

CONFIDENTIAL PRIVATE PLACEMENT OFFERING MEMORANDUM



287,866,667 NRN Tokens

To be acquired pursuant to

Simple Agreements for Future Tokens

September 7, 2017

(As updated on September 27, 2017)

This Confidential Private Placement Offering Memorandum (this “**Memorandum**”) has been prepared by DOC.AI Incorporated solely for use by prospective purchasers to whom DOC.AI Incorporated is offering (the “**Offering**”) the opportunity to purchase the right to acquire in the future, pursuant to a Simple Agreement for Future Tokens (the “**SAFT**”), digital utility tokens for a network to be developed, produced, and offered by DOC.AI Incorporated (“**NRN Tokens**”). Unless the context requires otherwise, in this Memorandum the terms “**DOC.AI**,” “**doc.ai**,” “**we**,” “**us**” and “**our**” refer to DOC.AI Incorporated, a Delaware corporation, and its subsidiaries, and all dollar (\$) amounts set forth herein refer to United States dollars.

The offering period will expire on the earlier to occur of: (i) the date on which the maximum placement amount has been subscribed for and accepted by DOC.AI and a final closing is conducted, or (ii) October 12, 2017, unless extended by up to sixty (60) days in the discretion of DOC.AI.

Purchasing a SAFT involves a high degree of risk. See “**Risk Factors**” starting on page 9.

This Offering has not been registered or qualified under the securities laws of any jurisdiction anywhere in the world. It is being offered and sold only in jurisdictions where such registration or qualification is not required, including pursuant to applicable exemptions that generally limit the purchasers who are eligible to purchase a SAFT and that restrict its resale.

This Memorandum does not constitute an offer to sell, or a solicitation of an offer to buy, a SAFT or NRN Token in any jurisdiction in which it is unlawful to make such an offer or solicitation. Neither the U.S. Securities and Exchange Commission nor any other federal, state or foreign regulatory authority has approved the purchase of the SAFTs or the NRN Tokens. Furthermore, no such authority has confirmed the accuracy or determined the adequacy of this Memorandum. Any representation to the contrary is a criminal offense.

Each recipient hereof acknowledges and agrees (i) that the information herein constitutes proprietary and confidential information of DOC.AI, (ii) to maintain the same in strict confidence, and (iii) to use the same only for the purpose of considering whether to purchase the right to acquire NRN Tokens. This Memorandum may not be reproduced or distributed, in whole or in part, or the contents disclosed, by the recipient to any other person, without the prior written consent of DOC.AI. The existence and nature of all conversations regarding DOC.AI and this offering must also be kept confidential.

This Memorandum contains a summary of the SAFT, the NRN Tokens and certain other documents referred to herein. However, these summaries do not purport to be complete and are subject to and qualified in their entirety by reference to the actual text of the relevant document, copies of which will be provided to purchasers upon request. Each prospective purchaser should review these documents for complete information. DOC.AI reserves the right to modify the terms of the offering, the SAFTs and the NRN Tokens described in this Memorandum, and the SAFTs are offered subject to DOC.AI's ability to reject any commitment in whole or in part.

Prior to purchasing a SAFT, a prospective purchaser should consult with its own legal, financial, tax, accounting, and other advisors regarding the applicable limitations on purchasers who are eligible to purchase it and that restrict its resale or other transfer; the income and other tax consequences of acquiring, holding and disposing of the SAFTs and NRN Tokens; and the other potential consequences of acquiring a SAFT and an NRN Token. Purchasers should carefully consider whether purchasing a SAFT is suitable to their financial situation and goals.

No person has been authorized to make any statement concerning DOC.AI or the sale of the SAFTs discussed herein other than as set forth in this Memorandum, and any such statements, if made, must not be relied upon.

Purchasers should make their own investigations and evaluations of the SAFT and the NRN Tokens, including the merits and risks of a purchasing thereof. Prior to any purchase, purchasers have the opportunity to ask questions of and receive answers and additional information from DOC.AI concerning the terms and conditions of this Offering and other relevant matters.

SAFT purchase amounts are denominated in U.S. dollars (\$) and purchasers may tender U.S. dollars, Bitcoin, or Ether in exchange for the SAFT. Such currencies are subject to fluctuation in the rate of exchange and, in the case of digital assets, the exchange valuations. Such fluctuations may have an adverse effect on the price or value of a SAFT or NRN Token.

Cautionary Note Regarding Forward-Looking Statements

Certain statements in this Memorandum constitute "forward-looking information" under applicable securities laws. Except for statements of historical fact, information contained herein constitutes forward-looking statements, including (i) the projected performance of DOC.AI; (ii) the completion of, and the use of proceeds from, the sale of the SAFTs; (iii) the expected development of DOC.AI's business, projects, and joint ventures; (iv) the execution of DOC.AI's vision and growth strategy, including with respect to future global growth; (v) the sources and availability of third-party financing for DOC.AI's projects; (vi) the completion of DOC.AI's projects that are currently underway, in development or otherwise under consideration;

(vii) DOC.AI's ability to launch a functional platform, which includes the related creation and issuance of NRN Tokens and the associated economic value thereof; (viii) renewal of DOC.AI's current customer, supplier, and other material agreements; and (ix) the future liquidity, working capital, and capital requirements. Forward looking statements can also be identified by words such as "*can*," "*expected*," "*will*" and other identifiers of non-historical events. Forward-looking statements are provided to allow potential purchasers of the SAFTs the opportunity to understand management's beliefs and opinions in respect of the future. DOC.AI is an early stage company with a product in development, and an investment in SAFTs is inherently risky. These statements are not guarantees of future performance, and undue reliance should not be placed on them. Such forward-looking statements necessarily involve known and unknown risks and uncertainties, which may cause actual performance and financial results in future periods to differ materially from any projections of future performance or result expressed or implied by such forward-looking statements. Although forward-looking statements contained herein are based upon what management believes are reasonable assumptions, forward-looking statements may prove to be inaccurate, as actual results and future events could differ materially from those anticipated in such statements. DOC.AI undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change, except as required by applicable securities laws.

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COMPANY OVERVIEW

Overview of DOC.AI

DOC.AI is helping healthcare companies to improve patients' care and experience by creating the industry's first intelligent natural language processing platform that generates insights from medical data. Our team is teaching machines the language of biology and training the first generation of artificial intelligence (“*AI*”) in natural language comprehension and computer vision. Founded by the entrepreneurial duo Walter and Sam De Brouwer in 2016, DOC.AI is a Delaware corporation with headquarters in Palo Alto, California and has raised seed funding from Comet Labs, F50 and S2 Capital. DOC.AI's address is 540 Bryant St Suite 200, Palo Alto, CA 94301. DOC.AI's website is <https://doc.ai>. Information contained on our website or any other website referenced herein is not a part of this Memorandum and is an inactive textual reference only.

Summary of the Neuron Network

We believe quantified biology (and its impact on health) is where AI, and more specifically deep learning, is most needed. It also has the potential to have a large and disaggregated amount of data. For example, IBM has estimated that, by 2020, medical data will double every seventy-three days. In addition, biology is full of classification problems, which AI is well-suited to solve. It would allow individuals to get a quantified, documented profile that would help them in making the right decisions and choosing the right therapy. Eventually it would lead to machine-aided autodiagnosis (MAAD).

We are building a smart contract-enabled network of individuals, research organizations (“*ROs*”), and data scientists (the “*Neuron Miners*”) (collectively, the “*Neuron Network*”). An initial implementation of the network will focus on decentralizing the quantified biological profile to enable the Neuron Network to operate in a permissionless and decentralized fashion. The Neuron Network will be tokenized. The Neuron Network will allow individuals and ROs to participate in studies or learnings in order to monetize their data and to learn more about their own quantified biology. An RO may propose learning to individuals on the NRN Network with an associated bounty for participation. Alternatively, individuals can organize sharing a common goal to conduct their own clinical trial. The Neuron Miners will then aim to solve these problems with the AI models.

Once the AI models built for the studies or learnings are ready for broadcasting, the Neuron Network will receive them and enhance the model using its own data by means of a distributed variant of the stochastic gradient algorithm. The DOC.AI application will sit atop the Neuron Network and enable individuals to join together to participate and learn more about their personal biology using the NRN Tokens they have earned on the Neuron Network.

Key Categories of Users

Some of the key categories of Neuron Network users are expected to include:

1. General users who will be training their own AI for their general health benefit or in order to earn NRN by helping to refine the AI models.

2. Users and their families who have rare diseases or medical mysteries and rare genetic problems. They may earn NRN by adding data points and training the NLP dialog system. They may also spend NRN to incentivize Neuron Miners to come up with correlations and scientific/biological/genetic discoveries related to their specific needs.
3. Neuron Miners who would try to solve medical mysteries in a Kaggle style bounty/contest, earning NRN tokens for their work.
4. Companies looking for data, for example insurance, pharmaceutical companies. These companies would be paying users for their medical data in NRN tokens.

Token Economics

The detailed token economics will be developed over the next several months to make sure there is a necessary balance between supply and demand for NRN Tokens. No assurances can be given that we will be successful in achieving a balance between supply and demand for NRN Tokens.

We expect our app to allow users to see the estimated value of their biological profile. As users add more valuable data (for example, full blood or genomics tests), we expect their profile to become more valuable and thus worth more NRN Tokens.

With their NRN Tokens, users are expected to be able to pay a Neuron Miner to look at their data to extract actionable information. They are expected to be able to opt-in to make their data anonymously available for the Neuron Network to sell it to potential buyers who have a clear segmentation of the amount of data and composition of data that they want.

Within this ecosystem, some NRN Tokens will be reserved for different groups of people who will not have to pay the entry fee, nor the data science fee. The Neuron Network intends provide a data grant, which it will hope to recuperate in selling the data to potential buyers in a revenue sharing effort with the data contributor. Data grants may be awarded to anyone with mysterious illnesses, genetic abnormalities or rare diseases, which would involve providing NRN Tokens for free to incentivize them to use the Neuron Network and reward their participation. There is also expected to be a meaningful amount of ecosystem tokens reserved for specific use cases in developing nations.

Initial Launch of NRN Tokens and Neuron Network

At the time of the Network Launch (as defined below), when NRN Token are distributed publicly, DOC.AI's goal is for the Neuron Network to have the following functionality (the "*Minimum Viable Product*"):

- **Operating Robo-profile module**: An interactive on-boarding module allows the user to quickly build a health profile and receive insights based on their data. The agent will be utilizing predictive technology, which makes building a health profile much easier than through traditional data collection methods. A demo video is available on our website, which is not incorporated by reference. This Robo-profile is expected, at a minimum, to consist of the following three modules:

- *Robo-genomics*: Deep conversational agent designed to improve comprehension of genetic data and provide users with decision support. The agent is expected to converse on a number of topics including diseases, traits, pharmacogenomics, and family planning. The agent would support upsells, test result comprehension, genetics education, genetic counseling preparation, and in-app appointments.
- *Robo-hematology*: Deep conversational agent designed to answer any question on 400+ blood biomarkers. The agent would be trained on hundreds of thousands of medical documents and common FAQs. The agent would personalize responses based on the user's age, gender, and medical history; it would and respond with rich content such as images and videos. We curate our content with an in-house medical team.
- *Robo-anatomics*: Our patent pending Selfie2BMI module is expected to use state-of-the-art deep Neural Network and optimization techniques to predict a variety of anatomic features including height, weight, and gender from face. The agent is expected to quickly predict anatomic features for frictionless, smarter data collection.

Prior NRN Token Sales

DOC.AI conducted an initial SAFT sale from August 15, 2017 to September 6, 2017, which was limited to existing investors and advisors who have either helped support DOC.AI in the past, or have shown potential to be valuable partners as the Neuron Network grows (the “*Advisor Sale*”). In the Advisor Sale, a total of approximately ten (10) purchasers acquired SAFTs (Series S-1), consisting of individuals, institutional investors, trusts, and established syndicate investors for an aggregate purchase amount of \$2,275,000. DOC.AI will conduct a SAFT presale from September 7, 2017 until the crowd sale commences on or about 8 a.m. Eastern Time on September 28, 2017. The purchase price for SAFTs (Series S-1) sold in the Advisor Sale was at a discount of twenty-five percent (25%) to the price at which we expect to sell SAFTs (Series CS-1) in the crowd sale. The purchase price for the SAFTs (Series PS-1) sold in the presale is at a ten percent (10%) discount to the price at which we expect to sell SAFTs (Series CS-1) in the crowd sale. DOC.AI reserves the right to apply a discount in the crowd sale if it determines that it is strategic to do so in its sole discretion.

MANAGEMENT

Walter De Brouwer, Chief Executive Officer

Walter De Brouwer moved to Silicon Valley in 2011 and founded three (3) companies: Scanadu Inc., a venture-backed mobile health company, DOC.AI, a computational linguistics company, and Gen.Life, an insurtech company, specialized in machine learning and natural language. He sits on the board of Scanadu Inc. and Generation Life Inc. He is a scientific advisor for Ubiome Inc. and Pat.inc. Walter's career as an entrepreneur started twenty-seven (27) years ago when he left academia. He earned a master's degree in linguistics from the University of Ghent and a PhD in Semiotics from Tilburg University.

Jeremy Howard, Chief Scientist

Jeremy Howard started as a Chief Scientist at DOC.AI in August 2017, after initially acting as an advisor. He is a founding researcher at fast.ai, a research institute dedicated to making deep learning more accessible. Previously, he was the CEO and Founder of Enlitic, an advanced machine learning company, in San Francisco, California. Howard was also the President and Chief Scientist at Kaggle, a community and competition platform of over 200,000 data scientists. Before that, he spent eight (8) years in management consulting at McKinsey & Company and AT Kearney. Jeremy studied philosophy at the University of Melbourne.

Alan Greene, MD, Chief Medical Officer

Dr. Alan Greene is a practicing pediatrician, author, speaker, e-health leader, children's health advocate, and father of four. Dr. Greene launched DrGreene.com in 1995, which was cited by the AMA as "the pioneer physician Web site". In 2010, Dr. Greene founded the WhiteOut Now movement aimed at changing how babies are fed starting with their first bite of solid food. Dr. Greene was the Founding President of the Society for Participatory Medicine and continues to serve on its board of directors. Dr. Greene was a Clinical Professor at Stanford University School of Medicine from 2012 to 2015. He also serves on the board of The Lundberg Institute.

Anthea Chung, Chief Financial Officer

Anthea Chung is co-founder and Chief Financial Officer of DOC.AI. Prior to that, she was Chief Financial Officer of 99Bill, one of the largest independent payment companies in China, which was sold to a major conglomerate. She has over twenty (20) years of experience in senior financial executive roles. She started her career with PricewaterhouseCoopers and later worked for public and private companies in the United States and Asia.

Apurv Mishra, Chief Technology Officer

Apurv Mishra is Chief Technology Officer at DOC.AI and a TED Fellow. He is also the youngest Steering Committee Member on Emerging Technologies at Scientific American, Nature Publishing Group. He is co-founder and former Chief Operating Officer of Datawallet. He is also the youngest member of the World Economic Forum - Global Agenda Meta-Council on Emerging Technologies (2014-2016) and is a member of the World Economic Forum - Global Agenda Council on Artificial Intelligence and Robotics (2014-2016). Prior to this, Apurv

was working on context-aware technologies at Glavio Labs and was a vice president at Hypios. He holds a master's degree in Technology Policy from University of Cambridge and a bachelor's degree in Computer Science from University of East London.

TERM SHEET

The summary below describes the principal terms of the SAFTs and the rights to purchase NRN Tokens contained therein. Certain of the terms and conditions described below are subject to important limitations and exceptions. Prospective Purchasers should review the entirety of form of SAFT, available from DOC.AI. The summary below is qualified in its entirety by reference to the actual text of the form of SAFT. Capitalized terms not defined herein shall have the meaning ascribed to such term in the SAFT.

<i>Company:</i>	DOC.AI Incorporated
<i>Instrument:</i>	Right to purchase in the future NRN Tokens pursuant to a SAFT issued to Purchasers. Each Purchaser: (a) if in the United States, or a U.S. Person (as defined in Regulation S under U.S. Securities Act of 1933, as amended (the “ Securities Act ”)), must be an accredited investor (as defined in Regulation D under the Securities Act) or (b) if outside of the United States, must be a non-U.S. Person who is not purchasing for the account or benefit of a U.S. Person (as defined under Regulation S under the Securities Act) and who is eligible to purchase SAFTs and NRN Tokens under the applicable laws of the Purchaser’s jurisdiction.
<i>Purchase Price:</i>	In the presale, SAFTs (Series PS-1) will be sold at a price of \$0.09 per token issuable on conversion of the SAFT. In the crowd sale, SAFTs (Series CS-1) will be sold at a price of \$0.10 per token issuable on conversion of the SAFT. We reserve the right to apply a discount in the crowd sale if we determine that it is strategic to do so in our sole discretion. The minimum purchase amount in the presale will be \$50,000. The minimum purchase amount in the crowd sale is expected to be relatively small, around \$50.00. We reserve the right to reduce either of these amounts in our sole discretion.
<i>Form of Payment for SAFT:</i>	U.S. Dollars, Bitcoin, or Ether. The value of the Purchase Amount shall be deemed in U.S. dollars even if the Purchaser pays in Bitcoin or Ether, valued at the Applicable Exchange Rate for Bitcoin or Ether. In the SAFTs sold in the presale, the term “ Applicable Exchange Rate ” means the exchange rate as of as of one (1) hour prior to the start of DOC.AI’s planned crowd sale, which is expected to be on or about 8 a.m. Eastern Time on September 28, 2017, of Bitcoin or Ether, as applicable, sourced from bitcoinaverage.com on such date, unless otherwise specified in the SAFT sold to a particular presale investor. In the SAFTs sold in the crowd sale, the term “ Applicable

	<p>Exchange Rate” means the exchange rate as of the beginning of the hour in which the Purchaser has both fully executed and paid for the SAFT (which for the sake of clarity applies to any transaction within such hour until the final second of such hour), sourced from bitcoinaverage.com as of such time, unless otherwise specified in the SAFT sold to a particular crowd sale investor.</p>
<p><i>Use of Proceeds:</i></p>	<p>A significant portion of the proceeds of the Offering will be used by DOC.AI to achieve a minimally viable Neuron Network, a decentralized network powered by a blockchain and the NRN Token.</p>
<p><i>Automatic Conversion:</i></p>	<p>Public release of the Neuron Network and a fully functioning and secure enabled network running smart contracts that conform to a protocol ratified by DOC.AI (the “Network Launch”).</p>
<p><i>Termination:</i></p>	<p>The SAFT shall terminate upon the earlier of (i) the Network Launch; (ii) December 31, 2019, if the Network Launch has not occurred by such date, provided that, DOC.AI shall have the right to extend by sixty (60) days, in its sole discretion; or (iii) the payment or setting aside of payment of amounts due to the Purchaser upon a Dissolution Event, which shall include (a) a voluntary termination of operations of DOC.AI, (b) a general assignment for the benefit of DOC.AI’s creditors or (c) any other liquidation, dissolution or winding up of DOC.AI, whether voluntary or involuntary. In case of termination without Network Launch, no assurances can be given that DOC.AI will have funds to repay the Purchasers.</p>
<p><i>Priority of Payment:</i></p>	<p>If, immediately prior to the consummation of the Dissolution Event (as defined in the SAFT), the assets of DOC.AI that remain legally available for distribution to the Purchasers, as determined in good faith by DOC.AI’s Board of Directors, are insufficient to permit the return to the Purchasers of their respective Purchase Amounts, then the remaining assets of DOC.AI legally available for distribution will be distributed with equal priority and pro rata among the Purchasers in proportion to the Purchase Amounts they would otherwise be entitled to receive.</p>
<p><i>Documentation:</i></p>	<p>Purchase and sale of the rights shall be on the terms and conditions set forth in the SAFT, which shall be prepared by DOC.AI’s counsel, and which will contain certain</p>

	representations, warranties and covenants of DOC.AI and the Purchasers, closing conditions, and other provisions.
<i>Token Distribution:</i>	<p>Total of 860,000,000 NRN Tokens will be issued. The NRN Tokens will be distributed to the three (3) major participating groups in the Neuron Network. These groups are critical to the network's creation, development, growth, and maintenance. This allocation is written into the protocol and the blockchain's genesis block.</p> <p>37% to Purchasers (genesis) for funding network development, business development, partnerships, support, and more. The NRN Tokens issuable on conversion of the SAFTs previously sold and being sold in this Offering, or that we may otherwise sell, count toward this allocation.</p> <p>33% to the Community (mining block reward) for providing data, maintaining blockchain, and more.</p> <p>30% to DOC.AI (genesis) for research, engineering, deployment, business development, marketing, distribution, and more.</p>
<i>Lock-Up of NRN Tokens Retained by DOC.AI</i>	One-third (1/3) of the NRN Tokens retained by DOC.AI will be locked-up for one (1) year from the closing date of the Offering (expected to be October 12, 2017); one-third (1/3) of the NRN Tokens retained by DOC.AI will be locked-up for two (2) years from the closing date of the Offering; and one-third (1/3) of the NRN Tokens retained by DOC.AI will be locked-up for three (3) years from the closing date of the Offering.
<i>Security Audit:</i>	Coinspect or another respectable provider has performed an independent cybersecurity audit.

RISK FACTORS

There are numerous risks involved in the development, maintenance and operation of DOC.AI's business and the Neuron Network, many of which are beyond the control of DOC.AI. You are urged to consider carefully the risks described herein, in addition to other information publically available regarding the risks generally associated with digital assets and blockchain technologies, before deciding to use, purchase, or hold SAFTs and NRN Tokens.

NRN Tokens may be considered securities in various jurisdictions.

Digital tokens are being closely scrutinized by various regulatory bodies around the world, including by the United States Securities and Exchange Commission. There is a substantial risk that in numerous jurisdictions, including the United States, NRN Tokens may be deemed to be a security. For example, applicable securities laws may limit the ability to hold more than certain amounts of NRN Tokens, restrict the ability to transfer NRN Tokens, require disclosure or other conditions on you in connection with any sale of NRN Tokens, and may restrict the businesses that facilitate exchanges or effect transfers of your NRN Tokens. Every user, purchaser, and holder of NRN Token is required to make diligent inquiry into determine if the acquisition, possession and transfer of NRN Tokens is legal in its jurisdiction and to comply with all applicable laws.

The legal ability of DOC.AI to provide NRN Tokens and the Neuron Network in some jurisdictions may be eliminated by future regulation or legal actions. In response to such action, DOC.AI may take actions that adversely impact you and the NRN Tokens you hold, including: (a) ceasing operations or restricting access in certain jurisdictions, (b) adjusting NRN Tokens and the network in a way to comply with applicable rules and regulations, or (c) cease operations entirely.

This Offering may result in a requirement that DOC.AI register its SAFTs or NRN Tokens as securities under the Securities Exchange Act of 1934, as amended, depending on its level of assets, its number of holders, and whether the SAFTs and NRN Tokens are considered equity securities.

Companies with total assets above \$10 million and more than 2,000 holders of record of its equity securities, or 500 holders of record of its equity securities who are not accredited investors, as the last day of their fiscal year must register that class of equity securities with the SEC under the Exchange Act of 1934, as amended (the "*Exchange Act*"). With the capital raised from the Offering, DOC.AI may surpass \$10 million in assets as it builds out the Neuron Network. Furthermore, there is the possibility that this Offering or future transactions in SAFTs or NRN Tokens may result in more than 2,000 holders of record. While it is possible that the SAFTs may not be considered equity securities, there is no clear guidance from the SEC on this issue. Furthermore, DOC.AI believes that NRN Tokens, when issued on conversion of the SAFTs, will be utility tokens and not securities (equity or otherwise), but there is no clear guidance from the SEC on this point. In addition, if the SAFTs are deemed by the SEC to be equity securities but NRN Tokens are not, it may not be possible to expedite development of the Neuron Network such that conversion of the SAFTs into NRN Tokens occurs by the last day of DOC.AI's fiscal year, due to the unpredictable nature of complex software development such as

the Neuron Network. Any requirement that DOC.AI register a class of equity securities with the SEC would require significant time and expense.

Blockchain technologies may be subject to unfavorable regulatory actions.

Blockchain technologies have been the subject of intense scrutiny by various regulatory bodies around the world. The functioning of the Ethereum network, associated blockchain networks, and NRN Tokens may be adversely impacted by regulatory actions, including restrictions or prohibitions on their use, purchase, or possession. For example, some U.S. jurisdictions regulate providers of prepaid access or money transmission services who create a medium of exchange or a method by which value is transferred from one person to another person or location. The implications of triggering such requirements may include registration with a federal agency, FinCEN, and implementing an anti-money laundering/know-your-customer compliance program that meets federal standards, including transaction monitoring, designation of a compliance officer, employee training, and periodic auditing and testing. At the state-level, there are various compliance obligations, including the need for a license, meeting minimum net worth requirements, bonding, biographical and financial approval of officers and directors, and other ongoing compliance, examination, and reporting obligations. The application of these regulatory regimes to NRN Tokens is unclear, but if NRN Tokens implicate these requirements we will need to expend time and resources to comply with them or face adverse regulatory action. In addition, NRN Tokens are expected to be based on the Ethereum blockchain, and NRN Tokens are subject to risks related to regulatory inquiries or actions taken with regard to the Ethereum blockchain.

NRN Tokens may be subject to malfunction or function in an unexpected or unintended manner.

NRN Tokens, and any network with which NRN Tokens are interacting, may malfunction or function in an unexpected or unintended manner. This may be caused by the NRN Token itself, the Ethereum protocol, other networks, or a number of other causes, some of which are unforeseeable. Any malfunction or unintended function could result in the complete loss of NRN Tokens.

Loss of private keys may render NRN Tokens worthless.

If a private key is lost, destroyed or otherwise compromised and no backup of the private key is accessible, you will not be able to access the blockchain asset associated with the corresponding address, and the Neuron Network will not be capable of restoring the private key. Any loss of private keys relating to digital wallets used to store blockchain assets could have an adverse effect on you, NRN Tokens, and DOC.AI.

The Ethereum blockchain, which will be used for NRN Tokens, is susceptible to mining attacks.

The Ethereum blockchain, which will be used for NRN Tokens, is susceptible to mining attacks, including double-spend attacks, majority mining power attacks, “selfish-mining” attacks, and race condition attacks, as well as other new forms of attack that may be created. Any successful attacks present a risk to NRN Tokens, expected proper execution and sequencing of NRN

Tokens, and expected proper execution and sequencing of Ethereum contract computations in general. Mining attacks may also target other blockchain networks with which NRN Tokens interact, which may consequently significantly impact NRN Tokens.

A lack of a central regulatory authority and structure and the global nature of digital assets and blockchain technologies limit legal remedies and recourses.

Because there is a lack of a central regulatory authority and structure and due to the global nature of digital assets and blockchain technologies, you may have no legal remedies or recourse against DOC.AI, other users, holders, purchasers or sellers of NRN Tokens, and any other person or entity that may interfere with DOC.AI, NRN Tokens, or your digital wallet.

The SAFTs may not be transferred.

The terms of the SAFT prohibit transfer of the SAFT. As a result, you will be required to hold their SAFT until the earlier of the Network Launch and the delivery of all of the NRN Tokens, or the termination of the SAFT pursuant to the provisions set forth therein. Consequently, you must be prepared to bear the risk of purchasing a SAFT until the termination of the SAFT pursuant to the terms set forth therein. If legal exchanges or permissible transfers develop, they may be exposed to fraud or other criminal schemes.

In the event the SAFTs do not convert into NRN Tokens or there is no Network Launch, you may not receive meaningful value.

The SAFTs provide that, if DOC.AI faces a voluntary termination of operations, a general assignment for the benefit of its creditors, or any other liquidation, dissolution or winding up (a “*Dissolution Event*”) before the SAFT terminates, DOC.AI will return the purchase amount to each Purchaser to the extent funds are available and prior to paying any amounts to any equity holders of the Company. If funds are insufficient to permit this payment, then they will be distributed pro rata among the purchasers. In addition, the SAFT includes an ultimate termination date of December 31, 2019 if the Network Launch has not occurred as of such date, subject to certain condition, upon which date DOC.AI would become obligated to repay to the purchasers their purchase amounts. DOC.AI intends to use the proceeds of this Offering to develop the Neuron Network. If there is a Dissolution Event or the Neuron Network does not launch prior to December 31, 2019, DOC.AI would not expect to have cash on hand adequate to repay the purchase amounts, and the liquidation value of the Neuron Network may not be sufficient to cover any shortfall. In this event, you may not receive your purchase amount or any meaningful amount or value.

NRN Tokens may be valueless.

It is possible that, upon a Network Launch, the Neuron Network and NRN Tokens will not be used by a large number of individuals, businesses, and other organizations and that there will be limited public interest in the creation and development of its functionalities. Further, the Neuron Network may never be completed, released, or become operational. These or other unforeseen factors may significantly decrease or eliminate any value of NRN Tokens. DOC.AI does not guarantee any specific value of NRN Tokens and cautions purchasers of NRN Tokens that there is a significant likelihood their value may decrease.

There is a high risk of volatility of digital assets.

Digital assets are extremely volatile, and NRN Tokens may suffer from such volatility. Further, NRN Tokens may be significantly influenced by microeconomic and macroeconomic market factors.

NRN Tokens will be entirely uninsured.

NRN Tokens are not like bank accounts or other similar accounts. NRN Tokens are entirely uninsured and any value they may hold at any time may decrease or be eliminated in the future.

NRN Tokens and the Neuron Network, as may be developed, may not meet your expectations.

The Neuron Network is currently under development and may undergo significant changes before release. Your expectations and market expectations regarding the form and functionality of the network and NRN Tokens may not be met upon the deployment, if at all. If the Neuron Network does not meet market expectations then the value of the NRN Tokens could be adversely affected.

DOC.AI, NRN Tokens, and the Neuron Network may be subject to security weaknesses, hackers and theft.

Hackers or other groups or organizations may attempt to interfere with DOC.AI, NRN Tokens, the NRN Network and your digital wallet in any number of ways, including denial of service attacks, Sybil attacks, spoofing, smurfing, malware attacks, or consensus-based attacks. There is a risk that NRN Tokens and the Neuron Network and technology infrastructure may include security weaknesses or bugs, which may interfere with the use, or cause the complete loss, of NRN Tokens. Advances in cryptography may present risks to cryptocurrencies, digital tokens, Ethereum, NRN Tokens, the Neuron Network and DOC.AI's technology infrastructure, which may result in the theft or complete loss of NRN Tokens.

DOC.AI is subject to privacy and data security laws.

We anticipate that the Neuron Network will receive, transmit and store a large volume of personally identifiable information and other sensitive data. Federal, state, and foreign laws regulate the storing, sharing, use, disclosure and protection of such data. Any violations of these laws and regulations may require DOC.AI to change its business practices or operational structure, address legal claims, and sustain monetary penalties and other harms to its business.

Security breaches or unauthorized access to personal information may also expose DOC.AI to liability related to the loss of the information, time-consuming and expensive litigation, and negative publicity. Because techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until after they are launched against a target, DOC.AI may be unable to anticipate, detect, or adequately address them. In addition, certain jurisdictions have laws requiring companies to notify individuals of data security breaches involving their personal data. These mandatory disclosures are costly to implement and often lead to widespread negative publicity.

DOC.AI may be required to disclose information about NRN Token users, purchasers, and holders.

DOC.AI may be required by law, subpoena, or court order to disclose personal information received from NRN Token holders to law enforcement, government officials, and other third parties. Any such disclosure could have an adverse effect on the reputation or valuation of DOC.AI.

Smart contracts are subject to limitations.

Smart contract technology is still in its early stages of development, and its application is experimental in nature. This carries significant operational, technological, regulatory, reputational, and financial risks. Smart contracts may not be fit for the purpose intended by DOC.AI and may contain flaws, vulnerabilities, or other issues, which may cause technical problems or the complete loss of NRN Tokens.

DOC.AI has limited operating history in an evolving industry.

DOC.AI has limited operating history in an evolving industry that may not develop as expected. Assessing its business and future prospects is challenging in light of the risks and difficulties it may encounter. These risks and difficulties include DOC.AI's ability to:

- navigate complex and evolving regulatory and competitive environments;
- obtain and retain customers;
- successfully maintain and evolve internal controls to manage compliance with an evolving and complex regulatory environment;
- increase the effectiveness of its ability to identify market trends;
- successfully develop and deploy the Neuron Network and new products;
- successfully maintain its funding strategy;
- favorably compete with other companies;
- successfully navigate economic conditions and fluctuations in the market;
- effectively manage the growth of its business;
- successfully expand its business;
- continue to develop, maintain and scale the Neuron Network;
- effectively use limited personnel and technology resources;
- effectively maintain and scale its financial and risk management controls and procedures;
- maintain the security of its technology infrastructure and the confidentiality of the information provided and utilized across its technology infrastructure; and
- attract, integrate, and retain qualified employees and contractors.

In its limited history DOC.AI has operated at a loss, and it may never be profitable.

DOC.AI may require additional capital to support operations or the growth and may need to create and sell additional NRN Tokens in the future.

From time to time, DOC.AI may need additional capital to operate or grow its business. DOC.AI has only allocated 37% of the NRN Tokens that may be issued as available for sale to

Purchasers, which may be inadequate to fund the business, and DOC.AI may not be able to sell SAFTs in this Offering equal to this allocation. Any NRN Tokens sold (or issuable upon conversion of other instruments we may sell) may be sold at prices and on other terms that differ from those in this Offering. DOC.AI's ability to obtain additional capital will depend on investor and lender demand, operating performance, the condition of the capital markets, and other factors. Additional capital may not be available on favorable terms when required, or at all.

There is and will be limited information related to the business of DOC.AI and the development of the Neuron Network.

You may not be able to obtain all information it would want regarding DOC.AI, NRN Tokens, or the Neuron Network, on a timely basis or at all. It is possible that you may not be aware on a timely basis of material adverse changes that have occurred with respect to certain of its investments. While DOC.AI has made efforts to use open-source development for Tokens, this information may be highly technical by nature. DOC.AI is not obliged, and does not intend, to keep users, purchasers, and holders of NRN Tokens updated on its business and the development of the Neuron Network (including progress and expected milestones). As a result of these difficulties, as well as other uncertainties, you may not have accurate or accessible information about the Neuron Network.

You will have no control of DOC.AI and the Neuron Network, and DOC.AI may only have limited control of the Neuron Network if the Network Launch occurs.

DOC.AI will be comprised of open-source technologies that depend on a network of computers to run certain software programs to process transactions. Because of this less centralized model, DOC.AI will have limited control over NRN Tokens and the Neuron Network once launched. In addition, you are not, and will not be, entitled to vote or receive dividends or be deemed the holder of capital stock of DOC.AI for any purpose, nor will anything be construed to confer on you any of the rights of a stockholder of DOC.AI or any right to vote for the election of directors or upon any matter submitted to stockholders at any meeting thereof, or to give or withhold consent to any corporate action or to receive notice of meetings, or to receive subscription rights or otherwise.

Alternative networks may be established that compete with or are more widely used than the Neuron Network.

It is possible that alternative networks could be established that utilize the same or similar open source code and protocol underlying the Neuron Network and attempt to facilitate services that are materially similar to the Neuron Network's services. The Neuron Network may compete with these alternative networks, which could negatively impact the Neuron Network and the NRN Tokens.

Intellectual property rights claims may impede DOC.AI's business.

Third parties may assert intellectual property claims against DOC.AI. Regardless of the merit of any intellectual property or other legal action, any threatened action that reduces confidence in DOC.AI's long-term viability may adversely affect the value of NRN Tokens.

There are risks and uncertainties related to the tax and accounting treatment of NRN Tokens.

Because of the shifting regulatory environment, it is uncertain what tax and accounting treatment or classification NRN Tokens will have in various jurisdictions. For example, DOC.AI does not intend that SAFTs convert into NRN Tokens until such time as NRN Tokens have adequate utility on the Neuron Network such that they are not deemed to be securities, but there is no clear guidance as to when that moment will exist. If such conversion is determined to result in the issuance of securities (rather than DOC.AI assets), our securities, tax, accounting and other positions may be incorrect. This uncertainty may, for example, impact our ability to obtain financial audits, or result in unanticipated tax liabilities to us when we transact in NRN Tokens in our inventory or when to you when you transact in NRN Tokens. Each potential user, purchaser, and holder of NRN Tokens is urged to consult with, and must rely solely upon the advice of, its own legal, financial and tax advisors with respect to NRN Tokens.

USE OF PROCEEDS

DOC.AI expects that a substantial amount of all of the proceeds of the Offering will be used by DOC.AI to progress the development of the Neuron Network and the Ecosystem.

PLAN OF DISTRIBUTION

We are directly selling SAFTs to purchasers. We may also sell SAFTs through agents or other distribution channels in our discretion. We determined the purchase price for the SAFTs in the crowd sale, and the discount applied in the advisor sale and the pre-sale, based on a number of factors, including the pricing and other terms of similar transactions, our view of the price at which Purchasers might be willing to participate in the Offering, our view of the value and prospects of the Neuron Network and our business, the cost of capital from other sources, and our financing needs. We reserve the right to apply a discount in the crowd sale if we determine that it is strategic to do so in our sole discretion. For example, we have been in discussions with and may enter into agreements with distribution channels that may offer access to qualified non-U.S. purchasers at a discount to the crowd sale price.

Purchaser Qualifications

Only persons of adequate financial means who have no need for present liquidity should consider purchasing the purchase rights set forth in the SAFT offered hereby because: (i) purchasing a SAFT involves a number of significant risks (see “*Risk Factors*”); and (ii) no market exists for the SAFTs or the purchase rights contained therein, and none is likely to develop in the reasonably foreseeable future. This Offering is intended to be a private offering that is exempt from registration under the Securities Act and applicable state securities laws.

U.S. Purchaser Suitability Requirements

For U.S. Persons (as defined below), this Offering is limited solely to “accredited investors” as defined in Regulation D under the Securities Act, meaning only those persons or entities coming within any one or more of the following categories:

- (i) Any bank, as defined in Section 3(a)(2) of the Securities Act, or any savings and loan association or other institution defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity; any broker-dealer registered pursuant to Section 15 of the Exchange Act; any insurance company, as defined in Section 2(13) of the Securities Act; any investment company registered under the Investment Company Act of 1940 or a business development company, as defined in Section 2(a)(48) of that Act; any Small Business Investment Company licensed by the United States Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions or any agency or instrumentality of a state or its political subdivisions for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; and any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, that is either a bank, savings and loan association, insurance company or registered investment advisor, if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by person(s) that are accredited investor(s);

- (ii) Any private business development company as defined in Section 202(a)(22) of the Investment Advisors Act of 1940;
- (iii) Any organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, any corporation, Massachusetts or similar business trust, or company, not formed for the specific purpose of acquiring the Common Stock, with total assets in excess of \$5,000,000;
- (iv) Any director or executive officer of DOC.AI;
- (v) Any natural person whose individual net worth, or joint net worth with that person's spouse, exclusive of the value of the person's primary residence net of any mortgage debt and other liens, at the time of his or her purchase exceeds \$1,000,000;
- (vi) Any natural person who had an individual income in excess of \$200,000, or joint income with that person's spouse in excess of \$300,000, in each of the two most recent years and who reasonably expects to reach the same income level in the current year;
- (vii) Any trust with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the Common Stock, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D; or
- (viii) Any entity all of whose equity owners are accredited investors.

The term "net worth" means the excess of total assets over total liabilities, exclusive of the value of your primary residence net of any mortgage debt and other liens. In determining income, you should add to your adjusted gross income any amounts attributable to tax-exempt income received, losses claimed as a limited partner in any limited partnership, deductions claimed for depreciation, contributions to an IRA or Keogh retirement plan, alimony payments and any amount by which income from long-term capital gains had been reduced in arriving at adjusted gross income.

You will be required to represent to DOC.AI in writing that you are an accredited investor under Regulation D, as described above, and may also be required to provide certain documentation in support of such representation. In addition to the foregoing requirement, you must also represent in writing that you are acquiring the SAFT for your own account and not for the account of others and not with a view to resell or distribute such securities.

The term "***U.S. Person***" (as defined in Regulation S under the Securities Act) means:

- A natural person resident in the United States;
- A partnership or corporation organized or incorporated under the laws of the United States;
- An estate of which any executor or administrator is a U.S. Person;

- A trust of which any trustee is a U.S. Person;
- A agency or branch of a foreign entity located in the United States;
- A nondiscretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. Person;
- A discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated and (if an individual) resident in the United States; and
- A corporation or partnership organized under the laws of any foreign jurisdiction and formed by a U.S. Person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the Securities Act) who are not natural persons, estates or trusts.

“**United States**” or “**U.S.**” means the United States of America, its territories and possessions, any State of the United States, and the District of Columbia.

Non-U.S. Purchaser Eligibility Requirements

Each Purchaser who is a Non-U.S. Person (as defined below) must represent in writing that he, she, or it has satisfied and is in full observance of the laws of such Purchaser’s jurisdiction in connection with any invitation to purchase a SAFT, including (i) the legal requirements within such purchaser’s jurisdiction for the purchase of SAFT and the subsequent conversion into NRN Tokens, (ii) any foreign exchange restrictions applicable to such purchase, (iii) any governmental or other consents that may need to be obtained, and (iv) the income tax and other tax consequences, if any, that may be relevant to the purchase, holding, redemption, sale or transfer of the SAFT. The Purchaser’s subscription and payment for, and the Purchaser’s continued beneficial ownership of, the SAFT and NRN Tokens will not violate any applicable securities or other laws of such Purchaser’s jurisdiction.

The term “**Non-U.S. Person**” (as defined in Rule 902(k)(2) of the Securities Act) means:

- A discretionary account or similar account (other than an estate or trust) held for the benefit or account of a Non-U.S. person by a dealer or other professional fiduciary organized, incorporated, or (if an individual) resident in the United States;
- A estate of which any professional fiduciary acting as executor or administrator is a U.S. Person if:
 - An executor or administrator of the estate who is not a U.S. Person has sole or shared investment discretion with respect to the assets of the estate; and
 - The estate is governed by foreign law;

- Any trust of which any professional fiduciary acting as trustee is a U.S. Person, if a trustee who is not a U.S. Person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. Person;
- An employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country;
- An agency or branch of a U.S. Person located outside the United States if:
 - The agency or branch operates for valid business reasons; and
 - The agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located;
- The International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organizations, their agencies, affiliates and pension plans.

Other Purchaser Eligibility Requirements

The USA PATRIOT Act	What is money laundering?	How big is the problem and why is it important?
<p>The USA PATRIOT Act is designed to detect, deter and punish terrorists in the United States and abroad. The Act imposes new anti-money laundering requirements on brokerage firms and financial institutions. Since April 24, 2002, all United States brokerage firms have been required to have comprehensive anti-money laundering programs in effect. To help you understand these efforts, DOC.AI wants to provide you with some information about money laundering and DOC.AI's</p>	<p>Money laundering is the process of disguising illegally obtained money so that the funds appear to come from legitimate sources or activities. Money laundering occurs in connection with a wide variety of crimes, including illegal arms sales, drug trafficking, robbery, fraud, racketeering and terrorism.</p>	<p>The use of the United States financial system by criminals to facilitate terrorism or other crimes could taint our financial markets. According to the United States State Department, one recent estimate puts the amount of worldwide money laundering activity at \$1 trillion a year.</p>

efforts to help implement the USA PATRIOT Act.		
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What is DOC.AI required to do to help eliminate money laundering?	
Under new rules required by the USA PATRIOT Act, DOC.AI's anti-money laundering program must designate a special compliance officer, set up employee training, conduct independent audits and establish policies and procedures designed to detect and report suspicious transaction and ensure compliance with the new laws and rules.	As part of DOC.AI's required program, it may ask you to provide various identification documents or other information. Until you provide the information or documents that DOC.AI needs, it may not be able to effect any transactions for you.

You should check the Office of Foreign Assets Control (the “OFAC”) website at <http://www.treas.gov/ofac> before making the following representations: You represent that the amounts invested by you in this Offering were not and are not directly or indirectly derived from any activities that contravene Federal, state or international laws and regulations, including anti-money laundering laws and regulations. Federal regulations and Executive Orders administered by the OFAC prohibit, among other things, the engagement in transactions with, and the provision of services to, certain foreign countries, territories, entities and individuals. The lists of the OFAC-prohibited countries, territories, individuals and entities can be found on the OFAC website at <http://www.treas.gov/ofac>. In addition, the programs administered by the OFAC (the “*OFAC Programs*”) prohibit dealing with individuals¹ or entities in certain countries, regardless of whether such individuals or entities appear on any OFAC list:

- (i) you represent and warrant that none of: (1) you; (2) any person controlling or controlled by you; (3) if you are a privately-held entity, any person having a beneficial interest in you; or (4) any person for whom you are acting as agent or nominee in connection with purchasing a SAFT is a country, territory, entity or individual named on an OFAC list, or a person or entity prohibited under the OFAC Programs. Please be advised that DOC.AI may not accept any subscription amounts from a prospective Purchaser if the Purchaser cannot make the representation set forth in the preceding sentence. You agree to promptly notify DOC.AI should you become aware of any change in the information set forth in any of these representations. You are advised that, by law, DOC.AI may be obligated to “freeze the account” of any Purchaser, either by prohibiting additional subscriptions from it, declining any redemption requests and/or

¹ These individuals include specially designated nationals, specially designated narcotics traffickers and other parties subject to OFAC sanctions and embargo programs.

segregating the assets in the account in compliance with governmental regulations, and that DOC.AI may also be required to report such action and to disclose such Purchaser's identity to the OFAC;

- (ii) you represent and warrant that none of: (1) you; (2) any person controlling or controlled by you; (3) if you are a privately-held entity, any person having a beneficial interest in you; or (4) any person for whom you are acting as agent or nominee in connection with this Offering is a senior foreign political figure², or any immediate family³ member or close associate⁴ of a senior foreign political figure, as such terms are defined in the footnotes below; and
- (iii) if you are affiliated with a non-U.S. banking institution (a "**Foreign Bank**"), or if you receive deposits from, make payments on behalf of, or handle other financial transactions related to a Foreign Bank, you represent and warrant to DOC.AI that: (1) the Foreign Bank has a fixed address, and not solely an electronic address, in a country in which the Foreign Bank is authorized to conduct banking activities; (2) the Foreign Bank maintains operating records related to its banking activities; (3) the Foreign Bank is subject to inspection by the banking authority that licensed the Foreign Bank to conduct its banking activities; and (4) the Foreign Bank does not provide banking services to any other Foreign Bank that does not have a physical presence in any country and that is not a regulated affiliate.

DOC.AI is entitled to rely upon the accuracy of your representations to each of them. DOC.AI may, but under no circumstances shall it be obligated to, require additional evidence that a prospective Purchaser meets the standards set forth above at any time prior to its acceptance of a prospective Purchaser's subscription. You are not obligated to supply any information so requested by DOC.AI, but DOC.AI may reject a subscription from you or any person who fails to supply such information.

² A "**senior foreign political figure**" is defined as a senior official in the executive, legislative, administrative, military or judicial branch of a foreign government (whether elected or not), a senior official of a major foreign political party, or a senior executive of a foreign government-owned corporation. In addition, a "**senior foreign political figure**" includes any corporation, business or other entity that has been formed by, or for the benefit of, a senior foreign political figure.

³ "**Immediate family**" of a senior foreign political figure typically includes such figure's parents, siblings, spouse, children and in-laws.

⁴ A "**close associate**" of a senior foreign political figure is a person who is widely and publicly known to maintain an unusually close relationship with such senior foreign political figure, and includes a person who is in a position to conduct substantial domestic and international financial transactions on behalf of such senior foreign political figure.

HOW TO SUBSCRIBE

To participate in the Offering, Purchasers will need to first register on a token subscription page on our website (<https://tokensale.doc.ai/>), which is not incorporated by reference. This process requires, for U.S. Persons, evidence of accreditation status pursuant to Section 506(c) of the Securities Act standards. This can be satisfied in one of two manners: submitting evidence proving asset worth, or providing the contact information for their lawyer or CPA to attest on such Purchaser's behalf. Additionally, Purchasers will need to provide entity information such as address and social security number or tax ID number to pass a KYC (Know Your Customer) and AML (Anti Money Laundering) checks.

Once accreditation and KYC/AML steps are complete, Purchasers will follow the remaining prompts on our website, which is not incorporated by to specify their purchase amount, confirm their purchase, and make payment to finalize the transaction.

NOTICES TO PURCHASERS

This Offering has not been registered or qualified under the securities laws of any jurisdiction anywhere in the world. It is being offered and sold only in jurisdictions where such registration or qualification is not required, including pursuant to applicable exemptions that generally limit the purchasers who are eligible to purchase a SAFT and that restrict its resale. The SAFTs may not be offered, sold or otherwise transferred, pledged or hypothecated except as permitted under applicable securities laws.

Notice to Residents of the United States

The offer and sale of the SAFT has not been registered under the U.S. Securities Act of 1933, as amended (the “*Securities Act*”), or under the securities laws of certain states and is only be sold to “accredited investors.” The SAFT may not be offered, sold or otherwise transferred, pledged or hypothecated except as permitted under the act and applicable state securities laws pursuant to an effective registration statement or an exemption therefrom.

Notice to Residents of Canada

The SAFT may be sold only to purchasers purchasing as principal that are both “accredited investors” as defined in National Instrument 45-106 prospectus and registration exemptions and “permitted clients” as defined in National Instrument 31-103 registration requirements, exemptions and ongoing registrant obligations. Any resale of the securities must be made in accordance with an exemption from the prospectus requirements and in compliance with the registration requirements of applicable securities laws.

Notice to Residents of China

The SAFTs are not being, and may not be, offered or sold, directly or indirectly, within the People’s Republic of China (for such purposes, not including the Hong Kong and Macau Special Administrative Regions or Taiwan), except as permitted by the securities and other laws and regulations of the People’s Republic of China. The SAFTs may only be offered or sold to PRC purchasers that are authorized to engage in the purchase of instruments of the type being offered or sold. PRC purchasers are responsible for obtaining all relevant government regulatory approvals/licenses, verification and/or registration themselves, and complying with all relevant PRC regulations, including any relevant foreign exchange and overseas investment regulations.

Notice to Residents of Hong Kong

SAFTs may not be offered or sold in Hong Kong by means of any document other than (i) in circumstances which do not constitute any offer to the public within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (cap. 32 of the laws of Hong Kong) (the “*CWUMP Ordinance*”) or which do not constitute an invitation to the public within the meaning of the Securities and Futures Ordinance (cap. 571 of the laws of Hong Kong) (“*Securities and Futures Ordinance*”), or (ii) to “professional investors” as defined in the Securities and Futures Ordinance and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a “prospectus” as defined in the CWUMP Ordinance, and no advertisement, invitation or document relating to the SAFT may be issued or may be in

the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to instruments which are or are intended to be disposed of only to persons outside of Hong Kong or only to “professional investors” in Hong Kong as defined in the Securities and Futures Ordinance and any rules made thereunder.

Notice to Residents of the European Economic Area

In relation to each member state of the European Economic Area which has implemented the prospectus directive (each, a “*relevant member state*”), the SAFT and any related documents are being distributed only to, and directed only at (and any related purchase activity will be engaged only with): (a) a legal entity that is a qualified investor as defined in the prospectus directive, (b) fewer than 150 natural or legal persons (other than qualified investors as defined in the prospectus directive), subject to obtaining the prior consent of any representative for any such offer; or (c) person the sales to whom would be in any other circumstance falling within article 3(2) of the prospectus directive; *provided* that no such transaction may result in a requirement for the publication by us of a prospectus pursuant to article 3 of the prospectus directive. The expression “prospectus directive” means directive 2003/71/ec (as amended), including by directive 2010/73/eu, and includes any relevant implementing measure in the relevant member state. This European Economic Area selling restriction is in addition to any other applicable selling restrictions set out below.

Notice to Residents of the United Kingdom

In the United Kingdom the SAFT is being distributed only to, and is directed only at (and any purchase activity to which it relates will be engaged only with): (i) investment professionals (within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 as amended (the “*FPO*”)); (ii) persons or entities of a kind described in Article 49 of the FPO; (iii) certified sophisticated investors (within the meaning of Article 50(1) of the FPO); and (iv) other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as “*relevant persons*”). Persons who are not relevant persons should not take any action in connection with the SAFT or based upon any documents used in connection therewith. It is a condition of your acquisition of the SAFT that you warrant to DOC.AI, its directors, and its officers that you are a relevant person. The SAFT and any documents used in connection therewith have not been approved by any authorized person.

Notice to Residents of Japan

The SAFT is being offered to a limited number of qualified institutional investors (tekikaku kikan toshika, as defined in the Securities Exchange Law of Japan (law no. 25 of 1948, as amended)) and/or a small number of investors, in all cases under circumstances that will fall within the private placement exemption from the registration requirements of the securities exchange law and other relevant laws and regulations of Japan. As such, the SAFT has not been registered and will not be registered under the Securities Exchange Law of Japan. The purchaser of the SAFT agrees not to re-transfer or re-assign the SAFT to anyone other than non-residents of Japan except pursuant to a private placement exemption from the registration requirements of,

and otherwise in compliance with, the securities exchange law and other relevant laws and regulations of Japan.

Notice to the Residents of the Russian Federation

The SAFT and any related documents are not an offer, or an invitation to make offers, to sell, purchase, exchange or otherwise transfer securities or foreign financial instruments to or for the benefit of any person or entity resident, incorporated, established or having their usual residence in the in the Russian Federation, except “qualified investors” (as defined under Russian securities laws) to the extent permitted under Russian securities laws. The SAFT and any documents used in connection therewith are not an advertisement in connection with the “placement” or a “public circulation” (as both terms are defined under Russian securities law) of any securities, and the SAFT is not intended for “placement” or “public circulation” in the Russian Federation, in each case unless otherwise permitted under Russian securities laws. Neither the SAFT nor a prospectus relating hereto has been or will be registered with the central bank of the Russian Federation.

Notice to Residents of Singapore

The SAFT and any documents used in connection therewith have not been registered as a prospectus with the Monetary Authority of Singapore under the Securities and Futures Act, chapter 289 of Singapore (“*SFA*”). Accordingly, the SAFT and any other document in connection with the offer or sale, or invitation for subscription or purchase, thereof may not be circulated or distributed, nor may it be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor under section 274 of the SFA, (ii) to a relevant person pursuant to section 275(1), or any person pursuant to section 275(1a), and in accordance with the conditions specified in section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the SAFT is subscribed for or purchased under section 275 of the SFA by a relevant person which is a trust (where the trustee is not an accredited investor (as defined in section 4a of the SFA)) whose sole purpose is to hold investments and each beneficiary of the trust is an accredited investor, the beneficiaries’ rights and interest (howsoever described) in that trust shall not be transferable for 6 months after that trust has acquired the shares under section 275 of the SFA except: (1) to an institutional investor under section 274 of the SFA or to a relevant person (as defined in section 275(2) of the SFA), (2) where such transfer arises from an offer that is made on terms that such rights or interest are acquired at a consideration of not less than S\$200,000 (or its equivalent in a foreign currency) for each transaction (whether such amount is to be paid for in cash or by exchange of securities or other assets), (3) where no consideration is or will be given for the transfer, (4) where the transfer is by operation of law, (5) as specified in section 276(7) of the SFA, or (6) as specified in regulation 32.

Notice to Residents of South Korea

The SAFT and any documents used in connection therewith are not, and under no circumstances may be construed as, a public offering of securities in South Korea. Neither DOC.AI nor any

placement agent may make any representation with respect to the eligibility of any person to acquire the SAFT under the laws of South Korea, including, without limitation, Indirect Investment Asset Management Business Law, the Securities and Exchange Act and the Foreign Exchange Transaction Act and regulations thereunder. The SAFT has not been registered under the Securities and Exchange Act, Securities Investment Trust Business Act or the Securities Investment Company Act of South Korea and the SAFT may not be offered, sold or delivered, directly or indirectly, or offered or sold to any person for reoffering or resale, directly or indirectly, in South Korea or to any resident of South Korea, except pursuant to the applicable laws and regulations of South Korea.

Notice to Residents of Switzerland

SAFTs may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange (“*SIX*”) or on any other stock exchange or regulated trading facility in Switzerland. SAFTs and any related documents have been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under art. 27 ff. of the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither SAFTs nor any related marketing material may be publicly distributed or otherwise made publicly available in Switzerland.

SAFTs and any related marketing materials have not been and will not be filed with or approved by any Swiss regulatory authority, particularly including the Swiss Financial Market Supervisory Authority (“*FINMA*”), and it has not been authorized under the Swiss Federal Act on Collective Investment Schemes (“*CISA*”). The protections afforded to acquirers of interests in collective investment schemes under the CISA does not extend to acquirers of SAFTs.

Notice to Residents of Israel

DOC.AI does not intend to offer the SAFT to the public in Israel within the meaning of the Israeli Securities Law, 1968, or offer SAFTs, within any specific year, to more than 35 offerees resident in Israel. Each offeree must and hereby does warrant to DOC.AI that it is purchasing SAFTs for investment purposes only and not for purposes of resale.

Notice to Residents of Ukraine

The SAFTs and any documents used in connection therewith do not constitute an offer of the SAFTs or NRN Tokens in the Ukraine. The SAFTs or NRN Tokens have not been offered or sold, and will not be offered or sold, directly or indirectly, in the Ukraine, except as may be permitted by law.

Notice to Residents of Cayman Islands

The SAFTs and any documents used in connection therewith do not constitute a public offer of the SAFTs or NRN Tokens, whether by way of sale or subscription, in the Cayman Islands. DOC.AI will not carry on business in the Cayman Islands. The SAFTs or NRN Tokens have not been offered or sold, and will not be offered or sold, directly or indirectly, in the

Cayman Islands, except as may be permitted by law without creating an obligation for DOC.AI to register in the Cayman Islands.

Notice to Residents of India

The SAFTs and any documents used in connection therewith and any related documents do not constitute an offer to sell to or an offer to buy interest from any person other than the person to whom this document has been sent by DOC.AI or its authorized agents. The SAFTs and any documents used in connection therewith should not be construed as a prospectus. The SAFTs and any documents used in connection therewith are not being offered for sale or subscription but are being privately placed with a limited number of sophisticated investors, and prospective investors must obtain legal advice that they are entitled to subscribe for these instruments and must comply with all relevant Indian laws in this respect.

Notice to Residents of Australia

No SAFTs, placement document, prospectus, product disclosure statement or other disclosure document has been lodged with the Australian Securities and Investments Commission (ASIC), in relation to this offering. The SAFTs and any documents used in connection therewith and any related documents do not constitute a prospectus, product disclosure statement or other disclosure document under the Corporations Act 2001 (or the Corporations Act) and do not purport to include the information required therefor.

Any offer in Australia of The SAFTs and any documents used in connection therewith may only be made to “sophisticated investors” (within the meaning of Section 708(8) of the Corporations Act), “professional investors” (within the meaning of Section 708(11) of the Corporations Act) or otherwise pursuant to one or more exemptions contained in Section 708 of the Corporations Act so that it is lawful to offer the SAFTs and any documents used in connection therewith without disclosure to investors under Chapter 6D of the Corporations Act.

The SAFTs and any documents used in connection therewith must not be offered for sale in Australia in the period of 12 months after the date of allotment under this offering, except in circumstances (i) where disclosure to purchasers under Chapter 6D of the Corporations Act would not be required pursuant to an exemption under Section 708 of the Corporations Act or otherwise or (ii) where the offer is pursuant to a disclosure document which complies with Chapter 6D of the Corporations Act. Any person acquiring The SAFTs and any documents used in connection therewith must observe such Australian on-sale restrictions.

Notice to Residents of Thailand

The SAFTs and any documents used in connection therewith have not be approved by the Office of the Thai Securities Exchange Commission (“*TSEC*”), and no registration statement and draft prospectus have been filed with the TSEC and have become effective, in reliance on applicable exemptions from such requirements, including for offers to “institutional investors” under the Securities and Exchange Act and any related act or rules.

Notice to Residents of Brazil

The offer of SAFTs and NRN Tokens have not been and will not be issued nor placed, distributed, offered or negotiated in the Brazilian capital markets. Neither the Company nor the issuance of SAFTs and NRN Tokens have been or will be registered with the Brazilian Securities and Exchange Commission (Comissão de Valores Mobiliários, the CVM). Therefore, neither the Company nor any of its agents has offered or sold, and will not offer or sell, the SAFTs or NRN Tokens in Brazil, except in circumstances which do not constitute a public offering, placement, distribution or negotiation of securities in the Brazilian capital markets regulated by Brazilian legislation.

Notice to Residents of Argentina

The SAFTs are not authorized for public offering in Argentina and they may not be sold publicly under the Argentine Capital Markets Law No. 26,831, as amended. Therefore, any such transaction must be made privately.

Notice to Residents of all Other Jurisdictions

No action has been taken to permit the offer, sale, possession or distribution of the SAFT or any related documents in any jurisdiction where action for that purpose is required. You are required to inform yourself about, and to observe any restrictions relating to, the SAFT and any related documents in your jurisdiction.

CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

Set forth below is a summary discussion of certain U.S. federal income tax consequences relating to a purchase of a SAFT and the acquisition, ownership and disposition of NRN Tokens issued pursuant to a SAFT by Purchasers. This summary does not attempt to present all aspects of the U.S. federal income tax laws or any state, local or foreign laws that may affect the purchase of a SAFT or NRN Tokens. In addition, this summary does not consider the circumstances of particular Purchasers, some of which (such as financial institutions, insurance companies, regulated investment companies, tax-exempt organizations, dealers, traders who elect to mark their investment to market, persons whose functional currency for U.S. federal income tax purposes is not the U.S. dollar and persons subject to the alternative minimum tax) are subject to special tax regimes. Furthermore, unless otherwise noted below, this summary does not address the U.S. federal income tax issues relevant to DOC.AI or to members of our Community. This summary is general in nature and should not be construed as tax advice to any prospective Purchaser. No ruling has been or will be requested from the Internal Revenue Service (the “*IRS*”) and no assurance can be given that the IRS will agree with the tax consequences described in this summary. The following discussion assumes that each prospective Purchaser will acquire NRN Tokens as a capital asset for U.S. federal income tax purposes (generally, property held for investment).

This description is based on the U.S. Internal Revenue Code of 1986, as amended, (the “*Code*”), existing, proposed and temporary U.S. Treasury Regulations and judicial and administrative interpretations thereof, in each case as available on the date hereof. All of the foregoing is subject to change, which change could apply retroactively and could affect the tax consequences described below. The following discussion is limited to prospective Purchasers who are “United States persons” within the meaning of the Code.

Each prospective Purchaser should consult with its own tax advisor in order to fully understand the United States federal, state, local and foreign income tax consequences of purchasing a SAFT or NRN Tokens. No legal or tax advice is hereby given to any prospective Purchaser.

Transactions involving a SAFT and similar instruments, as well as Initial Coin Offerings (“*ICOs*”) and token transactions, are relatively new and it is more than likely that the IRS will issue guidance, possibly with retroactive effect, impacting the taxation of Purchasers of a SAFT, participants in an ICO, and holders of NRN Tokens. Future tax guidance from the IRS (or guidance resulting from future judicial decisions) could negatively impact Purchasers of the SAFT and holders of NRN Tokens.

Tax Treatment of SAFT

DOC.AI intends to treat the execution of the SAFT as the execution of a contract for the purchase of NRN Tokens, to be delivered to a Purchaser upon Network Launch, as more fully described in the SAFT. DOC.AI intends to treat the SAFT neither as an equity interest nor as a debt interest in DOC.AI for U.S. federal income tax purposes. The amount paid by a Purchaser upon entering into the SAFT should be a nondeductible capital expense for U.S. federal income tax purposes.

The tax treatment of a SAFT is not entirely clear. It is possible that the IRS may challenge DOC.AI's intended treatment of the SAFT, for example, treating amounts paid by a Purchaser upon entering into the SAFT as a prepayment for services to be rendered, or treating the SAFT as a form of equity interest in the assets of DOC.AI, in which case the U.S. federal income tax consequences to a Purchaser and DOC.AI of the execution of a SAFT could differ from those described above.

Treatment of Token Sale

Upon Network Launch, DOC.AI shall issue NRN Tokens to each holder of a SAFT pursuant to the terms of the applicable SAFT. DOC.AI will treat the issuance of NRN Tokens to a Purchaser under a SAFT as a purchase of property (that is, the NRN Tokens) by the Purchaser. DOC.AI intends to treat NRN Tokens neither as equity interests nor as debt interests in DOC.AI for U.S. federal income tax purposes. A Purchaser should generally have a tax basis for U.S. federal income tax purposes in the NRN Tokens it acquires from DOC.AI equal to the amount of U.S. dollars such Purchaser advanced under the SAFT or, if such Purchaser invested in a SAFT using Bitcoin or Ether, the value thereof in U.S. dollars at the Applicable Exchange Rate on the date of such exchange. The Purchaser's holding period in the NRN Tokens should begin on the day the NRN Tokens are issued to the Purchaser. Under this treatment, DOC.AI would have income upon issuance of the NRN Tokens to a Purchaser generally equal to the amount of U.S. dollars such Purchaser advanced under the SAFT or, if such Purchaser invested in a SAFT using Bitcoin or Ether, the value thereof in U.S. dollars at the Applicable Exchange Rate on the date of such exchange.

While a purchase of property, such as NRN Tokens, generally is not taxable to the buyer (in this case, the Purchaser) for U.S. federal income tax purposes, a Purchaser that uses Bitcoin or Ether as its form of payment for the SAFT may have taxable gain or loss on such exchange to the extent the Purchaser's adjusted tax basis in Bitcoin or Ether used to purchase the SAFT (expressed in U.S. dollars) is less than or greater than, respectively, the Applicable Exchange Rate for Bitcoin or Ether (expressed in U.S. dollars) upon the acquisition of NRN Tokens pursuant to the SAFT.

However, the tax treatment of NRN Tokens is not entirely clear. It is possible that the IRS may challenge DOC.AI's intended treatment of the issuance of NRN Tokens under a SAFT, in which case the U.S. federal income tax consequences to a Purchaser and DOC.AI of an issuance of NRN Tokens under a SAFT could differ from those described above. The remainder of this summary assumes that DOC.AI's intended treatment of the SAFT and the NRN Tokens will be respected.

Disposition of NRN Tokens

A Purchaser who sells, exchanges, or otherwise disposes of the NRN Tokens for U.S. dollars or other property (including pursuant to an exchange of such NRN Tokens for other convertible virtual currencies such as Bitcoin and Ether) should, pursuant to IRS Notice 2014-21, recognize capital gain or loss in an amount equal to the difference between the fair market value of the property received in exchange for such NRN Tokens and the Purchaser's adjusted tax basis in the NRN Tokens, as described above. This capital gain may be long-term if the Purchaser has held its NRN Tokens for more than one year prior to disposition.

Treatment of Conversion of SAFT upon failure of Network Launch

In the event of a Network Launch failure, DOC.AI may wind up its operations and distribute its assets to Purchasers, including holders of SAFTs, as more fully set forth in the SAFT. A Purchaser who receives our assets, if any, in exchange for its rights under the SAFT generally should recognize taxable gain or loss in an amount equal to the difference between the fair market value of the assets the Purchaser receives, if any, and the amount, expressed in U.S. dollars, it advanced under the SAFT.

THE TAX TREATMENT OF THE SAFT, THE PURCHASE RIGHTS CONTAINED THEREIN AND THE NRN TOKEN DISTRIBUTION IS UNCERTAIN AND THERE MAY BE ADVERSE TAX CONSEQUENCES FOR PURCHASERS UPON CERTAIN FUTURE EVENTS. PURCHASING A SAFT AND ACQUIRING NRN TOKENS PURSUANT THERETO MAY RESULT IN ADVERSE TAX CONSEQUENCES TO PURCHASERS, INCLUDING WITHHOLDING TAXES, INCOME TAXES AND TAX REPORTING REQUIREMENTS. EACH PURCHASER SHOULD CONSULT WITH AND MUST RELY UPON THE ADVICE OF ITS OWN TAX ADVISORS WITH RESPECT TO THE U.S. AND NON-U.S. TAX TREATMENT OF PURCHASING A SAFT AND THE RIGHTS CONTAINED THEREIN.

CONFIDENTIAL PRIVATE PLACEMENT OFFERING MEMORANDUM



287,866,667 NRN Tokens

To be acquired pursuant to

Simple Agreements for Future Tokens

September 7, 2017

(As updated on September 27, 2017)