CITYZENITH HOLDINGS INC.
2506 NORTH CLARK ST. #235
CHICAGO, IL 60614, USA
www.cityzenith.com

RISK FACTORS

The SEC requires that we identify risks that are specific to our business and financial condition. We are subject to all of the same risks impacting small, early stage businesses, including risks relating to economic downturns, political and economic events, and technological developments (such as hacking and the ability to prevent hacking). Additionally, early-stage companies are inherently riskier than more developed companies. You should consider general risks as well as specific risks when deciding whether to invest in our Company.

General Risks Related to Current Market Conditions.

The Current Coronavirus Pandemic May Adversely Affect the Global Economy and the Company's Operations

As has been widely reported, the emergence of a novel coronavirus (SARS-CoV-2) and a related respiratory disease (COVID-19) in China resulted in the spread to additional countries throughout the world, including the United States, leading to a global pandemic.

The COVID-19 pandemic has led to severe disruptions and volatility in the global supply chain, market and economies, and those disruptions have since intensified and will likely continue for some time. Concern about the potential effects of COVID-19 and the effectiveness of measures being put in place by global governmental bodies at various levels as well as by private enterprises (such as workplaces, trade groups, amateur and professional sports leagues and conferences, places of worship, schools and retail establishments, among others) to contain or mitigate the spread of COVID-19 have adversely affected economic conditions and markets globally, and have led to significant, sustained and unprecedented volatility in the financial markets. Measures implemented in the United States to limit the spread of COVID-19, such as quarantines, event cancellations and social distancing, will significantly limit economic activity. There can be no assurance that such measures or other additional measures implemented from time to time will be successful in limiting the spread of the virus and what effect those measures will have on the economy generally or on the Company.

There can be no assurance that any measures undertaken by the federal government, or by state or local governments, will be effective to mitigate the negative near-term and potentially longer-term impact of the COVID-19 pandemic on employment, real estate development, construction and the global economy more generally.

Many businesses have moved to a remote working environment, temporarily suspended operations, laid-off or furloughed a significant percentage of their workforce or shut down completely. Other businesses have transitioned or may in the future transition all or a substantial portion of their operations to remote working environments (as a result of state or local requirements or otherwise in response to the COVID-19 pandemic). Although the Company had already implemented a remote work environment, there is no assurance that the continued remote working environment will not have a material adverse impact on the Company or its customers, which may adversely impact the Company and its operations.

Turbulence in the Financial Markets, the Mortgage Market and the Economy May Adversely Affect the Performance and/or Market Value of the Company and the Shares

Continued concerns about the effects of the spread of SARS-CoV-2 and the stability of the real estate development and construction estate markets in the United States and economic conditions in the United States, Europe and the Asia-Pacific region generally have contributed to increased market volatility and diminished growth expectations for the U.S. economy. Although the U.S. economy emerged from recession previously, other, possibly more severe, recessions and/or economic bubbles (and subsequent market devaluation) may ensue as a result of the COVID-19 pandemic or due to some other cause.

Particular uncertainty persists regarding the prospects for growth in the U.S. economy, and a number of factors have contributed to this uncertainty, including the coronavirus pandemic, increased unemployment, rising government debt levels, prospective Federal Reserve policy shifts, changing U.S. consumer spending patterns, recently adopted and pending regulations (including with respect to asset-backed securitization), political instability and changing expectations for inflation and deflation. Income growth and employment prospects affect mortgagors' ability to repay mortgage loans, and there is risk that economic activity could be weaker than anticipated. Furthermore, several state and local governments in the United States are experiencing, and may continue to experience, severe budgetary strain. Any or all of the circumstances described above may lead to further volatility in or disruption of the economies, markets and industries, including the industry in which the Company operates. Moreover, other types of events may affect financial markets, such as war, revolt, insurrection, armed conflict, terrorism, political crisis, natural disasters, pandemics, such as coronavirus, and man-made disasters.

Risks Related to the Company's Business and Industry

We have a limited operating history upon which you can evaluate our performance, and accordingly, our prospects must be considered in light of the risks that any new company encounters.

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. The likelihood of its success should be considered in light of the problems, expenses, difficulties, complications and delays usually encountered by companies in their early stages of development. The Company may not be successful in attaining the objectives necessary for it to overcome these risks and uncertainties.

The amount of capital the Company is attempting to raise in this Offering may not be enough to sustain the Company's current business plan.

In order to achieve the Company's near and long-term goals, the Company may need to procure funds in addition to the amount raised in the Offering. There is no guarantee the Company will be able to raise such funds on acceptable terms or at all. If we are not able to raise sufficient capital in the future, we may not be able to execute our business plan, our continued operations will be in jeopardy and we may be forced to cease operations and sell or otherwise transfer all or substantially all of our remaining assets, which could cause an investor to lose all or a portion of his or her investment.

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.

The services we sell are advanced, and we need to rapidly and successfully develop and introduce new products in a competitive, demanding and rapidly changing environment.

To succeed in our intensely competitive industry, we must continually improve, refresh and expand our services offerings to include newer features, functionality or solutions, and keep pace with price-to-performance gains in the industry. Shortened product life cycles due to customer demands and competitive pressures impact the pace at which we must introduce and implement new technology. This requires a high level of innovation by both our software developers and the suppliers of the third-party software components included in our systems. In addition, bringing new solutions to the market entails a costly and lengthy process, and requires us to accurately anticipate customer needs and technology trends. We must continue to respond to market demands, develop leading technologies and maintain leadership in analytic data solutions performance and scalability, or our business operations may be adversely affected.

We must also anticipate and respond to customer demands regarding the compatibility of our current and prior offerings. These demands could hinder the pace of introducing and implementing new technology. Our future results may be affected if our products cannot effectively interface and perform well with software products of other companies and with our customers' existing IT infrastructures, or if we are unsuccessful in our efforts to enter into agreements allowing integration of third-party technology with our database and software platforms. Our efforts to develop the interoperability of our products may require significant investments of capital and employee resources. In addition, many of our principal products are used with products offered by third parties and, in the future, some vendors of non-Company products may become less willing to provide us with access to their products, technical information and marketing and sales support. As a result of these and other factors, our ability to introduce new or improved solutions could be adversely impacted and our business would be negatively affected.

Our business could be negatively impacted by cyber security threats, attacks and other disruptions.

Like others in our industry, we continue to face advanced and persistent attacks on our information infrastructure where we manage and store various proprietary information and sensitive/confidential data relating to our operations. These attacks may include sophisticated malware (viruses, worms, and other malicious software programs) and phishing emails that attack our products or otherwise exploit any security vulnerabilities. These intrusions sometimes may be zero-day malware that are difficult to identify because they are not included in the signature set of commercially available antivirus scanning programs. Experienced computer programmers and hackers may be able to penetrate our network security and misappropriate or compromise our confidential information or that of our customers or other third parties, create system disruptions, or cause shutdowns. Additionally, sophisticated software and applications that we produce or procure from third parties may contain defects in design or manufacture, including "bugs" and other problems that could unexpectedly interfere with the operation of the information infrastructure. A disruption, infiltration or failure of our information infrastructure systems or any of our data centers as a result of software or hardware malfunctions, computer viruses, cyber-attacks, employee theft or misuse, power disruptions, natural disasters or accidents could cause breaches of data security, loss of critical data and performance delays, which in turn could adversely affect our business operations.

Hacking, interruptions, disruption, cyberattack, or other breach in the security of an information technology system or infrastructure that the Company utilizes could adversely affect our business and reputation and increase our costs.

The Company's information systems store and process confidential user, employee, and other sensitive personal and business data, and therefore maintaining the Company's network security is of critical importance. The Company uses third-party technology and systems for a variety of information systems operations, including encryption and authentication technology, employee email, domain name registration, content delivery to customers, back-office support, and other functions. The Company's systems, and those of third parties upon which its business relies, may be vulnerable to interruption or damage that could result from natural disasters, fires, power outages, acts of terrorism or other similar events, or from deliberate attacks such as computer hacking, computer viruses, worms or other destructive or disruptive software, process breakdowns, denial of service attacks, malicious social engineering or other malicious activities, or any combination of the foregoing.

Such an event could result in a disruption of the Company's services or improper disclosure of personal data or confidential information, which could harm the Company's reputation, require it to expend resources to remedy such a security breach or defend against further attacks, divert management's attention and resources, or subject the Company to liability under laws that protect personal data, resulting in increased operating costs or loss of revenue.

The Company has implemented controls and taken other preventative measures designed to strengthen its systems against disruptions and attacks, including measures designed to reduce the impact of a security breach at its third-party vendors. Although the costs of the controls and other measures the Company has taken to date have not had a material effect on its financial condition, results of operations, or liquidity, there can be no assurance as to the cost of additional controls and measures that the Company may conclude are necessary in the future.

Interruptions or delays in services from the Company's third-party data center hosting facilities or cloud computing platform providers could impair the delivery of our services and harm the Company's business.

currently serves its customers from third-party data center hosting facilities and cloud computing platform providers located in the United States and other countries. Any damage to, or failure of, these systems generally could result in interruptions in the Company's services. Interruptions in the Company's services could cause the Company to issue credits or pay penalties, cause customers to terminate their use of the Company's services, and/or adversely affect the Company's attrition rates and its ability to attract new customers, all of which would reduce the Company's revenue. The Company's business would also be harmed if its customers and potential customers believe the Company's services are unreliable.

The Company's success depends on its ability to respond and adapt to changes in technology and consumer behavior.

Changes in technology and consumer behavior pose a number of challenges that could adversely affect the Company's business. For example, among others:

- The Company may be unable to expand the use of its services to other platforms that its users may find more appropriate;
- There may be changes in client sentiment about the quality or usefulness of the Company's services; and
- Newer products may lead to pricing restrictions and a reduction of distribution control by the Company.

Responding to these challenges may require significant investment. There can be no assurance that the Company will be able to raise the funds necessary to make these investments on commercially reasonable terms or at all.

Potential for new or existing services could be eroded by competition.

Any continued future success that the Company might enjoy will depend upon many factors, including factors beyond the control of the Company and/or which cannot be predicted at this time. These factors may include, but are not limited to: changes in or increased levels of competition, including the entry of additional competitors and increased success by existing competitors; changes in general economic conditions; and reduced margins caused by competitive pressures. These conditions could have a material adverse effect upon the Company's business, operating results, and financial condition.

Defects or disruptions in the Company's services could diminish demand for the Company's services and/or subject the Company to substantial liability.

Because the Company's services are complex and incorporate a variety of hardware and proprietary and third-party software, the Company's services may have errors or defects that could result in unanticipated downtime for its subscribers and harm to the Company's reputation and its business. Cloud services frequently contain undetected errors when first introduced or when new versions or enhancements are released. The Company has from time to time found defects in, and experienced disruptions to, its services, and new defects or disruptions may occur in the future. In addition, the Company's customers may use its services in unanticipated ways that may cause a disruption in services for other customers attempting to access their data. Since the Company's customers use the Company's services for important aspects of their business, any errors, defects, disruptions in service, or other performance problems could hurt the Company’s reputation and could damage the Company’s customers’ businesses. As a result, customers could elect to not renew the Company’s services, or delay or withhold payment to the Company. The Company could also lose future sales, or customers could make warranty or other claims against the Company, which could result in an increase in the Company’s provision for doubtful accounts, an increase in collection cycles for accounts receivable, or the expense and risk of litigation.

If the Company fails to promote and maintain its brand in the market, the Company’s business, operating results, financial condition, and its ability to attract customers could be materially adversely affected.

The Company’s success depends on its ability to create and maintain brand awareness for its service offerings. This may require a significant amount of capital to allow the Company to market its products and services and to establish brand recognition and customer loyalty. The Company can offer no assurances that it will be successful in maintaining its competitive edge or in establishing new awareness of the Company’s brand, which allows the Company to effectively compete in this market. The importance of brand recognition will continue to increase because low barriers of entry to the industries in which the Company operates may result in an increased number of direct competitors. To promote the Company’s brand, the Company may be required to continue to increase its financial commitment to creating and maintaining brand awareness. The Company may not generate a corresponding increase in revenue to justify these costs.

The Company’s failure to comply with government rules and regulations could harm its business.

The Company must comply with applicable local, state, and federal rules, laws and regulations. The Company believes that it does comply with the rules and regulations required of it. However, if the Company operates in breach of the law, it may be subject to penalties that could impede its ability to continue doing business, or it may be subject to lawsuits. If it fails to comply with the law, the Company may have to stop operating, which would cause Investors to lose their investment.

The Company could be subject to unanticipated regulations.

There may be existing regulations that management is not aware of, and new regulations affecting the Company’s business or services could be adopted in the future. Any such regulations could be costly or impossible for the Company to comply with. Furthermore, the adoption or modification of laws or regulations relating to the Internet or other areas of the Company’s business could limit or otherwise adversely affect the manner in which it currently conducts its business. In addition, the continued growth and development of the market for technology services similar to those offered by the Company may lead to more stringent consumer protection laws, which could impose additional burdens on the Company. If the

Company is required to comply with new regulations or legislation or new interpretations of existing regulations or legislation, this compliance could cause the Company to incur additional expenses or alter its business model.

Key relationship risk.

The Company maintains partnerships with several entities that are critical to its success. The Company's current revenue model depends on key relationships with technology providers, third party service providers and other partners. While a major focus of the Company's strategic planning lies in maximizing the value from these interactions in new ways, over-reliance on these relationships is a risk. Furthermore, there is a risk that if the Company's end users begin to interact directly with partners, this may negatively affect revenue and harm the business.

Dependence on key personnel.

Much of the Company's success depends on the skills, experience, and performance of its key persons. The Company currently does not have a firm plan fully detailing how to replace any of these persons in the case of death or disability. The Company's success also depends on the Company's ability to recruit, train, and retain qualified personnel. The loss of the services of any of the key members of senior management, other key personnel, or the Company's inability to recruit, train, and retain senior management or key personnel may have a material adverse effect on the Company's business, operating results, and financial condition.

Business will suffer if we are not able to scale our network as demand increases.

We have had only limited deployment of our products services to date, and we cannot be certain that our network can connect and manage a substantially larger number of customers at high transmission speeds. Our network may not be scalable to expected customer levels while maintaining superior performance. In addition, as customers' usage increases, we will need to make additional investments in our infrastructure to maintain adequate technology and support. We cannot assure you that we will be able to make these investments successfully or at an acceptable cost. Upgrading our infrastructure may cause delays or failures in our network. As a result, in the future our network may be unable to achieve or maintain a sufficiently high transmission capacity. Our failure to achieve or maintain high capacity data transmission could significantly reduce demand for our services, reducing our revenue and causing our business and financial results to suffer.

Our business will suffer if we do not respond to technological changes.

The market for content delivery services is likely to be characterized by rapid technological change, frequent new product and service introductions and changes in customer requirements. We may be unable to respond quickly or effectively to these developments. If competitors introduce products, services or technologies that are better than ours or that gain greater market acceptance, or if new industry standards emerge, our technology may become obsolete, which would materially and adversely affect our business, results of operations and financial condition.

In developing our Platform, we have made, and will continue to make, assumptions about the standards that our customers and competitors may adopt. If the standards adopted are different from those which we may now or in the future promote or support, market acceptance of our Platform may be significantly reduced or delayed and our business will be seriously harmed. In addition, the introduction of services or products incorporating new technologies and the emergence of new industry standards could render our existing services obsolete.

The Company is a development stage business, and all risks associated with an early stage company.

The Company has only a limited history upon which an evaluation of its prospects and future performance can be made. The Company's proposed operations are subject to all business risks associated with new enterprises. The likelihood of the Company's success must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with the expansion of a business, operation in a competitive industry, and the continued development of advertising, promotions and a corresponding customer base. There is a possibility that the Company could sustain losses in the future. There can be no assurances that we will operate profitably.

We could incur substantial costs defending our intellectual property from infringement or a claim of infringement.

Other companies, including our competitors, may obtain patents or other proprietary rights that would prevent, limit or interfere with our ability to make, sue or sell our service. As a result, we may be infringing on the proprietary rights of others. In the event of a successful claim of infringement against us and our failure or inability to license the infringed technology, our business and operating results would be significantly harmed. Companies in the publishing and content delivery business are increasingly bringing suits alleging infringement of the proprietary rights, particularly patent rights. Any litigation or claims, whether or not valid, could result in substantial costs and diversion of resources. Intellectual property litigation or claims could force us to do one or more of the following:

- Cease selling, incorporating or using products or services that incorporate the challenged intellectual property;

- Obtain a license from the holder of the infringed intellectual property right, which license may not be available on reasonable terms; and

.

Seek other products or services.

If we are forced to take any of the foregoing actions, our business may be seriously harmed. We may not carry adequate insurance to cover potential claims of this type or may not be adequate to indemnify us for all liability that may be imposed.

Unanticipated obstacles to execution of the business plan.

The Company's business plans may change significantly. Many of the Company's potential business endeavors are capital intensive and may be subject to statutory or regulatory requirements. Management believes that the Company's chosen activities and strategies are achievable in light of current economic and legal conditions with the skills, background, and knowledge of the Company's principals and advisors. Management reserves the right to make significant modifications to the Company's stated strategies depending on future events.

Management discretion as to the use of proceeds

The net proceeds from this Offering will be used for the purposes described under "Use of Proceeds." The Company reserves the right to use the funds obtained from this Offering for other similar purposes not presently contemplated which it deems to be in the best interests of the Company and its investors in order to address changed circumstances or opportunities. As a result of the foregoing, the success of the Company will be substantially dependent upon the discretion and judgment of management with respect to application and allocation of the net proceeds of this Offering. Investors for the Shares offered hereby will be entrusting their funds to the Company's management, upon whose judgment and discretion the investors must depend.

If we are unable to successfully develop or innovate for existing or future products and services, our revenue growth rate and profits may be reduced or prospects thereof severely diminished.

To successfully develop and grow our proposed business, we must develop and distribute our products and services to market on schedule and in a profitable manner. Delays or failures in launch or distribute our products and services could hurt our ability to meet our growth objectives, which may affect our financial projections and may impact our stock price. We cannot guarantee that the services will be able to achieve our expansion goals or that our Platform will be operated profitably. Our ability to expand successfully will depend on a number of factors, many of which are beyond our control.

If we are unable to successfully develop or innovate for existing or future products and services, our revenue growth rate and profits may be reduced.

To successfully develop and grow our proposed business, we must develop, distribute and commercialize our products and services, secure strategic partnerships with various authors, content providers and distributors, and bring our products and services to market on schedule and in a profitable manner, as well as spend time and resources on the development of future products, services and business strategies that are complementary to our products and services and business plan. Delays or failures in launch or distribute our mobile products and services could hurt our ability to meet our growth objectives, which may affect our financial projections and may impact our stock price. Moreover, if we are unable to continually develop and evolve our business strategy and launch additional products and services in the future, our business will be entirely dependent on the success of our products and services, which could hurt our ability to meet our objectives. We cannot guarantee that products and services or custom development services (or any future products or services we develop) will be able to achieve our expansion goals or that our products and services will be operated profitably. Our ability to expand successfully will depend on a number of factors, many of which are beyond our control.

Risks Related to our Business

Our sales and operating revenues could decline due to macro-economic and other factors outside of our control, such as changes in consumer confidence and declines in employment levels

Changes in national and regional economic conditions, as well as local economic conditions where we conduct our operations and where prospective purchasers of our products are organized and operate, may result in more caution on the part of homebuyers and, consequently, fewer purchases. These economic uncertainties involve, among other things, conditions of supply and demand in local markets and changes in consumer confidence and income, employment levels, and government regulations. These risks and uncertainties could periodically have an adverse effect on consumer demand for and the pricing of our products, which could cause our operating revenues to decline. Failure to achieve revenues, or a reduction in our revenues once achieved, could, in turn, negatively affect the market price of our securities. The construction industry is cyclical, has from time to time experienced significant difficulties, and is significantly affected by changes in general and local economic conditions such as:

- construction and building;
- employment levels and job growth;
- availability of financing;
- interest rates;
- consumer confidence;
- demand; and
- population growth.

An oversupply of alternatives to the Company's products, could depress prices and reduce margins for the sale of the Company's Smart World Pro, Mapalyze App and Twin Up products.

A failure to meet customer specifications or expectations could result in lost revenues, increased expenses, negative publicity, claims for damages and harm to our reputation

A failure or inability by us to meet a future client's expectations could damage our reputation and adversely affect our ability to attract new business and result in delayed or lost revenue. In the event the products we develop are not up to the expectations and standards of our clients, we face negative publicity and our reputation could be hurt. Furthermore, we may be sued or unable to collect accounts receivable if a future client is not satisfied with our services.

In addition, any failure to meet customers' specifications or expectations could result in: (a) delayed or lost revenue; requirements to provide additional services to a customer at reduced charges or no charge; and (c) claims by customers for substantial damages against us, regardless of our responsibility for such failure, which may not be covered by insurance policies and which may not be limited by contractual terms.

If we are unable to manage future growth effectively, our profitability and liquidity could be adversely affected

Our ability to achieve our desired growth depends on our execution in functional areas such as management, sales and marketing, finance and general administration and operations. To manage any future growth, we must continue to improve our operational and financial processes and systems and expand, train and manage our employee base and control associated costs. Our efforts to grow our business, both in terms of size and in diversity of customer bases served, will require rapid expansion in certain functional areas and put a significant strain on our resources. We may incur significant expenses as we attempt to scale our resources and make investments in our business that we believe are necessary to achieve long-term growth goals. If we are unable to manage our growth effectively, our expenses could increase without a proportionate increase in revenue, our margins could decrease, and our business and results of operations could be adversely affected.

Risks Related to the Offering

Stockholders must consent to the jurisdiction of Illinois for most claims.

The Subscription Agreement for this Offering requires investors to consent to the jurisdiction of the state or federal courts located within the State of Illinois, the location of the Company's principal office. Investors located outside the State of Illinois may have difficulty bringing any legal claim against us due to geographic limitations and may find it difficult and costly to respond to claims. Exclusive jurisdiction provisions have been struck down by the courts of some states and may not be enforceable and furthermore may discourage claims or limit shareholders´

ability to bring a claim in a judicial forum that they deem favorable. However, the exclusive jurisdiction shall not apply to the extent it would violate any federal law, including, but not limited to, any action arising under the Securities Act of 1933 or the Exchange Act of 1934, the exclusive jurisdiction of federal courts over all suits brought to enforce any duty or liability created by the exchange act or the rules and regulations thereunder and any concurrent jurisdiction of federal and state courts over any action brought to enforce any duty or liability created by the securities act or the rules or regulations thereunder.

The Company will have broad discretion as to use of proceeds.

The Company's management will have wide discretion as to the exact allocation, priority, and timing of the allocation of funds raised from the Offering. The allocation of the proceeds of the Offering may vary significantly depending upon numerous factors, including the success that the Company has in marketing its services and products. Accordingly, management will have broad discretion with respect to the expenditure of the net proceeds of the Offering. Investors purchasing the Shares offered herein will be entrusting their funds to the Company's management, whose judgment the subscribers must depend on. (See "**Use of Proceeds**").

Certain investors are entitled to pay a lower price for our shares

We are offering the Shares at $1.15 per share. Based upon the investment amount, certain investors will be entitled to receive bonus common shares ("Bonus Shares") in an amount equal to up to 15% of the purchased amount. If the maximum number of Bonus Shares were issued, this would constitute an additional 2,608,696 common shares, which would have the effect of diluting the holdings of non-Bonus Share holders by approximately 13% based upon the sale of $20,000,000.

There may not be a continuation of management control.

The Company's present officers, directors, and principal stockholders own approximately 42% of the Company's outstanding Common Stock. If the maximum offering occurs and all of the OWNer Shares and Bonus Shares are issued, the officers, directors, and principal stockholders will own 10,008,102 of the 34,291,546 (or 29.19%) of issued and outstanding voting stock (on a non-fully diluted basis). As a result, the Company's present management and principal stockholders will not be able to elect a majority of the directors and will no longer be able to exert control over the Company.

There is no current market for the Company's Common Stock.

The Company is raising equity capital with a Regulation A+ Offering. No registration rights are being offered at this time. The Shares offered are only appropriate for an investor who understands and accepts the nature of an illiquid equity investment in a private company.

Investors should assume that they may not be able to liquidate their investment for some time, if at all, or pledge their shares as collateral.

We have not undergone an external valuation process.

Due to the number of intangible factors impacting a small, privately held company, the Company has decided not to undergo a formal valuation process at this time. The valuation is based upon prior rounds of financing, and a multiple of 2019 revenue, which totaled $182,632. Future valuations and/or sales of stock may occur at a valuation that is lower than the one used for this Offering.

You will experience immediate dilution in the book value per share of the common stock you purchase.

Certain outstanding convertible securities of the Company will convert upon or after the close of the sale of the Shares of Common Stock in this offering. At the discretion of the Company, the Simple Agreements for Future Equity ("CrowdSafe(s)") would convert into 1,091,392 shares of CF Shadow Series, which have substantially similar rights as the Company's common stock, if the Company raises in excess of $1,000,000 in this offering. If the Company elects to convert the CrowdSafes, you will experience additional dilution of your investment interest in this offering. In addition, the Company has issued one or more promissory notes to certain holders, including affiliates of the Company's officers and directors, which could create a conflict of interest for the Company regarding the repayment of such notes. The holders of convertible promissory notes could also convert those instruments into common shares. See the section titled "Dilution" below for a more detailed discussion of the dilution you will incur if you purchase stock in this offering.

We could get sued.

Equity crowdfunding regulations have only been in place since 2015. The regulations are still subject to interpretation and aspects have been untested by the courts. Allowing large numbers of people to invest means there is more risk of an unhappy person filing a questionable lawsuit against us. We are striving to comply with Federal crowdfunding laws and all other applicable regulations as accurately as we can, but there is always a risk we will unintentionally overlook, omit or misstate something that someone might get upset about.