Subscription Agreement hereto and of the Company to sell the Securities are subject to the satisfaction at or prior to the Closing of the following conditions precedent: the representations and warranties of the Company contained in Section 5 hereof and of the undersigned contained in Section 6 hereof shall be true and correct as of the Closing in all respects with the same effect as though such representations and warranties had been made as of the Closing.

8. ***Obligations Irrevocable:*** The obligations of the undersigned shall be irrevocable.

9. ***Legend:*** The certificates representing the Securities sold pursuant to this Subscription Agreement will be imprinted with a legend in substantially the following form:

"THE SECURITIES EVIDENCED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION. THE SECURITIES MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT OR (2) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE

SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ALL APPLICABLE STATE SECURITIES LAWS AND THE SECURITIES LAWS OF OTHER JURISDICTIONS, AND IN THE CASE OF A TRANSACTION EXEMPT FROM REGISTRATION, UNLESS THE COMPANY HAS RECEIVED AN OPINION OF COUNSEL REASONABLY SATISFACTORY TO IT THAT SUCH TRANSACTION DOES NOT REQUIRE REGISTRATION UNDER THE SECURITIES ACT AND SUCH OTHER APPLICABLE LAWS."

10. ***Waiver, Amendment:*** Neither this Subscription Agreement nor any provisions hereof shall be modified, changed, discharged, or terminated except by an instrument in writing, signed by the party against whom any waiver, change, discharge or termination is sought.

11. ***Assignability:*** Neither this Subscription Agreement nor any right, remedy, obligation or liability arising hereunder or by reason hereof shall be assignable by either the Company or the undersigned without the prior written consent of the other party.

12. ***Waiver of Jury Trial:*** THE UNDERSIGNED IRREVOCABLY WAIVES ANY AND ALL RIGHT TO TRIAL BY JURY WITH RESPECT TO ANY LEGAL PROCEEDING ARISING OUT OF THE TRANSACTIONS CONTEMPLATED BY THIS SUBSCRIPTION AGREEMENT.

13. ***Submission to Jurisdiction:*** With respect to any suit, action or proceeding relating to any offers, purchases or sales of the Securities by the undersigned ("Proceedings"), the undersigned irrevocably submits to the jurisdiction of the federal or state courts located in Los Angeles County, California, which submission shall be exclusive unless none of such courts has lawful jurisdiction over such proceedings.

14. ***Governing Law:*** This Subscription Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.

15. ***Section and Other Headings:*** The section and other headings contained in this Subscription Agreement are for reference purposes only and shall not affect the meaning or interpretation of this Subscription Agreement.

16. ***Counterparts:*** This Subscription Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which together shall be deemed to be one and the same agreement.

17. ***Notices:*** All notices and other communications provided for herein shall be in writing and shall be deemed to have been duly given if delivered personally or sent by registered or certified mail, return receipt requested, postage prepaid to the following addresses (or such other address as either party shall have specified by notice in writing to the other) or, in the case of the Purchaser, the address set forth on the signature page hereto:

    If to the Company:
    Neuro-Kinesis Corporation
    Attention: The Secretary of the Company
    10524 S. La Cienega Blvd.
    Inglewood, California 90304
    E-mail: investment.roundB@neuro-kinesis.com

18. ***Binding Effect:*** The provisions of this Subscription Agreement shall be binding upon and accrue to the benefit of the parties hereto and their respective heirs, legal representatives, successors and assigns.

19. ***Survival:*** All representations, warranties and covenants contained in this Subscription Agreement shall survive (i) the acceptance of the subscription by the Company and the Closing, (ii) changes in the transactions, documents and instruments described in

the Offering Memorandum which are not material or which are to the benefit of the undersigned and (iii) the death or disability of the undersigned.

20. ***Notification of Changes:*** The undersigned hereby covenants and agrees to notify the Company upon the occurrence of any event prior to the closing of the purchase of the Securities pursuant to this Subscription Agreement which would cause any representation, warranty, or covenant of the undersigned contained in this Subscription Agreement to be false or incorrect.

21. ***Severability:*** If any term or provision of this Agreement is invalid, illegal or unenforceable in any jurisdiction, such invalidity, illegality or unenforceability shall not affect any other term or provision of this Agreement or invalidate or render unenforceable such term or provision in any other jurisdiction.

*[Signature page follows.]_*

NKC SUBSCRIPTION AGREEMENT SIGNATURE PAGE

IN WITNESS WHEREOF, the undersigned has executed this Subscription Agreement by each party as of the date set forth below:

PURCHASER SIGNATURE (if an individual):

By:_____
(*Sign Name*)

Name:_____
(*Print Name*)

Title:_____

PURCHASER SIGNATURE (if an entity):

By:_____
(*Sign Name*)

Name:_____
(*Print Name of Entity*)

Date of Execution ____ / _____ / _____

State/Country of Domicile of Purchaser (if an individual): _____

State/Country of Formation of Purchaser (if an entity):
_____

Address of Purchaser: _____

_____

City: _____

State: _____ Postal Code: _____

Email: _____

The offer to purchase Securities as set forth above is confirmed and accepted by the Company as of the date set forth below.

NEURO-KINESIS CORPORATION.

By: _____

Name: _____

Title: _____

Date: _____ / _____ / _____

SUBSCRIPTION AGREEMENT CONSIDERATION TO BE DELIVERED

Securities To Be Acquired

_____
shares of the Series B Preferred Stock at $1.10 per share

Aggregate Purchase Price To Be Paid

US$ _____

APPENDIX E

ANIMAL STUDIES

ANIMAL STUDY PROTOCOLS

Neuro-Kinesis Corporation is in discusion with the Harbor / UCL Medical Center in Torrence Ca. to perform a non-GLP Preliminary Animal Study validation as noted by the Executive Summary objective below. The study will be headed by NKC Chief Electrophysiology Officer, Dr. Eli S. Gang, MD (Clinical Professor of Medicine, Geffen School of Medicine at UCLA, Cedars Sinai Medical Center).

The study as shown will demonstrate the ability of the Huygens Catheter to generate clinical data that is superior to the existing art, thereby the study intends to demonstrate improved clinical indices in electrophysiological therapeutic procedures.

Harbor-UCLA
MEDICAL CENTER

Evaluation of the HUYGENS Intracardiac Catheter System Mapping, Target Acquisition Performance in the Porcine Heart

Sponsor:
Neuro-Kinesis Corp.
Josh Shachar, Chief Technology Officer
10524 S. La Cienega Blvd. Inglewood, CA 90304
Phone: 310.649.9000 / Fax: 9004
Email: josh@ magnetecs.com

Neuro-Kinesis Chief Medical Officer and Study Director:
Eli S. Gang, MD,
Clinical Professor of Medicine
Geffen School of Medicine at UCLA
Cedars Sinai Medical Center
Los Angeles, CA
Email: gang@cvmg.com

Principal Investigstor:
Dr. Eli Gang, MD

Labratory Facility (Los Angeles)
Neuro-Kinesis Corp.
10524 S. La Cienega Blvd. Inglewood, CA 90304
Phone: 310.649.9000 / Fax: 9004

Labratory Facility (Torrence)
Harbor - UCLA Medical Center
1000 W Carson St, Torrance, CA 90502

Additional Co-Investigators:
(Optional*)
Prof. Jose Luis Merino, MD*
Prof. Petr Neuzil, MD*
Dr. Vivek Reddy. MD*

Compliance Coordinator:
Dr. Daniel Rasttein. MD, MPH

STATEMENT OF GLP COMPLIANCE

All aspects of this study were performed in accordance with Good Laboratory Practices as defined by 21 CFR Part 58 “Good Laboratory Practice for Non-Clinical Laboratory Studies.” Quality assurance audits will be conducted per 21 CFR Part 58.

Table of Contents

1. Study Summary

Study Title:	Evaluation of the HUYGENS Remote Intracardiac Catheter System Mapping, Target Acquisition in the Porcine Heart
Study Device:	The HUYGENS system is comprised of (a) HUYGENS catheter, a 9Fr. Locally amplified catheter and (b) the Pathfinder, a 7 Fr. Livewire™ cleared under 510(K) K022380, and (c) The EnSite™ X EP System (or equivalent).
Study Rationale:	Current manual manipulations of mapping catheters are imprecise and difficult to control. The Neuro-Kinesis HUYGENS system with the Pathfinder catheter enables detailed mapping, accurate and rapid target acquisition in all four chambers of the porcine heart.
Indication:	The HUYGENS System is intended to detect CFAE, a small meandering electrophysiological current, within the four chambers of the porcine and human heart by orienting and moving the device tip to designated anatomically significant targets. The tests in the porcine heart are designed to validate the intended system performance and safety.
Study Design:	A prospective animal trial designed to test the study hypotheses that the efficacy of the fully integrated of the HUYGENS device performing mapping and target acquisition procedures meets the performance goals stated in Section 8 for all four chambers of the porcine heart. The animal trial is also designed to verify and prove the safety of the HUYGENS catheter during mapping, target acquisition. The safety performance criteria stated in Section 6 is that there will be no Adverse Events due to the leakage current effects introduced by the HUYGENS device. The combined success of reaching the efficacy and safety goals constitutes proof of design adequacy and equipment safety for using the HUYGENS device for the first animal trial as evaluated by the Investigational Team assigned above.
Study Duration:	Up to 20 weeks
Trial Population:	Healthy porcine subjects having no cardiac rhythm disturbances and meeting weight and size criteria specified in

	Section 7.
Inclusion Criteria:	1. Porcine subjects which are clinically fit for catheter based detailed intracardiac mapping and target acquisition in all four chambers of the porcine heart, as determined by fluoroscopy and prior evaluation by the Investigational Team. 2. Two (2) to three (3) years of age 3. Body Weight 35kg to 75kg
Exclusion Criteria:	1. Any known or demonstrable cardiac or cardiovascular abnormality. 2. Evidence of active infection. 3. No prior participation in any other investigative protocol
Planned Number of Subjects:	A total of 10 porcine subjects
Study Objectives:	This study is designed to collect data to test the HUYGENS catheter for mapping, target acquisition performance efficacy and safety for verifying and validating performance and safety goals commensurate with the HUYGENS CE Protocol requirements for subsequent limited use of the HUYGENS device in human trials. The objective is to achieve the **primary efficacy endpoints** of target acquisition performance criteria for (a) the signal fidelity in comparison with the existing art (see Appendix 1), (b) target acquisition of electro-anatomical signal as noted in Table 1, (c) target reach accuracy in comparison with the existing art (see Appendix 1) and (d) target acquisition repeatability rate reaching preselected anatomically significant targets in the left and right sides of the porcine heart while acquiring the relevant bioelectric signal in comparison as noted in Appendix 1. The **secondary efficacy endpoints** are defined by the goals of (e) mapping quality in each heart chamber, (f) procedure time, (g) measurements of stimulation thresholds at selected anatomic sites, (h) analysis of surface and intracardiac signal recordings during target acquisition. The **primary safety** endpoints are defined as the severity of procedure related incidence of serious acute Adverse Events due to manipulation of the HUYGENS catheter. Verification of

	these adverse events will be by fluoroscopy, echocardiograms, and physician observations. **Success** will be qualified by achieving the primary efficacy endpoint specifications of (a), (b), (c), and (d), and by meeting the primary safety endpoint specification of no serious acute Adverse Event. The accomplished endpoint parameters are summarized in the Section 6.
Investigational Site:	Neuro-Kinesis Corp. 10524 S. La Cienega Blvd. Inglewood, CA 90304 Phone: 310.649.9000 / Fax: 9004 Harbor - UCLA Medical Center 1000 W Carson St, Torrance, CA 90502
Participating Physicians	Dr. Eli Gang, MD, Study Director
Sponsor:	Neuro-Kinesis, Inc. 10524 S. La Cienega Blvd. Inglewood, CA 90304 Phone: 310.649.9000 / Fax: 9004

Evaluation of the PROTEUS Robotic System for Mapping, Target Acquisition Performance in the Porcine Heart

Sponsor:
Neuro-Kinesis Corp.
Josh Shachar, Chief Technology Officer
10524 S. La Cienega Blvd. Inglewood, CA 90304
Phone: 310.649.9000 / Fax: 9004
Email: josh@ magnetecs.com

Neuro-Kinesis Chief Medical Officer and Study Director:
Eli S. Gang, MD,
Clinical Professor of Medicine
Geffen School of Medicine at UCLA
Cedars Sinai Medical Center
Los Angeles, CA
Email: gang@cvmg.com

Principal Investigators:
Dr. Eli Gang, MD

Laboratory Facility (US):
Neuro-Kinesis Corp.
10524 S. La Cienega Blvd. Inglewood, CA 90304
Phone: 310.649.9000 / Fax: 9004

Laboratory Facility (Israel):
Harbor - UCLA Medical Center
1000 W Carson St, Torrance, CA 90502

Additional Co-Investigators:
(Optional*)
Prof. Jose Luis Merino, MD*
Prof. Petr Neuzil, MD*
Dr. Vivek Reddy. MD*

GLP Compliance Coordinator:
Dr. Daniel Rasttein. MD, MPH

STATEMENT OF GLP COMPLIANCE

All aspects of this study were performed in accordance with Good Laboratory Practices as defined by 21 CFR Part 58 “Good Laboratory Practice for Non-Clinical Laboratory Studies.” Quality assurance audits will be conducted per 21 CFR Part 58.

Table of Contents

1. Study Summary

Study Title:	Evaluation of the PROTEUS Robotic System for Mapping, Target Acquisition Performance in the Porcine Heart using HUYGENS Intracardiac Mapping Catheter and Lorentz Active Sheath
Study Device:	The PROTEUS system is comprised of (a) HUYGENS catheter, a 9Fr. Locally amplified catheter and (b) the Pathfinder, a 7 Fr. Livewire™ cleared under 510(K) K022380, (c) the Lorentz Active Sheath (LAS), (d) PROTEUS Robotic Arm, and (e) an EnSite X EP™ Cardiac Mapping System (or equivalent).
Study Rationale:	Current manual manipulations of mapping catheters are imprecise and difficult to control. The Neuro-Kinesis HUYGENS system with the Pathfinder catheter enables detailed mapping, accurate and rapid target acquisition in all four chambers of the porcine heart, while the PROTEUS Robotic Arm enables improved control, repeatability, and automaticity of catheter navigation.
Indication:	The HUYGENS System is intended to detect CFAE, a small meandering electrophysiological current, within the four chambers of the porcine and human heart by orienting and moving the device tip to designated anatomically significant targets. The PROTEUS is intended to allow intuitive guidance of the catheter and automatically assisted retrieval of acquired data points. The tests in the porcine heart are designed to validate the intended system performance and safety.
Study Design:	A prospective animal trial designed to test the study hypotheses that the efficacy of the fully integrated HUYGENS device using PROTEUS Robotic Arm performing mapping, target acquisition and ablation procedures meets the performance goals stated in Section 8 for all four chambers of the porcine heart. The animal trial is also designed to verify and prove the safety of the PROTEUS Robotic Arm during manual target acquisition and autonomous target acquisition. The safety performance criteria stated in Section 6 is that there will be no Adverse Events due to the leakage current effects introduced by the PROTEUS Robotic Arm. The combined success of

	reaching the efficacy and safety goals constitutes proof of design adequacy and equipment safety for using the PROTEUS Robotic Arm for the first animal trial as evaluated by the Investigational Team assigned above.
Study Duration:	Up to 20 weeks
Trial Population:	Healthy porcine subjects having no cardiac rhythm disturbances and meeting weight and size criteria specified in Section 7.
Inclusion Criteria:	1. Porcine subjects which are clinically fit for catheter based detailed intracardiac mapping, target acquisition and ablation procedures in all four chambers of the porcine heart, as determined by fluoroscopy and prior evaluation by the Investigational Team. 2. Two (2) to three (3) years of age 3. Body Weight 35kg to 75kg
Exclusion Criteria:	1. Any known or demonstrable cardiac or cardiovascular abnormality. 2. Evidence of active infection. 3. No prior participation in any other investigative protocol
Planned Number of Subjects:	A total of 10 porcine subjects
Study Objectives:	This study is designed to collect data to test the Proteus Robotic Arm navigation system for mapping, target acquisition and ablation performance efficacy and safety for verifying and validating performance and safety goals commensurate with the PROTEUS CE Protocol requirements for subsequent limited use of the PROTEUS device in human trials. The objective is to achieve the **primary efficacy endpoints** of target acquisition performance criteria for (a) the signal fidelity in comparison with the existing art (see Appendix 1), (b) successful target acquisition of electro-anatomical signal as noted in Table 1, (c) target reach accuracy in comparison with the existing art (see Appendix 1) and (d) target acquisition repeatability rate reaching preselected anatomically significant targets in the left and right sides of the porcine heart while acquiring the relevant bioelectric signal in comparison as noted in Appendix 1. The **secondary efficacy endpoints** are defined by the goals of

	(e) mapping quality in each heart chamber, (f) procedure time, (g) measurements of stimulation thresholds at selected anatomic sites, (h) analysis of surface and intracardiac signal recordings during target acquisition and (h) post-ablation measurements of relevant lesion features. The **primary safety** endpoints are defined as the severity of procedure related incidence of serious acute Adverse Events due to manipulation of the HUYGENS catheter. Verification of these adverse events will be by fluoroscopy, echocardiograms, and physician observations. **Success** will be qualified by achieving the primary efficacy endpoint specifications of (a), (b), (c), and (d), and by meeting the primary safety endpoint specification of no serious acute Adverse Event. The accomplished endpoint parameters are summarized in the Section 6.
Investigational Site:	Neuro-Kinesis Corp. 10524 S. La Cienega Blvd. Inglewood, CA 90304 Phone: 310.649.9000 / Fax: 9004 Technion Institute, Department of Cardiology HaAliya HaShnia St.8, Haifa Israel 3109601
Participating Physicians	Dr. Eli Gang, MD, Study Director Dr. Rona Shofty (DVM, Phd, DLAM), Principal Investigator
Sponsor:	Neuro-Kinesis, Inc. 10524 S. La Cienega Blvd. Inglewood, CA 90304 Phone: 310.649.9000 / Fax: 9004

APPENDIX F

SERIES A PREFERRED STOCK RIGHTS

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:38 AM 07/07/2022
FILED 11:38 AM 07/07/2022
SR 20222925534 - File Number 7670495

CERTIFICATE OF DESIGNATIONS
OF RIGHTS, PREFERENCES AND PRIVILEGES OF
SERIES A PREFERRED STOCK
OF
Neuro-Kinesis Corporation

Pursuant to Section 151 (g) and Section 103 of the General Corporation Law of the State of Delaware, Neuro-Kinesis Corporati. on (the "Corporation"), a corporation organized and existing under the **General Corporation Law** of the State of Delaware (the "General Corporation Law"), does hereby certify:

That pursuant to the authority conveyed upon the Board of Directors of the Corporation (the "Board") in accordance with the Certificate of Incorporation of the Company and the Bylaws of the Corporation, the Board on 15 day of June, 2022 adopted the following resolution creating a series of Series A Preferred Stock, par value $0.0001 per share, of the Company designated as Series A Series A Preferred Stock:

"RESOLVED: that pursuant to the authority vested in the Board of Directors of the Corporation by the Certificate of incorporation, the Board of Directors does hereby provide for the issue of a series of Preferred Shares, $0.0001 par value, of the Corporation, to be designated "Series A Preferred Stock," consisting of Five Million (5,000,000) shares and to the extent that the designations, powers, preferences and relative and other special rights and the qualifications, limitations and restrictions of the Series A Preferred Stock are not stated and expressed in the Certificate of Incorporation, does hereby fix and herein state and express such designations, powers, preferences and relative and other special rights and the qualifications, limitations and restrictions thereof, as follows (all terms used herein which are defined in the Certificate of Incorporation shall be deemed to have the meanings provided therein):

Designation of and Ranking of Series A Preferred Stock; Definition of Original Issue Date

All shares of the authorized and unissued **Series A Preferred Stock** of the Corporation are hereby designated "Series A Preferred Stock" with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. The Series A Preferred Stock shall be senior and prior to the Common Stock of the Corporation and to any other class or series of capital stock issued by the Corporation with respect to the preferences as to dividends, distributions, redemption, and payments upon the liquidation, dissolution and winding up of the Corporation. "**Original Issue Date**" means the date on which shares of Series A Preferred Stock are first issued.

1. Dividends.

The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless (in addition to the obtaining of any consents required elsewhere in this Certificate Of Designation Of Rights, Preferences And Privileges Of Series A Preferred Stock (the "**Certificate of Designations**") the holders of the Series A Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Series A Preferred Stock in an amount at least equal to (i) in the case of a dividend on Common Stock or any class or series that is convertible into Common Stock, that dividend per share of Series A Preferred Stock as would equal the product of (A) the dividend payable on each share of such class or series determined, if applicable, as if all shares of such class or series had been converted into Common Stock and (B) the number of shares of Common Stock issuable upon conversion of a share of Series A Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend or (ii) in the case of a dividend on any class or series that is not convertible into Common Stock, at a rate per share of Series A Pref erred Stock determined by (A) dividing the amount of the dividend payable on each share of such class or series of capital stock by the original issuance price of such class or series of capital stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to such class or series) and (B) multiplying such fraction by an amount equa1 to the Original Issue Price (as defined below); **provided** that, if the Corporation declares, pays or sets aside, on the same date, a dividend on shares of more than one (l) class or series of capital stock of the Corporation, the dividend payable to the holders of Series A Preferred Stock pursuant to this **Section 1** shall be calculated based upon the dividend on the class or series of capital stock that would result in the highest Series A Preferred Stock dividend. The "**Original Issue Price**" shall mean, with respect to the Series A Preferred Stock, **$0.50 per share**,

subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the applicable Series A Preferred Stock.

2. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

2.1. Preferential Payments to Holders of Series A Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders or, in the case of a Deemed Liquidation Event (as defined below), out of the consideration payable to stockholders in such Deemed Liquidation Event or the Available Proceeds (as defined below), and before any payment shall be made to the holders of Common Stock or any other capital stock of the Corporation by reason of their ownership thereof, an amount per share equal to One Hundred Percent (100%) of the Original Issue Price, less any cash dividends declared and previously paid thereon. If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amount to which they shall be entitled under this **Section 2.1**, the holders of shares of Series A Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

2.2. Distribution of Remaining Assets. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after the payment in full of all Liquidation Amounts required to be paid to the holders of shares of Series A Preferred Stock the remaining assets of the Corporation available for distribution to its stockholders or, in the case of a Deemed Liquidation Event, the consideration not payable to the holders of shares of Series A Preferred Stock pursuant to **Section 2.1** or the remaining Available Proceeds, as the case may be, shall be distributed among the holders of the shares of Series A Preferred Stock and Common Stock, pro rata based on the number of shares held by each such holder, treating for this purpose all such securities as if they had been converted to Common Stock pursuant to the terms of this Certificate of Designations immediately prior to such liquidation, dissolution or winding up of the Corporation. The aggregate amount which a holder of a share of Series A Preferred Stock is entitled to receive under **Sections 2.1** and **2.2** is hereinafter referred to as the "**Liquidation Amount.**"

2.3. Deemed Liquidation Events.

2.3.1. Definition. Each of the following events shall be considered a "**Deemed Liquidation Event**" unless the holders of at least a majority of the outstanding shares of Series A Preferred Stock (the "**Requisite Holders**") elect otherwise by written notice sent to the Corporation at least 10 days prior to the effective date of any such event:

(a.) a merger or consolidation or combination or statutory share exchange (referred to hereinafter collectively herein as "**merger or consolidation**") in which:

(i) the Corporation is a constituent party or

(ii) a subsidiary of the Corporation is a constituent pa1ty and the Corporation issues shares of its capital stock pursuant to such merger or consolidation,

except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation; or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or

(b.) (l) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets or business of the Corporation and its subsidiaries taken as a whole, or (2) the sale or disposition (whether by merger, consolidation or otherwise, and whether in a single transaction or a series of related transactions) of one (1) or more subsidiaries of the Corporation if substantially all of the assets or business of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

2.3.2. Effecting a Deemed Liquidation Event.

(a.) The Corporation shall not have the power to effect a Deemed Liquidation Event referred to in **Section 2.3.1(a)(i)** unless the agreement or plan of merger or consolidation for such transaction (the "**Merger Agreement**") provides that the consideration payable to the stockholders of the Corporation in such Deemed Liquidation Event shall be allocated to the holders of capital stock of the Corporation in accordance with **Sections 2.1** and **2.2.**

(b.) In the event of a Deemed Liquidation Event referred to in Section **2.3.1(a)(ii)** or **2.3.1(b)**. if the Corporation does not effect a dissolution of the Corporation under the General Corporation Law within ninety (90) days after such Deemed Liquidation Event, then (i) the Corporation shall send a written notice to each holder of Series A Preferred Stock no later than the ninetieth (90th) day after the Deemed Liquidation Event advising such holders of their right (and the requirements to be met to secure such right) pursuant to the terms of the following clause (ii) to require the redemption of such shares of Series A Preferred Stock, and (ii) if the Requisite Holders so request in a written instrument delivered to the Corporation not later than one hundred twenty (120) days after such Deemed Liquidation Event, the Corporation shall use the consideration received by the Corporation for such Deemed Liquidation Event (net of any retained liabilities associated with the assets sold or technology licensed, as determined in good faith by the Board of Directors of the Corporation), together with any other assets of the Corporation available for distribution to its stockholders, all to the extent permitted by Delaware law governing distributions to stockholders (the "**Available Proceeds**"), on the one hundred fiftieth (150th) day after such Deemed Liquidation Event, to redeem all outstanding shares of Series A Preferred Stock at a price per share equal to the applicable Liquidation Amount. Notwithstanding the foregoing, in the event of a redemption pursuant to the preceding sentence, if the Available Proceeds are not sufficient to redeem all outstanding shares of Series A Preferred Stock, the Corporation shall redeem a pro rata portion of each holder's shares of Series A Preferred Stock to the fullest extent of such Available Proceeds, based on the respective amounts which would otherwise be payable in respect of the shares to be redeemed if the Available Proceeds were sufficient to redeem all such shares, and shall redeem the remaining shares as soon as it may lawfully do so under Delaware law governing distributions to stockholders. Prior to the distribution or redemption provided for in this **Section 2.3.2(b)**, the Corporation shall not expend or dissipate the consideration received for such Deemed Liquidation Event, except to discharge expenses incurred in connection with such Deemed Liquidation Event.

2.3.3. Amount Deemed Paid or Distributed. The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any such merger, consolidation, sale, transfer, exclusive license, other disposition or redemption shall be the cash or the value of the property, rights or securities to be paid or distributed to such holders pursuant to such Deemed Liquidation Event. The value of such property, rights or securities shall be determined in good faith by the Board of Directors of the Corporation and written notice ("**Valuation Notice**") of such value ("**FMV**") shall be sent to the holders of the Series A Preferred Stock by the Corporation within 10 days after such Deemed Liquidation Event; provided, however, that if the Requisite Holders object to such valuation by sending written notice to the Corporation within 20 days after the Valuation Notice is sent to the Requisite Holders, then the FMV shall be the value as mutually determined by the Corporation and the Requisite Holders, and if the Corporation and the Requisite Holders are unable to reach agreement within 30 days after the Valuation Notice is sent, then the FMV shall be established by an independent appraisal. The procedure for such appraisal shall be: an independent business appraiser with at least 15 years of experience shall be mutually agreed up by the Corporation and the Requisite Holders within 40 days after the date the Valuation Notice was sent; the American Arbitration Association shall select the appraiser if such mutual agreement cannot be reached; the appraiser shall provide a written report of the appraisal to the Corp and the Requisite Holders within 45 days after being retained; such appraisal shall be final and binding on the parties; and the cost of such appraisal and the AAA fees shall be shared equally by the Requisite Holders on the one hand and the Corporation.

2.3.4. Allocation of Escrow and Contingent Consideration. In the event of a Deemed Liquidation Event pursuant to **Section 2.3.1(a)(i)**, if any portion of the consideration payable to the stockholders of the Corporation is payable only upon satisfaction of contingencies (the "**Additional Consideration**"), the Merger Agreement shall provide that (a) the portion of such consideration that is not Additional Consideration (such portion, the "**Initial Consideration**") shall be allocated among the holders of capital stock of the Corporation in accordance with **Sections 2.1** and **2.2** as if the Initial Consideration were the only consideration payable in connection with such Deemed Liquidation Event; and (b) any Additional Consideration which becomes payable to the stockholders of the Corporation upon satisfaction of such contingencies shall be allocated among the holders of capital stock of the Corporation in accordance with **Sections 2.1** and **2.4** after taking into account the previous payment of the Initial Consideration as part of the same transaction. For the purposes of this

Section 2.3.4, consideration placed into escrow or retained as a holdback to be available for satisfaction of indemnification or similar obligations in connection with such Deemed Liquidation Event shall be deemed to be Additional Consideration.

3. Voting.

3.1. General. On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Series A Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series A Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Except as provided by law or by the other provisions of this Certificate of Designations, holders of Series A Preferred Stock shall vote together with the holders of Common Stock as a single class and on an as-converted to Common Stock basis.

3.2. Reserved.

3.3. Series A Preferred Stock Protective Provisions. At any time when shares of Series A Preferred Stock are outstanding, the Corporation shall not, either directly or indirectly by amendment, merger, consolidation, recapitalization, reclassification, or otherwise, do any of the following without (in addition to any other vote required by law or the Certificate of Incorporation or this Certificate of Designations) the written consent or affirmative vote of the Requisite Holders given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class, and any such act or transaction entered into without such consent or vote shall be null and void *ab initio*, and of no force or effect.

3.3.1. effect any merger or consolidation other than a Deemed Liquidation Event, or consent to any of the foregoing;

3.3.2. amend, alter or repeal or restate any provision of this Certificate of Designations or Bylaws or the Certificate of Incorporation of the Corporation in a manner that would or could adversely affect the powers, preferences or rights of the Series A Preferred Stock or the Class A Common Stock vis a vis any other class of common stock authorized or issued after the date of this Certificate of Designations;

3.3.3. create, or authorize the creation of or issue or obligate itself to issue shares of any additional class or series of capital stock unless the same ranks junior to the Series A Preferred Stock with respect to the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends and rights of redemption, or increase the authorized number of shares of Series A Preferred Stock or increase the authorized number of shares of any additional class or series of capital stock of the Corporation unless the same ranks junior to the Series A Preferred Stock with respect to the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends and rights of redemption;

3.3.4. reclassify, alter or amend any existing security of the Corporation that is junior to the Series A Preferred Stock in respect of the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends or rights of redemption, if such reclassification, alteration or amendment would render such other security senior to or pari passu with the Series A Preferred Stock in respect of any such right, preference or privilege;

3.3.5. purchase or redeem (or permit any subsidiary to purchase or redeem) or pay or declare any dividend or make any distribution on, any shares of capital stock of the Corporation other than (i) redemptions of or dividends or distributions on the Series A Preferred Stock as expressly authorized herein, and (ii) repurchases of stock from former employees, officers, directors, consultants or other persons who performed services for the Corporation or any subsidiary in connection with the cessation of such employment or service at no greater than the original purchase price thereof;

3.3.6. create, adopt, amend, terminate or repeal any equity (or equity-linked) compensation plan or amend or waive any of the terms of any option or other grant pursuant to any such plan.

4. Optional Conversion. The holders of the Series A Preferred Stock shall have conversion rights as follows (the "**Conversion Rights**"):

4.1. Right to Convert.

4.1.1. Conversion Ratio. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the

holder thereof, into such number of fully paid and non-assessable shares of Common Stock as is determined by dividing the Original Issue Price by the Conversion Price (as defined below) in effect at the time of conversion. The "Conversion Price" applicable to the Series A Series A Preferred Stock shall initially be equal to $0.50. Such initial Conversion Price, and the rate at which shares of Series A Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided below.

4.1.2. Termination of Conversion Rights. In the event of a liquidation, dissolution or winding up of the Corporation or a Deemed Liquidation Event, the Conversion Rights shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable on such event to the holders of Series A Preferred Stock; **provided** that the foregoing termination of Conversion Rights shall not affect the amount(s) otherwise paid or payable in accordance with **Section 2.1** to holders of Series A Preferred Stock pursuant to such liquidation, dissolution or winding up of the Corporation or a Deemed Liquidation Event.

4.2. Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the number of shares of Common Stock to be issued upon conversion of the Series A Preferred Stock shall be rounded to the nearest whole share.

4.3. Mechanics of Conversion.

4.3.1. Notice of Conversion. In order for a holder of Series A Preferred Stock to voluntarily convert shares of Series A Preferred Stock into shares of Common Stock, such holder shall (a) provide written notice to the Corporation's transfer agent at the office of the transfer agent for the Series A Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent) that such holder elects to convert all or any number of such holder's shares of Series A Preferred Stock and, if applicable, any event on which such conversion is contingent and (b), if such holder's shares arc certificated, surrender the certificate or certificates for such shares of Series A Preferred Stock (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate), at the office of the transfer agent for the Series A Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent). Such notice shall state such holder's name or the names of the nominees in which such holder wishes the shares of Common Stock to be issued. If required by the Corporation, any certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his, her or its attorney duly authorized in writing. The close of business on the date of receipt by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) of such notice and, if applicable, certificates (or lost certificate affidavit and agreement) shall be the time of conversion (the "**Conversion Time**"), and the shares of Common Stock issuable upon conversion of the specified shares shall be deemed to be outstanding of record as of such date. The Corporation shall, as soon as practicable after the Conversion Time (i) issue and deliver to such holder of Series A Preferred Stock, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable upon such conversion in accordance with the provisions hereof and a certificate for the number (if any) of the shares of Series A Preferred Stock represented by the surrendered certificate that were not converted into Common Stock, and (ii) pay all declared but unpaid dividends on the shares of Series A Preferred Stock converted.

4.3.2. Reservation of Shares. The Corporation shall at all times when the Series A Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the Series A Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Certifcate of Designations. Before taking any action which would, cause an adjustment reducing the Conversion Price below the then par value of the shares of Common Stock issuable upon conversion of the Series A Preferred Stock, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and non-assessable shares of Common Stock at such adjusted Conversion Price.

4.3.3. Effect of Conversion. All shares of Series A Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the Conversion Time, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor and to receive payment of any dividends declared but unpaid thereon. Any shares of Series A Preferred Stock so converted shall be retired and canceled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Series A Preferred Stock accordingly.

4.3.4. No Further Adjustment. Upon any such conversion, no adjustment to the Conversion Price shall be made for any declared but unpaid dividends on the Series A Preferred Stock surrendered for conversion or on the Common Stock delivered upon conversion.

4.3.5. Taxes. The Corporation shall pay any and all issue and other similar taxes that may be payable in respect of any issuance or delivery of shares of Common Stock upon conversion of shares of Series A Preferred Stock pursuant to this Section 4, except for income taxes payable by recipients of such shares of Common Stock under applicable income tax laws with respect to such issuance or delivery. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of shares of Common Stock in a name other than that in which the shares of Series A Preferred Stock so converted were registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

4.4. Adjustments to Conversion Price for Diluting Issues.

4.4.1. Special Definitions. For purposes of this Article Fourth, the following definitions shall apply:

(a.) "**Additional Shares of Common Stock**" shall mean all shares of Common Stock issued (or, pursuant to **Section 4.4.3** below, deemed to be issued) by the Corporation after the Original Issue Date, other than (1) the following shares of Common Stock and (2) shares of Common Stock deemed issued pursuant to the following Options and Convertible Securities (clauses (I) and (2), collectively, "**Exempted Securities**"):

(i) shares of Common Stock, Options or Convertible Securities issued as a dividend or distribution on Series A Preferred Stock;

(ii) shares of Common Stock, Options or Convertible Securities issued by reason of a dividend, stock split, split-up or other distribution on shares of Common Stock that is covered by **Section 4.5, 4.6, 4.7** or **4.8**;

(iii) shares of Common Stock or Convertible Securities actually issued upon the exercise of Options or shares of Common Stock actually issued upon the conversion or exchange of Convertible Securities, in each case provided such issuance is pursuant to the terms of such Option or Convertible Security.

(iv) up to an aggregate of the number of shares of Common Stock issuable under any Options (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares), issued to employees or directors of, or consultants or advisors to, the Corporation or any of its subsidiaries, to the extent issued before the Original Issue Date (provided that any Options for such shares that expire or terminate unexercised or any restricted stock repurchased by the Corporation at cost shall not be counted toward such maximum number unless and until such shares are re-granted as new stock grants (or as new Options) pursuant to the terms of any such plan, agreement or arrangement).

(b.) "**Convertible Securities**" shall mean any evidences of indebtedness, shares or other securities directly or indirectly convertible into or exchangeable for Common Stock, but excluding Options.

(c.) "**Option**" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

4.4.2. No Adjustment of Conversion Price. No adjustment in the Conversion Price shall be made as the result of the issuance or deemed issuance of Additional Shares of Common Stock if the Corporation receives written notice from the Requisite Holders agreeing that no such adjustment shall be made as the result of the issuance or deemed issuance of such Additional Shares of Common Stock.

4.4.3. Deemed Issue of Additional Shares of Common Stock.

(a.) If the Corporation at any time or from time to time after the Original Issue Date shall issue any Options or Convertible Securities (excluding Options or Convertible Securities which are themselves Exempted Securities) or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares of Common Stock (as set forth in the instrument relating thereto, assuming the satisfaction of any conditions to exercisability, convertibility or exchangeability but without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date.

(b.) If the terms of any Option or Convertible Security, the issuance of which resulted in an adjustment to the Conversion Price pursuant to the terms of **Section 4.4.4**, are revised as a result of an amendment to such terms or any other adjustment pursuant to the provisions of such Option or Convertible Security (but excluding automatic adjustments to such terms pursuant to anti-dilution or similar provisions of such Option or Convertible Security) to provide for either (l) any increase or decrease in the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any such Option or Convertible Security or (2) any increase or decrease in the consideration payable to the Corporation upon such exercise, conversion and/or exchange, then, effective upon such increase or decrease becoming effective, the Conversion Price computed upon the original issue of such Option or Convertible Security (or upon the occurrence of a record date with respect thereto) shall be readjusted to such Conversion Price as would have obtained had such revised terms been in effect upon the original date of issuance of such Option or Convertible Security. Notwithstanding the foregoing, no readjustment pursuant to this clause (b) shall have the effect of increasing the Conversion Price to an amount which exceeds the lower of (i) the Conversion Price in effect immediately prior to the original adjustment made as a result of the issuance of such Option or Convertible Security, or (ii) the Conversion Price that would have resulted from any issuances of Additional Shares of Common Stock (other than deemed issuances of Additional Shares of Common Stock as a result of the issuance of such Option or Convertible Security) between the original adjustment date and such readjustment date.

(c.) If the terms of any Option or Convertible Security (excluding Options or Convertible Securities which are themselves Exempted Securities), the issuance of which did not result in an adjustment to the Conversion Price pursuant to the terms of **Section 4.4.4** (either because the consideration per share (determined pursuant to **Section 4.4.5**) of the Additional Shares of Common Stock subject thereto was equal to or greater than the Conversion Price then in effect, or because such Option or Convertible Security was issued before the Original Issue Date), are revised after the Original Issue Date as a result of an amendment to such terms or any other adjustment pursuant to the provisions of such Option or Convertible Security (but excluding automatic adjustments to such terms pursuant to anti-dilution or similar provisions of such Option or Convertible Security) to provide for either (1) any increase in the number of shares of Common Stock issuable upon the exercise, conversion or exchange of any such Option or Convertible Security or (2) any decrease in the consideration payable to the Corporation upon such exercise, conversion or exchange, then such Option or Convertible Security, as so amended or adjusted, and the Additional Shares of Common Stock subject thereto (determined in the manner provided in **Section 4.4.3(a)** shall be deemed to have been issued effective upon such increase or decrease becoming effective.

(d.) Upon the expiration or termination of any unexercised Option or unconverted or unexchanged Convertible Security (or portion thereof) which resulted (either upon its original issuance or upon a revision of its terms) in an adjustment to the Conversion Price pursuant to the terms of **Section 4.4.4**, the Conversion Price shall be readjusted to such Conversion Price as would have obtained had such Option or Convertible Security (or portion thereof) never been issued.

(e.) If the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any Option or Convertible Security, or the consideration payable to the Corporation upon such exercise, conversion and/or exchange, is calculable at the time such Option or Convertible Security is issued or amended but is subject to adjustment based upon subsequent events, any adjustment to the Conversion Price provided for in this **Section 4.4.3** shall be effected at the time of such issuance or amendment based on such number of shares or amount of consideration without regard to any provisions for subsequent adjustments (and any subsequent adjustments shall be treated as provided in clauses (b) and (c) of this **Section 4.4.3**). If the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any Option or Convertible Security, or the consideration payable to the Corporation upon such exercise, conversion and/or exchange, cannot be calculated at all at the time such Option or Convertible Security is issued or amended, any adjustment to the Conversion Price that would result under the terms of this **Section 4.4.3** at the time of such issuance or amendment shall instead be effected at the time such number of shares and/or amount of consideration is first calculable (even if subject to subsequent adjustments), assuming for purposes of calculating such adjustment to the Conversion Price that such issuance or amendment took place at the time such calculation can first be made.

4.4.4. Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the Corporation shall at any time after the Original Issue Date issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to **Section 4.4.3**), without consideration or for a consideration per share less than the Conversion Price in effect immediately prior to such issuance or deemed issuance, then the Conversion Price shall be reduced, concurrently with such issue, to a price (calculated to the nearest one-hundredth of a cent) determined in accordance with the following formula:

$$CP_2=CP_1* (A+B)\div(A+C)$$

For purposes of the foregoing formula, the following definitions shall apply:

(a.) "CP_2" shall mean the Conversion Price in effect immediately after such issuance or deemed issuance of Additional Shares of Common Stock

(b.) "CP_1" shall mean the Conversion Price in effect immediately prior to such issuance or deemed issuance of Additional Shares of Common Stock;

(c.) "A" shall mean the number of shares of Common Stock outstanding immediately prior to such issuance or deemed issuance of Additional Shares of Common Stock (treating for this purpose as outstanding all shares of Common Stock issuable upon exercise of Options outstanding immediately prior to such issuance or deemed issuance or upon conversion or exchange of Convertible Securities (including the Series A Preferred Stock) outstanding (assuming exercise of any outstanding Options therefor) immediately prior to such issue);

(d.) "B" shall mean the number of shares of Common Stock that would have been issued if such Additional Shares of Common Stock had been issued or deemed issued at a price per share equal to CP_1 (determined by dividing the aggregate consideration received by the Corporation in respect of such issue by CP_1); and

(e.) "C" shall mean the number of such Additional Shares of Common Stock issued in such transaction.

4.4.5. Determination of Consideration. For purposes of this Section 4.4, the consideration received by the Corporation for the issuance or deemed issuance of any Additional Shares of Common Stock shall be computed as follows:

(a.) Cash and Property. Such consideration shall:

(i) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation, excluding amounts paid or payable for accrued interest;

(ii) insofar as it consists of property other than cash, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors of the Corporation; and

(iii) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (i) and (ii) above, as determined in good faith by the Board of Directors of the Corporation.

(b.) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to **Section 4.4.3**, relating to Options and Convertible Securities, shall be determined by dividing:

(i) The total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by

(ii) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities.

4.4.6. Multiple Closing Dates. In the event the Corporation shall issue on more than one date Additional Shares of Common Stock that are a part of one transaction or a series of related transactions and that would result in an adjustment to the Conversion Price pursuant to the terms of **Section 4.4.4**, and such issuance dates occur within a period of no more than ninety (90) days from the first such issuance to the final such issuance, then, upon the final such issuance, the Conversion Price shall be readjusted to give effect to all such issuances as if they occurred on the date of the first such issuance (and without giving effect to any additional adjustments as a result of any such subsequent issuances within such period).

4.5. Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the Original Issue Date effect a subdivision of the outstanding Common Stock, the Conversion Price in effect immediately before that subdivision shall be proportionately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase in the aggregate number of shares of Common Stock outstanding. If the Corporation shall at any time or from time to time after the Original Issue Date combine the outstanding shares of Common Stock, the Conversion Price in effect immediately before the combination shall be proportionately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shal1 be decreased in proportion to such decrease in the aggregate number of shares of Common Stock outstanding. Any adjustment under this Section shall become effective at the close of business on the date the subdivision or combination becomes effective.

4.6. Adjustment for Certain Dividends and Distributions. In the event the Corporation at any time or from time to time after the Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable on the Common Stock in additional shares of Common Stock, then and in each such event the Conversion Price in effect immediately before such event shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Conversion Price then in effect by a fraction:

(1) the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

(2) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution.

Notwithstanding the foregoing, (a) if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Conversion Price shall be adjusted pursuant to this Section as of the time of actual payment of such dividends or distributions; and (b) that no such adjustment shall be made if the

holders of Series A Preferred Stock simultaneously receive a dividend or other distribution of shares of Common Stock in a number equal to the number of shares of Common Stock as they would have received if all outstanding shares of Series A Preferred Stock had been converted into Common Stock on the date of such event.

4.7. Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time after the Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation (other than a distribution of shares of Common Stock in respect of outstanding shares of Common Stock) or in other property and the provisions of **Section 1** do not apply to such dividend or distribution, then and in each such event the holders of Series A Preferred Stock shall receive, simultaneously with the distribution to the holders of Common Stock, a dividend or other distribution of such securities or other property in an amount equal to the amount of such securities or other property as they would have received if all outstanding shares of Series A Preferred Stock had been converted into Common Stock on the date of such event.

4.8. Adjustment for Merger or Reorganization, etc. Subject to the provisions of **Section 2.3**, if there shall occur any reorganization, recapitalization, reclassification, consolidation or merger involving the Corporation in which the Common Stock (but not the Series A Preferred Stock) is converted into or exchanged for securities, cash or other property (other than a transaction covered by **Sections 4.4, 4.6** or **4.7**), then, following any such reorganization, recapitalization, reclassification, consolidation or merger, each share of Series A Preferred Stock shall thereafter be convertible in lieu of the Common Stock into which it was convertible prior to such event into the kind and amount of securities, cash or other property which a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of one (l) share of Series A Preferred Stock immediately prior to such reorganization, recapitalization, reclassification, consolidation or merger would have been entitled to receive pursuant to such transaction; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors of the Corporation) shall be made in the application of the provisions in this **Section 4** with respect to the rights and interests thereafter of the holders of the Series A Preferred Stock, to the end that the provisions set forth in this **Section 4** (including provisions with respect to changes in and other adjustments of the Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any securities or other property thereafter deliverable upon the conversion of the Series A Preferred Stock.

4.9. Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this **Section 4**, the Corporation at its expense shall, as promptly as reasonably practicable but in any event not later than ten (10) days thereafter, compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment (including the kind and amount of securities, cash or other property into which the Series A Preferred Stock is convertible) and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, as promptly as reasonably practicable after the written request at any time of any holder of Series A Preferred Stock (but in any event not later than ten (l 0) days thereafter), furnish or cause to be furnished to such holder a certificate setting forth (i) the Conversion Price then in effect, and (ii) the number of shares of Common Stock and the amount, if any, of other securities, cash or property which then would be received upon the conversion of Series A Preferred Stock.

4.10. Notice of Record Date. In the event:

(a.) the Corporation shall take a record of the holders of its Common Stock (or other capital stock or securities at the time issuable upon conversion of the Series A Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, or to receive any right to subscribe for or purchase any shares of capital stock of any class or any other securities, or to receive any other security; or

(b.) of any capital reorganization of the Corporation, any reclassification of the Common Stock of the Corporation, or any Deemed Liquidation Event; or

(c.) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation, then, and in each such case, the Corporation will send or cause to be sent to the holders of the Series A Preferred Stock a notice specifying, as the case may be, (i) the record date for such dividend, distribution or right, and the amount and character of such dividend, distribution or right, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up is proposed to take place, and the time, if any is to be fixed, as of which the holders of record of Common Stock (or such other capital stock or securities at the time issuable upon the conversion of the Series A Preferred Stock) shall be entitled to exchange their shares of Common Stock (or such other capital stock or securities) for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation

or winding-up, and the amount per share and character of such exchange applicable to the Series A Preferred Stock and the Common Stock. Such notice shall be sent at least ten (10) days prior to the record date or effective date for the event specified in such notice.

5. Mandatory Conversion.

5.1. Trigger Events. Upon either (a) the closing of the sale of shares of Common Stock to the public at a price of at least $10.00 per share (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Common Stock), in a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, resulting in at least $100,000,000 of gross proceeds to the Corporation and in connection with such offering the Common Stock is listed for trading on the NASDAQ Stock Market's National Market, the New York Stock Exchange or another exchange or marketplace approved the Board of Directors or (b) the date and time, or the occurrence of an event, specified by vote or written consent of the Requisite Holders (the time of such closing or the date and time specified or the time of the event specified in such vote or written consent is referred to herein as the "**Mandatory Conversion Time**"), or (c)such date that the cumulative cash dividends paid per share to the holders of Series A Preferred Stock then outstanding, equals or exceeds One Hundred Percent (1 00%) of the Original Issue Price per share then (i) all outstanding shares of Series A Preferred Stock shall automatically be converted into shares of Common Stock, at the then effective conversion rate as calculated pursuant to **Section 4.1.1** and (ii) such shares may not be reissued by the Corporation.

5.2. Procedural Requirements. All holders of record of shares of Series A Preferred Stock shall be sent written notice of the Mandatory Conversion Time and the place designated for mandatory conversion of all such shares of Series A Preferred Stock pursuant to this **Section 5**. Such notice need not be sent in advance of the occurrence of the Mandatory Conversion Time. Upon receipt of such notice, each holder of shares of Series A Preferred Stock in certificated form shall surrender his, her or its certificate or certificates for all such shares (or, if such holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate) to the Corporation at the place designated in such notice. If so required by the Corporation, any certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his, her or its attorney duly authorized in writing. All rights with respect to the Series A Preferred Stock converted pursuant to **Section 5.1**, including the rights, if any, to receive notices and vote (other than as a holder of Common Stock), will terminate at the Mandatory Conversion Time (notwithstanding the failure of the holder or holders thereof to surrender any certificates at or prior to such time), except only the rights of the holders thereof, upon surrender of any certificate or certificates of such holders (or lost certificate affidavit and agreement) therefor, to receive the items provided for in the next sentence of this **Section 5 .2.** As soon as practicable after the Mandatory Conversion Time and, if applicable, the surrender of any certificate or certificates (or lost certificate affidavit and agreement) for Series A Preferred Stock, the Corporation shall (a) issue and deliver to such holder, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable on such conversion in accordance with the provisions hereof and (b) pay any declared but unpaid dividends on the shares of Series A Preferred Stock converted. Such converted Series A Preferred Stock shall be retired and canceled ad may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Series A Preferred Stock accordingly.

5.3. Conversion of Series A Preferred Stock. Notwithstanding any other provisions in this Certificate of Designations to the contrary, any conversion of shares of Series A Preferred Stock into shares of Common Stock, whether mandatory under **Section 5.1**, or at the election of the holder of Series A Preferred Stock, as provided for in **Section 4.1** or any other conversion otherwise provided for in this Certificate of Designations, shall be convertible only into shares of Class A Common Stock, which shares of Class A Common Stock, as of the date of any such conversion, (i) shall have the same or better rights and powers (including voting, dividend and distribution rights, and rights upon any liquidation, dissolution, or winding up of the Corporation) and (ii) shall rank equal or better in all respects, to any other class or series of common stock (if authorized or issued by the Corporation, as of the date of any such conversion); further, the shares of Class A Common Stock, into which the shares of Series A Preferred Stock shall convert, shall share ratably with all other shares of Class A Common Stock in all circumstances.

6. Redeemed or Otherwise Acquired Shares. Any shares of Series A Preferred Stock that are redeemed, converted or otherwise acquired by the Corporation or any of its subsidiaries shall be automatically and immediately canceled and retired and shall not be reissued, sold or transferred. Neither the Corporation nor any of its subsidiaries may exercise any voting or other rights granted to the holders of Series A Preferred Stock following redemption, conversion or acquisition.

7. Waiver. Except as otherwise set forth herein, (a) any of the rights, powers, preferences and other terms of the Series A Preferred Stock set forth herein may be waived on behalf of all holders of Series A Preferred Stock by the affirmative written consent or vote of the holders of at least a majority of the shares of Series A Preferred Stock then outstanding and (b) at any time more than one (I) series of Series A Preferred Stock is issued and outstanding, any of the rights, powers, preferences and other terms of any series of Series A Preferred Stock set forth herein may be waived on behalf of all holders of such series of Series A Preferred Stock by the affirmative written consent or vote of the holders of at least a majority of the shares of such series of Series A Preferred Stock then outstanding.

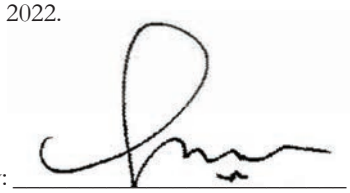
8. Notices. Any notice required or permitted by the provisions of this Article Fourth to be given to a holder of shares of Series A Preferred Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation, or given by electronic communication in compliance with the provisions of the General Corporation Law, and shall be deemed sent upon such mailing or electronic transmission.

9. Other Rights. The shares of Series A Series A Preferred Stock shall not have any rights, preferences, privileges or voting powers or relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof, other than as set forth herein or in the Certificate of Incorporation or as provided by applicable law and regulation.

10. Descriptive Headings and Governing Law. The descriptive headings of the several Sections and paragraphs of this Certificate of Designations are inserted for convenience only and do not constitute a part of this Certificate of Designations.

[Signature Page Follows]

IN WITNESS WHEREOF, this Certificate of Designations has been executed by a duly authorized officer of this corporation on June 20, 2022.

By: 

Josh Shachar, President

APPENDIX G SERIES B PREFERRED STOCK RIGHTS

DESIGNATIONS OF RIGHTS
PREFERENCES AND PRIVILEGES OF
SERIES A PREFERRED STOCK
OF
Neuro-Kinesis Corporation

All shares of the authorized and unissued Series B Preferred Stock of the Corporation are hereby designated "Series B Preferred Stock" with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. The Series B Preferred Stock shall be senior and prior to the Common Stock of the Corporation and to any other class or series of capital stock issued by the Corporation with respect to the preferences as to dividends, distributions, redemption, and payments upon the liquidation, dissolution and winding up of the Corporation. "Original Issue Date" means the date on which shares of Series B Preferred Stock are first issued.

1. Dividends.

Except for this dividends payable to the holders of the Series A Preferred Stock, as set forth in Attachment 1 of this Certificate of Incorporation, the Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation (other than dividends on shares of Common Stock payable in shares of Common Stock) unless (in addition to the obtaining of any consents required elsewhere herein) the holders of the Series B Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Series B Preferred Stock in an amount at least equal to (i) in the case of a dividend on Common Stock or any class or series that is convertible into Common Stock, that dividend per share of Series B Preferred Stock as would equal the product of (A) the dividend payable on each share of such class or series determined, if applicable, as if all shares of such class or series had been converted into Common Stock and (B) the number of shares of Common Stock issuable upon conversion of a share of Series B Preferred Stock, in each case calculated on the record date for determination of holders entitled to receive such dividend or (ii) in the case of a dividend on any class or series that is not convertible into Common Stock, at a rate per share of Series B Preferred Stock determined by (A) dividing the amount of the dividend payable on each share of such class or series of capital stock by the original issuance price of such class or series of capital stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to such class or series) and (B) multiplying such fraction by an amount equal to the Original Issue Price (as defined below); provided that, if the Corporation declares, pays or sets aside, on the same date, a dividend on shares of more than one (1) class or series of capital stock of the Corporation, the dividend payable to the holders of Series B Preferred Stock pursuant to this Section 1 shall be calculated based upon the dividend on the class or series of capital stock that would result in the highest Series B Preferred Stock dividend. The "Original Issue Price" shall mean, with respect to the Series B Preferred Stock, $1.10 per share, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the applicable Series B Preferred Stock.

2. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

2.1. Preferential Payments to Holders of Series B Preferred Stock. Subject only to the rights of the Series A Preferred Stock, as set forth in Attachment 1, in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Series B Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders or, in the case of a Deemed Liquidation Event (as defined below), out of the consideration payable to stockholders in such Deemed Liquidation Event or the Available Proceeds (as defined below), and before any payment shall be made to the holders of Common Stock or any other capital stock of the Corporation by reason of their ownership thereof, an amount per share equal to One Hundred Percent (100%) of the Original Issue Price, less any cash dividends declared and previously paid thereon. If upon any such liquidation, dissolution or winding up of the Corporation or Deemed Liquidation Event, the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series B Preferred Stock the full amount to which they shall be entitled under this Section 2.1 of this Attachment 2, the holders of shares of Series B Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

2.2. Distribution of Remaining Assets. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after the payment in full of all Liquidation Amounts required to be paid to the holders of shares of Series B Preferred Stock the remaining assets of the Corporation available for distribution to its stockholders or, in the case of a Deemed Liquidation Event, the consideration not payable to the holders of shares of Series B Preferred Stock pursuant to Section 2.1 of this Attachment 2 or the remaining Available Proceeds, as the case may be, shall be distributed among the holders of the shares of Series B Preferred Stock and Common Stock, pro

rata based on the number of shares held by each such holder, treating for this purpose all such securities as if they had been converted to Common Stock pursuant to the terms of this Certificate of Incorporation immediately prior to such liquidation, dissolution or winding up of the Corporation. The aggregate amount which a holder of a share of Series B Preferred Stock is entitled to receive under Sections 2.1 and 2.2 of this Attachment 2 is hereinafter referred to as the "Liquidation Amount."

2.3. Deemed Liquidation Events.

2.3.1. Definition. Each of the following events shall be considered a "Deemed Liquidation Event" unless the holders of at least a majority of the outstanding shares of Series B Preferred Stock (the "Requisite Holders") elect otherwise by written notice sent to the Corporation at least 10 days prior to the effective date of any such event:

(a.) a merger or consolidation or combination or statutory share exchange (referred to hereinafter collectively herein as "merger or consolidation") in which:

(i) the Corporation is a constituent party, or

(ii) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation, except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation; or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or

(b.) (1) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets or business of the Corporation and its subsidiaries taken as a whole, or (2) the sale or disposition (whether by merger, consolidation or otherwise, and whether in a single transaction or a series of related transactions) of one (1) or more subsidiaries of the Corporation if substantially all of the assets or business of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation.

2.3.2. Effecting a Deemed Liquidation Event.

(a.) The Corporation shall not have the power to effect a Deemed Liquidation Event referred to in Section 2.3.1(a)(i) of this Attachment 2 unless the agreement or plan of merger or consolidation for such transaction (the "Merger Agreement") provides that the consideration payable to the stockholders of the Corporation in such Deemed Liquidation Event shall be allocated to the holders of capital stock of the Corporation in accordance with Sections 2.1 and 2.2 of this Attachment 2.

(b.) In the event of a Deemed Liquidation Event referred to in Section 2.3.1(a)(ii) or 2.3.1(b) of this Attachment 2, if the Corporation does not effect a dissolution of the Corporation under the General Corporation Law within ninety (90) days after such Deemed Liquidation Event, then (i) the Corporation shall send a written notice to each holder of Series B Preferred Stock no later than the ninetieth (90th) day after the Deemed Liquidation Event advising such holders of their right (and the requirements to be met to secure such right) pursuant to the terms of the following clause (ii) to require the redemption of such shares of Series B Preferred Stock, and (ii) if the Requisite Holders so request in a written instrument delivered to the Corporation not later than one hundred twenty (120) days after such Deemed Liquidation Event, the Corporation shall use the consideration received by the Corporation for such Deemed Liquidation Event (net of any retained liabilities associated with the assets sold or technology licensed, as determined in good faith by the Board of Directors of the Corporation), together with any other assets of the Corporation available for distribution to its stockholders, all to the extent permitted by Delaware law governing distributions to stockholders (the "Available Proceeds"), on the one hundred fiftieth (150th) day after such Deemed Liquidation Event, to redeem all outstanding shares of Series B Preferred Stock at a price per share equal to the applicable Liquidation Amount. Notwithstanding the foregoing, in the event of a redemption pursuant to the

preceding sentence, if the Available Proceeds are not sufficient to redeem all outstanding shares of Series B Preferred Stock, the Corporation shall redeem a pro rata portion of each holder's shares of Series B Preferred Stock to the fullest extent of such Available Proceeds, based on the respective amounts which would otherwise be payable in respect of the shares to be redeemed if the Available Proceeds were sufficient to redeem all such shares, and shall redeem the remaining shares as soon as it may lawfully do so under Delaware law governing distributions to stockholders. Prior to the distribution or redemption provided for in this Section 2.3.2(b) of this Attachment 2, the Corporation shall not expend or dissipate the consideration received for such Deemed Liquidation Event, except to discharge expenses incurred in connection with such Deemed Liquidation Event.

2.3.3. Amount Deemed Paid or Distributed. The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any such merger, consolidation, sale, transfer, exclusive license, other disposition or redemption shall be the cash or the value of the property, rights or securities to be paid or distributed to such holders pursuant to such Deemed Liquidation Event. The value of such property, rights or securities shall be determined in good faith by the Board of Directors of the Corporation and written notice ("Valuation Notice") of such value ("FMV") shall be sent to the holders of the Series B Preferred Stock by the Corporation within 10 days after such Deemed Liquidation Event; provided, however, that if the Requisite Holders object to such valuation by sending written notice to the Corporation within 20 days after the Valuation Notice is sent to the Requisite Holders, then the FMV shall be the value as mutually determined by the Corporation and the Requisite Holders, and if the Corporation and the Requisite Holders are unable to reach agreement within 30 days after the Valuation Notice is sent, then the FMV shall be established by an independent appraisal. The procedure for such appraisal shall be: an independent business appraiser with at least 15 years of experience shall be mutually agreed up by the Corporation and the Requisite Holders within 40 days after the date the Valuation Notice was sent; the American Arbitration Association shall select the appraiser if such mutual agreement cannot be reached; the appraiser shall provide a written report of the appraisal to the Corp and the Requisite Holders within 45 days after being retained; such appraisal shall be final and binding on the parties; and the cost of such appraisal and the AAA fees shall be shared equally by the Requisite Holders on the one hand and the Corporation.

2.3.4. Allocation of Escrow and Contingent Consideration. In the event of a Deemed Liquidation Event pursuant to Section 2.3.1(a)(i) of this Attachment 2, if any portion of the consideration payable to the stockholders of the Corporation is payable only upon satisfaction of contingencies (the "Additional Consideration"), the Merger Agreement shall provide that (a) the portion of such consideration that is not Additional Consideration (such portion, the "Initial Consideration") shall be allocated among the holders of capital stock of the Corporation in accordance with Sections 2.1 and 2.2 of this Attachment 2as if the Initial Consideration were the only consideration payable in connection with such Deemed Liquidation Event; and (b) any Additional Consideration which becomes payable to the stockholders of the Corporation upon satisfaction of such contingencies shall be allocated among the holders of capital stock of the Corporation in accordance with Sections 2.1 and 2.2 of this Attachment 2 after taking into account the previous payment of the Initial Consideration as part of the same transaction. For the purposes of this Section 2.3.4 of this Attachment 2, consideration placed into escrow or retained as a holdback to be available for satisfaction of indemnification or similar obligations in connection with such Deemed Liquidation Event shall be deemed to be Additional Consideration.

3. Voting.

3.1. General. On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Series B Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Series B Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Except as provided by law or by the other provisions of this Certificate of Incorporation, holders of Series B Preferred Stock shall vote together with the holders of Common Stock as a single class and on an as-converted to Common Stock basis.

3.2. Reserved.

3.3. Series B Preferred Stock Protective Provisions. At any time when shares of Series B Preferred Stock are outstanding, the Corporation shall not, either directly or indirectly by amendment, merger, consolidation, recapitalization, reclassification, or otherwise, do any of the following without (in addition to any other vote required by law or the Certificate of Incorporation) the written consent or affirmative vote of the Requisite Holders given in writing

or by vote at a meeting, consenting or voting (as the case may be) separately as a class, and any such act or transaction entered into without such consent or vote shall be null and void ab initio, and of no force or effect.

3.3.1. effect any merger or consolidation other than a Deemed Liquidation Event, or consent to any of the foregoing;

3.3.2. amend, alter or repeal or restate any provision of this or Bylaws or the Certificate of Incorporation of the Corporation in a manner that would or could adversely affect the powers, preferences or rights of the Series B Preferred Stock or the Class A Common Stock vis a vis any other class of common stock authorized or issued after the date of this Certificate;

3.3.3. create, or authorize the creation of or issue or obligate itself to issue shares of any additional class or series of capital stock unless the same ranks junior to the Series B Preferred Stock with respect to the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends and rights of redemption, or increase the authorized number of shares of Series B Preferred Stock or increase the authorized number of shares of any additional class or series of capital stock of the Corporation unless the same ranks junior to the Series B Preferred Stock with respect to the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends and rights of redemption;

3.3.4. reclassify, alter or amend any existing security of the Corporation that is junior to the Series B Preferred Stock in respect of the distribution of assets on the liquidation, dissolution or winding up of the Corporation, the payment of dividends or rights of redemption, if such reclassification, alteration or amendment would render such other security senior to or pari passu with the Series B Preferred Stock in respect of any such right, preference or privilege;

3.3.5. purchase or redeem (or permit any subsidiary to purchase or redeem) or pay or declare any dividend or make any distribution on, any shares of capital stock of the Corporation other than (i) redemptions of or dividends or distributions on the Series B Preferred Stock as expressly authorized herein, and (ii) repurchases of stock from former employees, officers, directors, consultants or other persons who performed services for the Corporation or any subsidiary in connection with the cessation of such employment or service at no greater than the original purchase price thereof;

3.3.6. create, adopt, amend, terminate or repeal any equity (or equity-linked) compensation plan or amend or waive any of the terms of any option or other grant pursuant to any such plan.

4. Optional Conversion. The holders of the Series B Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

4.1. Right to Convert.

4.1.1. Conversion Ratio. Each share of Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, and without the payment of additional consideration by the holder thereof, into such number of fully paid and non-assessable shares of Common Stock as is determined by dividing the Original Issue Price by the Conversion Price (as defined below) in effect at the time of conversion. The "Conversion Price" applicable to the Series B Series B Preferred Stock shall initially be equal to $0.50. Such initial Conversion Price, and the rate at which shares of Series B Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided below.

4.1.2. Termination of Conversion Rights. In the event of a liquidation, dissolution or winding up of the Corporation or a Deemed Liquidation Event, the Conversion Rights shall terminate at the close of business on the last full day preceding the date fixed for the payment of any such amounts distributable on such event to the holders of Series B Preferred Stock; provided that the foregoing termination of Conversion Rights shall not affect the amount(s) otherwise paid or payable in accordance with Section 2.1 of this Attachment 2 to holders of Series B Preferred Stock pursuant to such liquidation, dissolution or winding up of the Corporation or a Deemed Liquidation Event.

4.2. Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Series B Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the number of shares of Common Stock to be issued upon conversion of the Series B Preferred Stock shall be rounded to the nearest whole share.

4.3. Mechanics of Conversion.

4.3.1. Notice of Conversion. In order for a holder of Series B Preferred Stock to voluntarily convert shares of Series B Preferred Stock into shares of Common Stock, such holder shall (a) provide written notice to the Corporation's transfer agent at the office of the transfer agent for the Series B Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent) that such holder elects to convert all or any number of such holder's shares of Series B Preferred Stock and, if applicable, any event on which such conversion is contingent and (b), if such holder's shares are certificated, surrender the certificate or certificates for such shares of Series B Preferred Stock (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate), at the office of the transfer agent for the Series B Preferred Stock (or at the principal office of the Corporation if the Corporation serves as its own transfer agent). Such notice shall state such holder's name or the names of the nominees in which such holder wishes the shares of Common Stock to be issued. If required by the Corporation, any certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or his, her or its attorney duly authorized in writing. The close of business on the date of receipt by the transfer agent (or by the Corporation if the Corporation serves as its own transfer agent) of such notice and, if applicable, certificates (or lost certificate affidavit and agreement) shall be the time of conversion (the "Conversion Time"), and the shares of Common Stock issuable upon conversion of the specified shares shall be deemed to be outstanding of record as of such date. The Corporation shall, as soon as practicable after the Conversion Time (i) issue and deliver to such holder of Series B Preferred Stock, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable upon such conversion in accordance with the provisions hereof and a certificate for the number (if any) of the shares of Series B Preferred Stock represented by the surrendered certificate that were not converted into Common Stock, and (ii) pay all declared but unpaid dividends on the shares of Series B Preferred Stock converted.

4.3.2. Reservation of Shares. The Corporation shall at all times when the Series B Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the Series B Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Series B Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series B Preferred Stock, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Certificate of Incorporation. Before taking any action which would cause an adjustment reducing the Conversion Price below the then par value of the shares of Common Stock issuable upon conversion of the Series B Preferred Stock, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and non-assessable shares of Common Stock at such adjusted Conversion Price.

4.3.3. Effect of Conversion. All shares of Series B Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares shall immediately cease and terminate at the Conversion Time, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor and to receive payment of any dividends declared but unpaid thereon. Any shares of Series B Preferred Stock so converted shall be retired and canceled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Series B Preferred Stock accordingly.

4.3.4. No Further Adjustment. Upon any such conversion, no adjustment to the Conversion Price shall be made for any declared but unpaid dividends on the Series B Preferred Stock surrendered for conversion or on the Common Stock delivered upon conversion.

4.3.5. Taxes. The Corporation shall pay any and all issue and other similar taxes that may be payable in respect of any issuance or delivery of shares of Common Stock upon conversion of shares of Series B Preferred Stock pursuant to this Section 4 of this Attachment 2, except for income taxes payable by recipients of such shares of Common Stock under applicable income tax laws with respect to such issuance or delivery. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of shares of Common Stock in a name other than that in which the shares of Series B Preferred Stock so converted were registered, and no such issuance or delivery shall be made unless

and until the person or entity requesting such issuance has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

4.4. Adjustments to Conversion Price for Diluting Issues.

4.4.1. Special Definitions. For purposes of this Article Fourth, the following definitions shall apply:

(a.) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or, pursuant to Section 4.4.3 of this Attachment 2 below, deemed to be issued) by the Corporation after the Original Issue Date, other than (1) the following shares of Common Stock and (2) shares of Common Stock deemed issued pursuant to the following Options and Convertible Securities (clauses (1) and (2), collectively, "Exempted Securities"):

(i) shares of Common Stock, Options or Convertible Securities issued as a dividend or distribution on Series B Preferred Stock;

(ii) shares of Common Stock, Options or Convertible Securities issued by reason of a dividend, stock split, split-up or other distribution on shares of Common Stock that is covered by Section 4.5, 4.6, 4.7 or 4.8 of this Attachment 2;

(iii) shares of Common Stock or Convertible Securities actually issued upon the exercise of Options or shares of Common Stock actually issued upon the conversion or exchange of Convertible Securities, in each case provided such issuance is pursuant to the terms of such Option or Convertible Security.

(iv) up to an aggregate of the number of shares of Common Stock issuable under any Options (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares), issued to employees or directors of, or consultants or advisors to, the Corporation or any of its subsidiaries, to the extent issued before the Original Issue Date (provided that any Options for such shares that expire or terminate unexercised or any restricted stock repurchased by the Corporation at cost shall not be counted toward such maximum number unless and until such shares are re-granted as new stock grants (or as new Options) pursuant to the terms of any such plan, agreement or arrangement).

(b.) "Convertible Securities" shall mean any evidences of indebtedness, shares or other securities directly or indirectly convertible into or exchangeable for Common Stock, but excluding Options.

(c.) "Option" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

4.4.2. No Adjustment of Conversion Price. No adjustment in the Conversion Price shall be made as the result of the issuance or deemed issuance of Additional Shares of Common Stock if the Corporation receives written notice from the Requisite Holders agreeing that no such adjustment shall be made as the result of the issuance or deemed issuance of such Additional Shares of Common Stock.

4.4.3. Deemed Issue of Additional Shares of Common Stock.

(a.) If the Corporation at any time or from time to time after the Original Issue Date shall issue any Options or Convertible Securities (excluding Options or Convertible Securities which are themselves Exempted Securities) or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible Securities, then the maximum number of shares of Common Stock (as set forth in the instrument relating thereto, assuming the satisfaction of any conditions to exercisability, convertibility or exchangeability but without regard to any provision contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date.

(b.) If the terms of any Option or Convertible Security, the issuance of which resulted in an adjustment to the Conversion Price pursuant to the terms of Section 4.4.4, of this Attachment 2 are revised as a result of an amendment to such terms or any other adjustment pursuant to the provisions

of such Option or Convertible Security (but excluding automatic adjustments to such terms pursuant to anti-dilution or similar provisions of such Option or Convertible Security) to provide for either (1) any increase or decrease in the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any such Option or Convertible Security or (2) any increase or decrease in the consideration payable to the Corporation upon such exercise, conversion and/or exchange, then, effective upon such increase or decrease becoming effective, the Conversion Price computed upon the original issue of such Option or Convertible Security (or upon the occurrence of a record date with respect thereto) shall be readjusted to such Conversion Price as would have obtained had such revised terms been in effect upon the original date of issuance of such Option or Convertible Security. Notwithstanding the foregoing, no readjustment pursuant to this clause (b) shall have the effect of increasing the Conversion Price to an amount which exceeds the lower of (i) the Conversion Price in effect immediately prior to the original adjustment made as a result of the issuance of such Option or Convertible Security, or (ii) the Conversion Price that would have resulted from any issuances of Additional Shares of Common Stock (other than deemed issuances of Additional Shares of Common Stock as a result of the issuance of such Option or Convertible Security) between the original adjustment date and such readjustment date.

(c.) If the terms of any Option or Convertible Security (excluding Options or Convertible Securities which are themselves Exempted Securities), the issuance of which did not result in an adjustment to the Conversion Price pursuant to the terms of Section 4.4.4 of this Attachment 2 (either because the consideration per share (determined pursuant to Section 4.4.5 of this Attachment 2) of the Additional Shares of Common Stock subject thereto was equal to or greater than the Conversion Price then in effect, or because such Option or Convertible Security was issued before the Original Issue Date), are revised after the Original Issue Date as a result of an amendment to such terms or any other adjustment pursuant to the provisions of such Option or Convertible Security (but excluding automatic adjustments to such terms pursuant to anti-dilution or similar provisions of such Option or Convertible Security) to provide for either (1) any increase in the number of shares of Common Stock issuable upon the exercise, conversion or exchange of any such Option or Convertible Security or (2) any decrease in the consideration payable to the Corporation upon such exercise, conversion or exchange, then such Option or Convertible Security, as so amended or adjusted, and the Additional Shares of Common Stock subject thereto (determined in the manner provided in Section 4.4.3(a) of this Attachment 2 shall be deemed to have been issued effective upon such increase or decrease becoming effective.

(d.) Upon the expiration or termination of any unexercised Option or unconverted or unexchanged Convertible Security (or portion thereof) which resulted (either upon its original issuance or upon a revision of its terms) in an adjustment to the Conversion Price pursuant to the terms of Section 4.4.4 of this Attachment 2, the Conversion Price shall be readjusted to such Conversion Price as would have obtained had such Option or Convertible Security (or portion thereof) never been issued.

(e.) If the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any Option or Convertible Security, or the consideration payable to the Corporation upon such exercise, conversion and/or exchange, is calculable at the time such Option or Convertible Security is issued or amended but is subject to adjustment based upon subsequent events, any adjustment to the Conversion Price provided for in this Section 4.4.3 of this Attachment 2 shall be effected at the time of such issuance or amendment based on such number of shares or amount of consideration without regard to any provisions for subsequent adjustments (and any subsequent adjustments shall be treated as provided in clauses (b) and (c) of this Section 4.4.3 of this Attachment 2). If the number of shares of Common Stock issuable upon the exercise, conversion and/or exchange of any Option or Convertible Security, or the consideration payable to the Corporation upon such exercise, conversion and/or exchange, cannot be calculated at all at the time such Option or Convertible Security is issued or amended, any adjustment to the Conversion Price that would result under the terms of this Section 4.4.3 of this Attachment 2 at the time of such issuance or amendment shall instead be effected at the time such number of shares and/or amount of consideration is first calculable (even if subject to subsequent adjustments), assuming for purposes of calculating such adjustment to the Conversion Price that such issuance or amendment took place at the time such calculation can first be made.

4.4.4. Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. In the event the Corporation shall at any time after the Original Issue Date issue Additional Shares of Common

Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Section 4.4.3 of this Attachment 2), without consideration or for a consideration per share less than the Conversion Price in effect immediately prior to such issuance or deemed issuance, then the Conversion Price shall be reduced, concurrently with such issue, to a price (calculated to the nearest one-hundredth of a cent) determined in accordance with the following formula:

$$CP2 = CP1* \ (A + B) \div (A + C).$$

For purposes of the foregoing formula, the following definitions shall apply:

(a.) "CP2" shall mean the Conversion Price in effect immediately after such issuance or deemed issuance of Additional Shares of Common Stock

(b.) "CP1" shall mean the Conversion Price in effect immediately prior to such issuance or deemed issuance of Additional Shares of Common Stock;

(c.) "A" shall mean the number of shares of Common Stock outstanding immediately prior to such issuance or deemed issuance of Additional Shares of Common Stock (treating for this purpose as outstanding all shares of Common Stock issuable upon exercise of Options outstanding immediately prior to such issuance or deemed issuance or upon conversion or exchange of Convertible Securities (including the Series B Preferred Stock) outstanding (assuming exercise of any outstanding Options therefor) immediately prior to such issue);

(d.) "B" shall mean the number of shares of Common Stock that would have been issued if such Additional Shares of Common Stock had been issued or deemed issued at a price per share equal to CP1 (determined by dividing the aggregate consideration received by the Corporation in respect of such issue by CP1); and

(e.) "C" shall mean the number of such Additional Shares of Common Stock issued in such transaction.

4.4.5. Determination of Consideration. For purposes of this Section 4.4 of this Attachment 2, the consideration received by the Corporation for the issuance or deemed issuance of any Additional Shares of Common Stock shall be computed as follows:

(a.) Cash and Property. Such consideration shall:

(i) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation, excluding amounts paid or payable for accrued interest;

(ii) insofar as it consists of property other than cash, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors of the Corporation; and

(iii) in the event Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration which covers both, be the proportion of such consideration so received, computed as provided in clauses (i) and (ii) above, as determined in good faith by the Board of Directors of the Corporation.

(b.) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Section 4.4.3 of this Attachment 2, relating to Options and Convertible Securities, shall be determined by dividing:

(i) The total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by

(ii) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of

such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities.

4.4.6. Multiple Closing Dates. In the event the Corporation shall issue on more than one date Additional Shares of Common Stock that are a part of one transaction or a series of related transactions and that would result in an adjustment to the Conversion Price pursuant to the terms of Section 4.4.4 of this Attachment 2, and such issuance dates occur within a period of no more than ninety (90) days from the first such issuance to the final such issuance, then, upon the final such issuance, the Conversion Price shall be readjusted to give effect to all such issuances as if they occurred on the date of the first such issuance (and without giving effect to any additional adjustments as a result of any such subsequent issuances within such period).

4.5. Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the Original Issue Date effect a subdivision of the outstanding Common Stock, the Conversion Price in effect immediately before that subdivision shall be proportionately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase in the aggregate number of shares of Common Stock outstanding. If the Corporation shall at any time or from time to time after the Original Issue Date combine the outstanding shares of Common Stock, the Conversion Price in effect immediately before the combination shall be proportionately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in the aggregate number of shares of Common Stock outstanding. Any adjustment under this Section shall become effective at the close of business on the date the subdivision or combination becomes effective.

4.6. Adjustment for Certain Dividends and Distributions. In the event the Corporation at any time or from time to time after the Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable on the Common Stock in additional shares of Common Stock, then and in each such event the Conversion Price in effect immediately before such event shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Conversion Price then in effect by a fraction:

(1) the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

(2) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution.

Notwithstanding the foregoing, (a) if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Conversion Price shall be adjusted pursuant to this Section as of the time of actual payment of such dividends or distributions; and (b) that no such adjustment shall be made if the holders of Series B Preferred Stock simultaneously receive a dividend or other distribution of shares of Common Stock in a number equal to the number of shares of Common Stock as they would have received if all outstanding shares of Series B Preferred Stock had been converted into Common Stock on the date of such event.

4.7. Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time after the Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation (other than a distribution of shares of Common Stock in respect of outstanding shares of Common Stock) or in other property and the provisions of Section 1 of this Attachment 2 do not apply to such dividend or distribution, then and in each such event the holders of Series B Preferred Stock shall receive, simultaneously with the distribution to the holders of Common Stock, a dividend or other distribution of such securities or other property in an amount equal to the amount of such securities or other property as they would have received if all outstanding shares of Series B Preferred Stock had been converted into Common Stock on the date of such event.

4.8. Adjustment for Merger or Reorganization, etc. Subject to the provisions of Section 2.3 of this Attachment 2, if there shall occur any reorganization, recapitalization, reclassification, consolidation or merger involving the Corporation in which the Common Stock (but not the Series B Preferred Stock) is converted into or exchanged for securities, cash or other property (other than a transaction covered by Sections 4.4, 4.6 or 4.7 of this Attachment 2), then, following any such reorganization, recapitalization, reclassification, consolidation or merger, each share of Series B Preferred Stock shall thereafter be convertible in lieu of the Common Stock into which it was convertible prior to such event into

the kind and amount of securities, cash or other property which a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of one (1) share of Series B Preferred Stock immediately prior to such reorganization, recapitalization, reclassification, consolidation or merger would have been entitled to receive pursuant to such transaction; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors of the Corporation) shall be made in the application of the provisions in this Section 4 of this Attachment 2 with respect to the rights and interests thereafter of the holders of the Series B Preferred Stock, to the end that the provisions set forth in this Section 4 of this Attachment 2 (including provisions with respect to changes in and other adjustments of the Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any securities or other property thereafter deliverable upon the conversion of the Series B Preferred Stock.

4.9. Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Section 4 of this Attachment 2, the Corporation at its expense shall, as promptly as reasonably practicable but in any event not later than ten (10) days thereafter, compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series B Preferred Stock a certificate setting forth such adjustment or readjustment (including the kind and amount of securities, cash or other property into which the Series B Preferred Stock is convertible) and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, as promptly as reasonably practicable after the written request at any time of any holder of Series B Preferred Stock (but in any event not later than ten (10) days thereafter), furnish or cause to be furnished to such holder a certificate setting forth (i) the Conversion Price then in effect, and (ii) the number of shares of Common Stock and the amount, if any, of other securities, cash or property which then would be received upon the conversion of Series B Preferred Stock.

4.10. Notice of Record Date. In the event:

(a.) the Corporation shall take a record of the holders of its Common Stock (or other capital stock or securities at the time issuable upon conversion of the Series B Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution, or to receive any right to subscribe for or purchase any shares of capital stock of any class or any other securities, or to receive any other security; or

(b.) of any capital reorganization of the Corporation, any reclassification of the Common Stock of the Corporation, or any Deemed Liquidation Event; or

(c.) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation,

then, and in each such case, the Corporation will send or cause to be sent to the holders of the Series B Preferred Stock a notice specifying, as the case may be, (i) the record date for such dividend, distribution or right, and the amount and character of such dividend, distribution or right, or (ii) the effective date on which such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up is proposed to take place, and the time, if any is to be fixed, as of which the holders of record of Common Stock (or such other capital stock or securities at the time issuable upon the conversion of the Series B Preferred Stock) shall be entitled to exchange their shares of Common Stock (or such other capital stock or securities) for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, transfer, dissolution, liquidation or winding-up, and the amount per share and character of such exchange applicable to the Series B Preferred Stock and the Common Stock. Such notice shall be sent at least ten (10) days prior to the record date or effective date for the event specified in such notice.

5. 5. Mandatory Conversion.

5.1. Trigger Events. Upon either (a) the closing of the sale of shares of Common Stock to the public at a price of at least $10.00 per share (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Common Stock), in a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, resulting in at least $100,000,000 of gross proceeds to the Corporation and in connection with such offering the Common Stock is listed for trading on the NASDAQ Stock Market's National Market, the New York Stock Exchange or another exchange or marketplace approved the Board of Directors or (b) the date and time, or the occurrence of an event, specified by vote or written consent of the Requisite Holders (the time of such closing or the date and time specified or the time of the event specified in such vote or written consent is referred to herein as the "Mandatory Conversion Time"), or (c) such date that the cumulative cash dividends paid per share to the holders of Series B Preferred Stock then outstanding, equals or exceeds One Hundred Percent (100%) of the Original Issue Price per share then (i) all outstanding shares of Series B Preferred Stock shall automatically be converted into shares of Common Stock, at the then effective conversion rate as calculated pursuant to Section 4.1.1 of this Attachment 2 and (ii) such shares may not be reissued by the Corporation.

5.2. Procedural Requirements. All holders of record of shares of Series B Preferred Stock shall be sent written notice of the Mandatory Conversion Time and the place designated for mandatory conversion of all such shares of Series B Preferred Stock pursuant to this Section 5 of this Attachment 2. Such notice need not be sent in advance of the occurrence of the Mandatory Conversion Time. Upon receipt of such notice, each holder of shares of Series B Preferred Stock in certificated form shall surrender his, her or its certificate or certificates for all such shares (or, if such holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate) to the Corporation at the place designated in such notice. If so required by the Corporation, any certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his, her or its attorney duly authorized in writing. All rights with respect to the Series B Preferred Stock converted pursuant to Section 5.1 of this Attachment 2, including the rights, if any, to receive notices and vote (other than as a holder of Common Stock), will terminate at the Mandatory Conversion Time (notwithstanding the failure of the holder or holders thereof to surrender any certificates at or prior to such time), except only the rights of the holders thereof, upon surrender of any certificate or certificates of such holders (or lost certificate affidavit and agreement) therefor, to receive the items provided for in the next sentence of this Section 5.2 of this Attachment 2. As soon as practicable after the Mandatory Conversion Time and, if applicable, the surrender of any certificate or certificates (or lost certificate affidavit and agreement) for Series B Preferred Stock, the Corporation shall (a) issue and deliver to such holder, or to his, her or its nominees, a certificate or certificates for the number of full shares of Common Stock issuable on such conversion in accordance with the provisions hereof and (b) pay any declared but unpaid dividends on the shares of Series B Preferred Stock converted. Such converted Series B Preferred Stock shall be retired and canceled and may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Series B Preferred Stock accordingly.

5.3. Conversion of Series B Preferred Stock. Notwithstanding any other provisions in this Certificate of Incorporation to the contrary, any conversion of shares of Series B Preferred Stock into shares of Common Stock, whether mandatory under Section 5.1 of this Attachment 2, or at the election of the holder of Series B Preferred Stock, as provided for in Section 4.1 of this Attachment 2 or any other conversion otherwise provided for in this Certificate of Incorporation, shall be convertible only into shares of Class A Common Stock, which shares of Class A Common Stock, as of the date of any such conversion, (i) shall have the same or better rights and powers (including voting, dividend and distribution rights, and rights upon any liquidation, dissolution, or winding up of the Corporation) and (ii) shall rank equal or better in all respects, to any other class or series of common stock (if authorized or issued by the Corporation, as of the date of any such conversion); further, the shares of Class A Common Stock, into which the shares of Series B Preferred Stock shall convert, shall share ratably with all other shares of Class A Common Stock in all circumstances.

6. Redeemed or Otherwise Acquired Shares. Any shares of Series B Preferred Stock that are redeemed, converted or otherwise acquired by the Corporation or any of its subsidiaries shall be automatically and immediately canceled and retired and shall not be reissued, sold or transferred. Neither the Corporation nor any of its subsidiaries may exercise any voting or other rights granted to the holders of Series B Preferred Stock following redemption, conversion or acquisition.

7. Waiver. Except as otherwise set forth herein, (a) any of the rights, powers, preferences and other terms of the Series B Preferred Stock set forth herein may be waived on behalf of all holders of Series B Preferred Stock by the affirmative written consent or vote of the holders of at least a majority of the shares of Series B Preferred Stock then outstanding and (b) at any time more than one (1) series of Series B Preferred Stock is issued and outstanding, any of the rights, powers, preferences and other terms of any series of Series B Preferred Stock set forth herein may be waived on behalf of all holders of such series of Series B Preferred Stock by the affirmative written consent or vote of the holders of at least a majority of the shares of such series of Series B Preferred Stock then outstanding.

8. Notices. Any notice required or permitted by the provisions of this Article Fourth to be given to a holder of shares of Series B Preferred Stock shall be mailed, postage prepaid, to the post office address last shown on the records of the Corporation, or given by electronic communication in compliance with the provisions of the General Corporation Law, and shall be deemed sent upon such mailing or electronic transmission.

9. Other Rights. The shares of Series B Series B Preferred Stock shall not have any rights, preferences, privileges or voting powers or relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof, other than as set forth herein or in the Certificate of Incorporation or as provided by applicable law and regulation.

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