

ELIGIBILITY

☒ **Check this box to certify that all of the following statements are true for the issuer:**

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

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

Yes      No      ☒

PRINCIPAL SECURITY HOLDERS

Name of Holder	No. and Class of Securities Now Held	% of Voting Power Prior to offering
Joseph Anthony Fagnoli	2,600,000 Class A Common, 1,000,000 Class C Common	87.46
Sean McMillen	400,000 Class A Common	4.6
Chelsey Clime	240,000 Class A Common	2.76
Renat Razumov	450,000 Class A Common	5.18

Instruction to this question

The above information must be provided as of a date that is no more than 120 days prior to the date of filing of this offering statement.

To calculate total voting power, include all securities for which the person directly or indirectly has or shares the voting power, which includes the power to vote or to direct the voting of such securities. If the person has the right to acquire voting power of such securities within 60 days, including through the exercise of any option, warrant or right, the conversion of a security, or other arrangement, or if securities are held by a member of the family, through corporations or partnerships, or otherwise in a manner that would allow a person to direct or control the voting of the securities (or share in such direction or control — as, for example, a co-trustee) they should be included as being “beneficially owned.-” You should include an explanation of these circumstances in a footnote to the “Number of and Class of Securities Now Held.” To calculate outstanding voting equity securities, assume all outstanding options are exercised and all outstanding convertible securities converted.

BUSINESS AND ANTICIPATED BUSINESS PLAN

Problem - Obesity is a growing issue in our world at the same time as food insecurity.

Solution - We are gaming fitness by incentivizing activity by rewarding our user base with RUNcoin for recording their fitness activity.

User or Customer Base - Our first market are athletic young adults, but we plan to expand widely to anyone interested in getting paid for being active.

Unique value Proposition - Our patent pending blockchain, FITchain, has been built from the ground up to support a quickly growing user base. There is no one on the market that is as far as we are in this development.

Channels - We will be pushing our apps on both iOS and Android systems simultaneously. We also have our own hardware development research taking place and partnerships with existing RFID companies.

Cost Structure - Currently we are operating on a tight budget of only \$5-10K / month, with a core-team that is dedicating to making the dream come true. We have yet to move into an office in San Diego, but we will at the earliest opportunity. We have pre-paid for outsourced development that my team currently manages. We are in pure lean start-up mode and need to

start putting money in to make sure we stay competitive with our competition that has all raised in a manner we cannot in the US as of yet.

Revenue - There are many monetization streams within the app that are all value-added for the user. The revenue will be coming from the Advertising industry and the user-base through paid upgrades. There is also the underlying cryptocurrency ecosystem that provides the company operating costs.

Success Metrics - Team Growth, partnerships, and competitors in the space are the best measure of success since we began. We recently brought on two of the 10 most trusted advisors in the blockchain space according to ICOBench, because they also see what we do, and that is a clear executable short-term path to success and a long-term vision that is a necessity for the betterment of humankind.

## RISK FACTORS

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

In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. The securities have not been recommended or approved by any federal or state securities commission or regulatory authority

Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.

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

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

### Discuss the material factors that make an investment in the issuer speculative or risky

(i) The purchase of private company stock is speculative and involves substantial risk. It is impossible to predict accurately the results to an investor from an investment in Run2Play Inc. (the "Company"), as its business is new and because of general market uncertainty. An investment in the Company should be considered a speculative investment. There is no guarantee that the Company will earn a profit either from the management and operation of the Company or from their sale. There is no assurance that an investor's capital will be returned. Each investor is encouraged to individually evaluate the risks and benefits of the investment and to make an investment decision based on his or her own evaluation. Investors are advised and encouraged to obtain independent counsel regarding the legal, financial, and tax consequences of the investment before investing.

(ii) Not Subject to Sarbanes Oxley - The Company is not subject to Sarbanes-Oxley regulations and may lack the financial controls and procedures of public companies. The Company may not have the internal control infrastructure that would meet the standards of a public company, including the requirements of the Sarbanes Oxley Act of 2002. As a privately-held (non-public) Company, the Company is currently not subject to the Sarbanes Oxley Act of 2002, and it's financial and disclosure controls and procedures reflect its status as a development stage, non-public company. There can be no guarantee that there are no significant deficiencies or material weaknesses in the quality of the Company's financial and disclosure controls and procedures. If it were necessary to implement such financial and disclosure controls and procedures, the cost to the Company of such compliance could be substantial and could have a material adverse effect on the Company's results of operations

(iii) Startup Investment Risk - Investments in small businesses and start-up companies are often risky. The Company's management may be inexperienced and investors will not be able to evaluate the Company's operating history. Small businesses may also depend heavily upon a single customer, supplier, or employee whose departure would seriously damage the company's profitability. The demand for the company's product may be seasonal or be impacted by the overall economy, or the company could face other risks that are specific to its industry or type of business. The Company may also have a hard time competing against larger companies who can negotiate for better prices from suppliers, produce goods and services

on a large scale more economically, or take advantage of bigger marketing budgets. Furthermore, a small business could face risks from lawsuits, governmental regulations, and other potential impediments to growth.

(iv) State and Federal Security Laws - The securities being offered (which include any future stock or tokens, collectively the "Securities") have not been registered under the Securities Act of 1933 (the "Securities Act"), in reliance, among other exemptions, on the exemptive provisions of article 4(2) of the Securities Act and Regulation D under the Securities Act. Similar reliance has been placed on apparently available exemptions from securities registration or qualification requirements under applicable state securities laws. No assurance can be given that any offering currently qualifies or will continue to qualify under one or more of such exemptive provisions due to, among other things, the adequacy of disclosure and the manner of distribution, the existence of similar offerings in the past or in the future, or a change of any securities law or regulation that has retroactive effect. If, and to the extent that, claims or suits for rescission are brought and successfully concluded for failure to register any offering or other offerings or for acts or omissions constituting offenses under the Securities Act, the Securities Exchange Act of 1934, or applicable state securities laws, the Company could be materially adversely affected, jeopardizing the Company's ability to operate successfully. Furthermore, the human and capital resources of the Company could be adversely affected by the need to defend actions under these laws, even if the Company is ultimately successful in its defense. Compliance with the criteria for securing exemptions under federal securities laws and the securities laws of the various states is extremely complex, especially in respect of those exemptions affording flexibility and the elimination of trading restrictions in respect of securities received in exempt transactions and subsequently disposed of without registration under the Securities Act or state securities laws.

(v) Unregistered Securities - The Securities will not be registered, and no one has passed upon either the adequacy of the disclosure contained herein or the fairness of the terms of the offering. No governmental agency has reviewed the offerings posted in this document and no state or federal agency has passed upon either the adequacy of the disclosure contained herein or the fairness of the terms of any offering. The exemptions relied upon for such offerings are significantly dependent upon the accuracy of the representations of the Investors to be made to the Company in connection with the offering. In the event that anysuch representations prove to be untrue, the registration exemptions relied upon by the Company in selling the securities might not be available and substantial liability to the Company would result under applicable securities laws for rescission or damages.

(vi) Lack of Liquidity - There has been no public or private market for the Securities, and there can be no assurance that any such market would develop in the foreseeable future. There is, therefore, no assurance that the securities can be resold at all, or near the offering price. You will be required to represent that it is acquiring such securities for investment and not with a view to distribution or resale, that it understands that the securities are not freely transferable and, in any event, that it must bear the economic risk of an investment in the securities for an indefinite period of time because the securities have not been registered under the Act or applicable state Blue Sky or securities laws. The securities cannot be resold unless they are subsequently registered or an exemption from registration is available. There is no active trading market for the securities being offered and no market may develop in the foreseeable future for any of such securities. Further, there can be no assurance that the Company will ever consummate a public offering of any of the Company's securities. Accordingly, investors must bear the economic risk of an investment in the securities for an indefinite period of time. Even if an active market develops for such securities, Rule 144 promulgated under the Securities Act ("Rule 144"), which provides for an exemption from the registration requirements under the Securities Act under certain conditions, requires, among other conditions, for resales of securities acquired in a non public offering without having to satisfy such registration requirements, a six-month holding period following acquisition of and payment in full for such securities assuming the issuer of such securities has filed periodic reports with the SEC under the Securities Exchange Act of 1934, as amended (the "Exchange Act") for a period of 90 days prior to the proposed sale. If the issuer of such securities has not made such filings, such securities will be subject to a one-year holding period before they can be resold under Rule 144. There can be no assurance that the Company will fulfill any reporting requirements in the future under the Exchange Act or disseminate to the public any current financial or other information concerning the Company, as is required by Rule 144 as part of the conditions of its availability. Accordingly, you should be prepared to hold the securities acquired in such offerings indefinitely and cannot expect to be able to liquidate any or all of their investment even in case of an emergency. In addition, any proposed transfer must comply with restrictions on transfer imposed by the Company and by federal and state securities laws. The Company may permit the transfer of such securities out of a subscriber's name only when his or her request for transfer is accompanied by an opinion of counsel reasonably satisfactory to the Company that neither the sale nor the proposed transfer results in a violation of the Securities Act or any applicable state securities or "blue sky" laws. THERE CAN BE NO ASSURANCE THAT THE COMPANY WILL EVER FILE A REGISTRATION STATEMENT TO REGISTER SUCH SECURITIES, THAT SUCH REGISTRATION STATEMENT WILL BECOME EFFECTIVE, OR THAT ONCE EFFECTIVE, SUCH EFFECTIVENESS WILL BE MAINTAINED.

(vii) Limited Operating History - The Company has limited operating history. The Company is still in an early phase, and is just beginning to implement its business plan. There can be no assurance that it will ever operate profitably.

(viii) Additional Capital May Be Needed - The Company may need additional capital, which may not be available. The Company may require funds in excess of its existing cash resources to fund operating deficits, develop new products or services, establish and expand its marketing capabilities, and finance general and administrative activities. Due to market conditions at the time the Company may need additional funding, or due to its financial condition at that time, it is possible that the Company will be unable to obtain additional funding as and when it needs it. If the Company is unable to obtain additional funding, it may not be able to repay debts when they are due and payable. If the Company is able to obtain capital it may be on

unfavorable terms or terms which excessively dilute then-existing equity holders. If the Company is unable to obtain additional funding as and when needed, it could be forced to delay its development, marketing and expansion efforts and, if it continues to experience losses, potentially cease operations.

(ix) Offering Price - The offering price of the securities have been arbitrarily determined and may not be indicative of its actual value or future market prices. The offering price was not established in a competitive market, but was determined by the Company.

(x) Management Discretion - The Company's management may have broad discretion in how the Company use the net proceeds of an offering. Unless the Company has agreed to a specific use of the proceeds from an offering, the Company's management will have considerable discretion over the use of proceeds from their offering. You may not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately.

(xi) Operations and Growth - The Company may not be able to manage its potential growth. For the Company to succeed, it needs to experience significant expansion. There can be no assurance that it will achieve this expansion.

(xii) Competition - The Company faces significant competition. The Company faces competition from other companies, some of which might have received more funding than the Company has. One or more of the Company's competitors could offer services similar to those offered by the Company at significantly lower prices, which would cause downward pressure on the prices the Company would be able to charge for its services. If the Company is not able to charge the prices it anticipates charging for its services, there may be a material adverse effect on the Company's results of operations and financial condition. In addition, while the Company believes it is well-positioned to be the market leader in its industry, the emergence of one of its existing or future competitors as a market leader may limit the Company's ability to achieve national brand recognition, which could also have a material adverse effect on the Company's results of operations and financial condition.

(xiii) Market Acceptance - The Company's growth relies on market acceptance. While the Company believes that there will be significant customer demand for its products/services, there is no assurance that there will be broad market acceptance of the Company's offerings.

(xiv) Corporate Governance - Because the Company's founders, directors and executive officers may be among the Company's largest stockholders, they can exert significant control over the Company's business and affairs and have actual or potential interests that may depart from those of subscribers in the offering. Additionally, the holdings of the Company's directors and executive officers may increase in the future upon vesting or other maturation of exercise rights under any of the options or warrants they may hold or in the future be granted or if they otherwise acquire additional interest in the Company. The interests of such persons may differ from the interests of the Company's other stockholders, including purchasers of securities in the offering.

(xv) Financial Statements - The Company may not have audited financial statements nor is it required to provide investors with any annual audited financial statements or quarterly unaudited financial statements.

(xvi) Risks Related to Future Tokens. Any future utility tokens will be distributed to purchasers thereof pursuant to a future distribution contract. The Company makes no representations or warranties, express or implied, including, without limitation, any warranties of title or implied warranties of merchantability or fitness for a particular purpose with respect to the distribution contract or the future utility tokens or their utility, or the ability of anyone to purchase or use the tokens for any purpose. The Company does not make any representation or warranty that the process of receiving the future utility tokens will be reliable and error-free. The Company may never develop a distributed ledger business model, may never develop any utility tokens or may never receive tokens.

(xvii) Until recently, little or no regulatory attention has been directed toward blockchain technologies by U.S. federal and state governments, foreign governments and self-regulatory agencies. As blockchain technology and cryptocurrencies have grown in popularity and in market size, the U.S. Congress and certain U.S. agencies (e.g., FinCEN and the Federal Bureau of Investigation) have begun to examine the operations of the Bitcoin network and other blockchain technologies, blockchain users and the various cryptocoin exchange markets. Local state regulators such as the California Department of Financial Institutions and the New York State Department of Financial Services have also initiated examinations of Bitcoin and other cryptocurrencies. Additionally, a U.S. federal magistrate judge in the U.S. District Court for the Eastern District of Texas has ruled that "Bitcoin is a currency or form of money," although there is no indication yet whether other courts or federal or state regulators will follow the federal magistrate's opinion. There is a possibility of future regulatory change altering, perhaps to a material extent, the nature of an investment in the Securities or the ability of the Company to continue to operate. Currently, neither the SEC nor the CFTC has formally asserted regulatory authority over cryptocoin network or cryptocoin trading and ownership.

(xviii) Regulation of tokens (including any future utility token created by the Company) and token offerings such as this, cryptocurrencies, blockchain technologies, and cryptocurrency exchanges currently is undeveloped and likely to rapidly evolve, varies significantly among international, federal, state and local jurisdictions and is subject to significant uncertainty.

Various legislative and executive bodies in the United States and in other countries may in the future, adopt laws, regulations, guidance, or other actions, which may severely impact the development and growth of any distributed ledger network developed by the Company and the adoption and utility of the future utility tokens. Failure by the Company, to comply with any laws, rules and regulations, some of which may not exist yet or are subject to interpretation and may be subject to change, could result in a variety of adverse consequences, including civil penalties and fines.

(xix) The regulation of non-currency use of blockchain assets is also uncertain. The CFTC has publicly taken the position that certain blockchain assets are commodities, and the SEC has issued a public report stating federal securities laws require treating some blockchain assets as securities. To the extent that a domestic government or quasi-governmental agency exerts regulatory authority over a blockchain network or asset, the Company Network and any future utility tokens may be materially and adversely affected.

(xx) Blockchain networks also face an uncertain regulatory landscape in many foreign jurisdictions such as the European Union, China and Russia. Various foreign jurisdictions may, in the near future, adopt laws, regulations or directives that affect the ecosystem for any future utility tokens. Such laws, regulations or directives may conflict with those of the United States or may directly and negatively impact our business. The effect of any future regulatory change is impossible to predict, but such change could be substantial and materially adverse to the development and growth of a ecosystem and the adoption and utility of any future tokens. New or changing laws and regulations or interpretations of existing laws and regulations, in the United States and other jurisdictions, may materially and adversely impact the value of the currency in which any future utility tokens may be exchanged, the value of the distributions that may be made by the ecosystem, the liquidity of any future utility token, the ability to access marketplaces or exchanges on which to trade such, and the structure, rights and transferability of any tokens.

(xxi) Although currently cryptocurrencies are not regulated or are lightly regulated in most countries, including the United States, one or more countries may take regulatory actions in the future that severely restricts the right to acquire, own, hold, sell or use cryptocurrencies or to exchange cryptocurrencies for fiat currency. Such an action may also result in the restriction of ownership, holding or trading in any future tokens or the Company's capital stock. Such a restriction could result in the termination and liquidation of the Company at a time that is disadvantageous to Purchasers, or may adversely affect an investment in the Company.

(xxii) There is no assurance that the Company will develop a blockchain or distributed ledger technology or business model. If the Company does develop a blockchain or distributed ledger business solution or network, it is possible that the ecosystem and network will not be used by a large number of individuals, companies and other entities or that there will be limited public interest in the creation and development of distributed ecosystems more generally or distributed applications to be used on the ecosystem. Such a lack of use or interest could negatively impact the development of any future utility token ecosystem and therefore the potential utility of tokens.

**Instruction to this Question**

Avoid generalized statements and include only those factors that are unique to the issuer. Discussion should be tailored to the issuer's business and the offering and should not repeat the factors addressed in the legends set forth above. No specific number of risk factors is required to be identified. Add additional lines and number as appropriate.

**WHAT IS THE PURPOSE OF THIS OFFERING?**

We are looking for working capital and the necessary funds to receive a letter of no action from the SEC in order to lawfully pursue an initial coin offering or Security Token Offering.

**HOW DOES THE ISSUER INTEND TO USE THE PROCEEDS OF THIS OFFERING?**

	If target amount offering sold	%	If maximum amount sold	%
Total Proceeds	\$50,000	100%	\$750,000	100%
Less: Offering Expenses				
Umergence LLC	\$2,500	5%	\$50,000	6.67%
Estimated 3rd Party Expenses	\$1,100	2.2%	\$5,000	0.67%
Total Offering Expenses	\$3,600.00	7.2%	\$55,000.00	7.33%
	If target amount offering sold	%	If maximum amount sold	%
Net Proceeds	\$46,400.00	92.8%	\$749,992.67	92.67%
Web Development	\$4,640	9.28%	\$28,350	3.78%
Legal & SEC Compliance	\$13,920	27.84%	\$189,000	25.2%
Marketing & Advertising	\$18,560	37.12%	\$283,500	37.8%
Payroll	\$4,640	9.28%	\$28,350	3.78%
Security	\$4,640	9.28%	\$28,350	3.78%
Hardware Development	\$0	0%	\$236,250	31.5%
Future App Development	\$0	0%	\$66,150	8.82%
Merchant Market	\$0	0%	\$47,250	6.3%
Research	\$0	0%	\$18,900	2.52%



	If target amount offering sold	%	If maximum amount sold	%
Infrastructure	\$0	0%	\$18,900	2.52%
<b>Total Use Of Net Proceeds</b>	\$46,400.00	92.8%	\$945,000.00	126%

Instruction to this question

To calculate total voting power, include all securities for which the person directly or indirectly has or shares the voting power, which includes the power to vote or to direct the voting of such securities. If the person has the right to acquire voting power of such securities within 60 days, including through the exercise of any option, warrant or right, the conversion of a security, or other arrangement, or if securities are held by a member of the family, through corporations or partnerships, or otherwise in a manner that would allow a person to direct or control the voting of the securities (or share in such direction or control — as, for example, a co-trustee) they should be included as being “beneficially owned.-” You should include an explanation of these circumstances in a footnote to the “Number of and Class of Securities Now Held.” To calculate outstanding voting equity securities, assume all outstanding options are exercised and all outstanding convertible securities converted.

HOW WILL THE ISSUER COMPLETE THE TRANSACTION AND DELIVER SECURITIES TO THE INVESTORS?

Upon requesting an investment amount through the Umergence website, the investor will execute an investment contract with the issuer (the "Subscription Agreement") using the investor's electronic signature. The investor must transfer funds from a source that is accepted by Umergence LLC into an escrow account held with a third party trust agent on behalf of the issuer. The investor will receive emailed confirmation of the commitment. The issuer may hold a series of closings at which it will receive the funds from the escrow agent and issue the shares to investors. All investments will be in book entry form. The investor will not receive a certificate representing his or her investment. Each investment will be recorded in the issuer's books and records and recorded in each investors' "financials" screen on the Umergence website. If the Issuer reaches the target offering amount prior to the deadline identified in the offering materials it may close the offering early if it provides notice about the new offering deadline at least five business days prior to such new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). Investors will be notified when the issuer meets its target offering amount. Thereafter, the issuer may conduct additional closings until the offering deadline. If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.

HOW CAN AN INVESTOR CANCEL AN INVESTMENT COMMITMENT?

Investors may cancel an investment commitment until 48 hours prior to the deadline identified in these offering materials. The intermediary will notify investors when the target offering amount has been met. If the issuer reaches the target offering amount prior to the ddline identified in the offering materials, it may close the offering early if it provides notice about the new offering deadline at least five business days prior to such new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). If an investor does not cancel an investment commitment before the 48-hour period prior to the offering deadline, the funds will be released to the issuer upon



closing of the offering and the investor will receive securities in exchange for his or her investment. If an investor does not reconfirm his or her investment commitment after a material change is made to the offering, the investor' investment commitment will be cancelled and the committed funds will be returned.

THE OFFERING

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

Run2Play Inc is offering shares of Preferred Stock on a "best efforts, all-or-none" basis with respect to the Minimum Offering Amount (\$50,000) and on a "best efforts" basis with respect to the Maximum Offering Amount (\$750,000). Each Share will be sold at a purchase price of \$1.00 per share. The minimum investment amount per investor is \$7,500.

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

Yes      No ☒

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

Yes      No ☒

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

- (a) Any provision of this instrument may be amended, waived, or modified only upon written consent of the Company and the Investor.
- (b) Any notice required or permitted by this instrument will be deemed sufficient when delivered personally or by overnight courier or sent by email to the relevant address listed on the signature page, or 48 hours after being deposited in the U.S. mail as certified or registered mail with postage prepaid, addressed to the party to be notified at such party's address listed on the signature page, as subsequently modified by written notice.

TRANSFER OF THE SECURITIES BEING OFFERED

All of the securities sold in this offering will be issued pursuant to exemptions from registration under the Securities Act. All such shares will constitute restricted securities as that term is defined by Rule 144 of the Securities Act.

Restricted securities may not be sold except pursuant to an effective registration statement filed by the issuer or an applicable exemption from registration, including an exemption under Rule 144 promulgated under the Securities Act.

In general, under Rule 144 as currently in effect, a person (or persons whose shares are aggregated), other than a person who has been an affiliate of the Company within a 90-day period prior to the date of sale, who owns shares that were purchased from the issuer (or any affiliate), may sell such shares after a holding period of at least six months in compliance with the applicable requirements of Rule 144. Following a holding period of one year, non-affiliates may sell shares subject to reduced requirements as set forth in Rule 144.

Affiliates of the issuer are subject to similar restrictions, together with certain additional restrictions that they will only be entitled to sell within any three-month period a number of shares that does not exceed 1% of the then outstanding shares of our common stock. Additional requirements are also applicable to Affiliate sales following a holding period of one year. Sales under Rule 144 are also subject to certain manner of sale provisions, notice requirements and the availability of current public information about the issuer.

DESCRIPTIONS OF ISSUER'S SECURITIES

Class of Security	Securities Authorized	Securities Outstanding	Voting Rights	Other Rights
Preferred Stock				
Preferred Stock	2,000,000.00	1,250,000.00	No	No

Class of Security	Securities Authorized	Securities Outstanding	Voting Rights	Other Rights
Common Stock				
Class A Common Stock	4,500,000.00	3,690,000.00	Yes	No
Class B Common Stock	2,500,000.00	810,000.00	No	No
Class C Common Stock	1,000,000.00	1,000,000.00	Yes	Yes

Securities Reserved for Issuance upon Exercise or Class of Security Conversion	
Warrants	N/A
Options	N/A
Other Rights	N/A

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

The Board of Directors may authorize and issue a new series of Preferred Stock, with rights, preferences and privileges that are senior to the rights, preferences and privileges of the Preferred Stock. In addition, the holders of a majority of the outstanding shares of Preferred Stock may agree to waive certain of the rights, preferences and privileges of the Preferred Stock.

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



Yes    No

Voting Rights of Common Stock Classes: (a) Each holder of shares of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation. (b) Each holder of shares of Class B Common Stock shall be entitled to no (0) votes for each share of Class B Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation. (c) Each holder of shares of Class C Common Stock shall be entitled to five (5) votes for each share of Class C Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation.

**How could the exercise of rights held by principal shareholders affect the purchasers of the securities being offered?**

As holders of a majority-in-interest of voting rights in the Company, the shareholders may make decisions with which the Investor disagrees, or that negatively affect the value of the Investor’s securities in the Company, and the Investor will have no recourse to change these decisions. The Investor’s interests may conflict with those of other investors, and there is no guarantee that the Company will develop in a way that is optimal for or advantageous to the investor.

For example, the shareholders may change the terms of the operating agreement for the company, change the terms of the securities issued by the Company, change the management of the Company, and even force out minority holders of securities. The shareholders may make changes that affect the tax treatment of the Company in ways that are unfavorable to you but favorable to them. They may also vote to engage in new offerings and/or to register certain of the Company’s securities in a way that negatively affects the value of the securities the investor owns. Other holders of securities of the Company may also have access to more information than the Investor, leaving the Investor at a disadvantage with respect to any decisions regarding the securities he or she owns.

In cases where the rights of holders of convertible debt, SAFES, or other outstanding options or warrants are exercised, or if new awards are granted under our equity compensation plans, an Investor’s interest in the Company may be diluted. This means that the pro-rata portion of the Company represented by the Investor’s securities will decrease, which could also diminish the Investor’s voting and/or economic rights. In addition, as discussed above, if a majority-in-interest of holders of securities with voting rights cause the Company to issue additional equity, an Investor’s interest will typically also be diluted.

Based on the risk that an investor’s rights could be limited, diluted or otherwise qualified, the Investor could lose all or part of his or her investment in the securities in this offering, and may never see positive returns.

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

The offering price for the securities offered pursuant to this offering has been determined arbitrarily by the Company, and does not necessarily bear any relationship to the Company’s book value, assets, earning or other generally accepted valuation criteria. In determining the offering price, the Company did not employ investment banking firms or other outside organizations to make an independent appraisal or evaluation. Accordingly, the offering price should not be considered to be indicative of the actual value of the

securities offered hereby.

Because there will likely be no public market for our securities prior to an initial public offering or similar liquidity event, the price of the Preferred Stock that Investors will receive, and/or the total value of the Company’s capitalization, will be determined by our board of directors.

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

The marketability and value of the Investor’s interest in the Company will depend upon many factors outside the control of the Investor. The company will be managed by its officers and be governed in accordance with the strategic direction and decision-making of its Board of Directors, and the Investor will have no independent right to name or remove an officer or member of the Board of Directors of the Company.

**What are the risks to purchasers associated with corporate actions including:**

- additional issuances of securities,
- issuer repurchases of securities,
- a sale of the issuer or of assets of the issuer,
- transactions with related parties?

Following the Investor’s investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured.

Issuer repurchases of securities – The Company may have authority to repurchase its securities from shareholders, which may serve to decrease any liquidity in the market for such securities, decrease the percentage interests held by other similarly situated investors to the Investor, and create pressure on the Investor to sell its securities to the Company concurrently.

A sale of the issuer or of assets of the issuer – As a minority owner of the Company, the Investor will have limited or no ability to influence a potential sale of the Company or a substantial portion of its assets. Thus, the Investor will rely upon the executive management of the Company and the Board of Directors of the Company to manage the Company so as to maximize value for shareholders. Accordingly, the success of the Investor’s investment in the Company will depend in large part upon the skill and expertise of the executive management of the Company and the Board of Directors of the Company. If the Board of Directors of the Company authorizes a sale of all or part of the Company, or a disposition of a substantial portion of the Company’s assets, there can be no guarantee that the value received by the Investor, together with the fair market value remaining in the Company, will be equal to or exceed the value of the Investor’s initial investment in the Company.

Transactions with related parties – The Investor should be aware that there will be occasions when the Company may encounter potential conflicts of interest in its operations. On any issue involving conflicts of interest, the executive management and Board of Directors of the Company will be guided by their good faith judgement as to the Company’s best interests. The Company may engage in transactions with affiliates, subsidiaries or other related parties, which may be on terms which are not arm’s-length, but will be in all cases consistent with the duties of the management of the Company to its shareholders. By acquiring an interest in the Company, the Investor will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

**Are there any indebtedness or security of the issuer?**

Yes      No ☒

**Was or is the issuer or any entities controlled by or under common control with the issuer a party to any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, where the amount involved exceeds five percent of the aggregate amount of capital raised by the issuer in reliance on Section 4(a)(6) of the Securities Act during the preceding 12-month period, including the amount the issuer seeks to raise in the current offering, in which any of the following persons had or is to have a direct or indirect material interest**

- 1. any director or officer of the issuer;
- 2. any person who is, as of the most recent practicable date, the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power;
- 3. if the issuer was incorporated or organized within the past three years, any promoter of the issuer; or
- 4. any immediate family member of any of the foregoing persons.

Yes      No ☒

FINANCIAL CONDITION OF THE ISSUER

**\* Does the issuer have an operating history?**

Yes      No ☒

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

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and the related notes and other financial information included elsewhere in this offering. Some of the information contained in this discussion and analysis, including information regarding the strategy and plans for our business, includes forward-looking statements that involve risks and uncertainties. You should review the "Risk Factors" section for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

**Overview**  
The fitness market alone in the US is over \$60Bn and is growing year over year. When you add in the healthcare and gaming markets, the market size heads towards the \$500+ Bn worldwide. Incorporating blockchain technology in the mix, we can potentially see returns and liquidity for our investors post coin offering.

**Milestones**  
Run2Play Inc. was incorporated in the State of Delaware in July 7th 2016.  
Since then, we have:

- Added Advising Team, including two of the top 10 people in blockchain according to ICObench
- WhitePapers and first Proof-of-concepts were developed
- Website Launched
- Hired Design & Marketing Team
- Added 3 Blockchain Engineers
- First Marketing Commercial was released
- Partnered with Infinuum to handle software development
- Partnered with Accubits to handle blockchain development
- Hired a CTO with 16 years of experience from IBM
- Sponsored Coin Agenda Caribbean
- Completed App Design
- Created Partnership with RFID manufacturer to help schools and townships raise money from their fitness programs
- Created Engineering Partnership
- Attended Consensus
- Created a Non-Profit Technology Partnership
- Presented @ San Diego Crypto Con Historical Results of Operations

- Revenues in 2017 were created through consultancy in order to fuel the project development. In 2018, we have focused 100% on Run2Play and have removed this source of revenue.  
-Assets. As of 6/1/2018 the company has \$250K of prepaid software and blockchain development assets as well as \$40K in cash. As of the end of Last year we had just under \$100k of assets including \$30k in cash.  
Net Loss. Run2Play reported no losses in either of the previous two years.

**Liquidity & Capital Resources** To date, Run2Play has been personally financed by our CEO & Founder as well as through friends, family, and strategic technology partnerships. After the conclusion of this Offering, should we hit our minimum funding target, our projected runway is 6 months before we need to raise further capital. We plan to use the proceeds as set forth in this Offering under "Use of Funds". We don't have any other sources of capital in the immediate future. We will likely require additional financing after the initial launch for additional marketing, advertising, hiring, and user acquisition.

**Runway & short/Mid Term Expenses** We have about \$40k cash on hand on 6/1/2018 and our Product Development schedule prepaid through the end of Q1 2019. Our monthly operational expenses average \$10k at minimum... Our intent is to be profitable in 18 months...no material changes since we completed our financials other than as stated above. Over the next 3-6 months many of our part-time members of the founding team will come on full-time with minimum base salaries of \$3000 / month. We will also be moving into a small office in San Diego to get the team into a single place to help push forward and keep momentum going. The tools in which we can use to help enrich and organize the company will be added to our monthly expense and our burn rate will change to roughly \$50k / month. Also, the additional legal expense associated with getting a letter of no action from the SEC due to our cryptocurrency offering will likely cost upwards of \$250k.



STAKEHOLDER ELIGIBILITY

With respect to the issuer, any predecessor of the issuer, any affiliated issuer, any director, officer, general partner or managing member of the issuer, any beneficial owner of 20 percent or more of the issuer’s outstanding voting equity securities, any promoter connected with the issuer in any capacity at the time of such sale, any person that has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with such sale of securities, or any general partner, director, officer or managing member of any such solicitor, prior to **May 16, 2016:**

**1. Has any such person been convicted, within 10 years (or five years, in the case of issuers, their predecessors and affiliated issuers) before the filing of this offering statement, of any felony or misdemeanor:**

**I. in connection with the purchase or sale of any security?**

Yes      No ☒

**II. involving the making of any false filing with the Commission?**

Yes      No ☒

**II. involving the making of any false filing with the Commission?**

Yes      No ☒

**2. Is any such person subject to any order, judgment or decree of any court of competent jurisdiction, entered within five years before the filing of the information required by Section 4A(b) of the Securities Act that, at the time of filing of this offering statement, restrains or enjoins such person from engaging or continuing to engage in any conduct or practice:**

**I. in connection with the purchase or sale of any security?**

Yes No ☒

**II. involving the making of any false filing with the Commission?**

Yes No ☒

**III. arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities?**

Yes No ☒

**3. Is any such person subject to a final order of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that:**

**I. at the time of the filing of this offering statement bars the person from:**

**A. association with an entity regulated by such commission, authority, agency or officer?**

Yes No ☒

**B. engaging in the business of securities, insurance or banking?**

Yes No ☒

**C. engaging in savings association or credit union activities?**

Yes No ☒

**II. constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative or deceptive conduct and for which the order was entered within the 10-year period ending on the date of the filing of this offering statement?**

Yes No ☒

**4. Is any such person subject to an order of the Commission entered pursuant to Section 15(b) or 15B(c) of the Exchange Act or Section 203(e) or (f) of the Investment Advisors Act of 1940 that, at the time of the filing of this offering statement:**

**I. suspends or revokes such person’s registration as a broker, dealer, municipal securities dealer, investment adviser or funding portal?**

Yes      No ☒

**II. places limitations on the activities, functions or operations of such person?**

Yes      No ☒

**III. bars such person from being associated with any entity or from participating in the offering of any penny stock?**

Yes      No ☒

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

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

Yes      No ☒

**II. Section 5 of the Securities Act?**

Yes      No ☒

**6. Is any such person suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade?**

Yes

No



**7. Has any such person filed (as a registrant or issuer), or was any such person or was any such person named as an underwriter in, any registration statement or Regulation A offering statement filed with the Commission that, within five years before the filing of this offering statement, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is any such person, at the time of such filing, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued?**

Yes

No



**8. Is any such person subject to a United States Postal Service false representation order entered within five years before the filing of the information required by Section 4A(b) of the Securities Act, or is any such person, at the time of filing of this offering statement, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?**

Yes

No

