

Offering Memorandum

Part II of the Offering Statement

(Exhibit A to Form C) Regulation Crowdfunding

UNDER THE SECURITIES ACT OF 1933

www.thrivebiosafety.com

THRIVE BIOSAFETY

Up to \$5,000,000 Under Regulation CF

Thrive Testing and Biosafety, Inc. ("Thrive" "the Company," "we," or "us") is offering up to \$5,000,000 (the "Maximum Amount") worth of our common stock. The minimum amount to be raised under this Regulation CF offering is \$10,000 (the "Minimum Amount"). This offering is being conducted on a best-efforts basis. The Company must reach its Minimum Amount of \$10,000 by July 26, 2022. Unless the Company raises the Minimum Amount of \$10,000 under this Regulation CF offering by July 26, 2022, no securities will be sold in this offering, the Investment commitments will be canceled, and committed funds will be returned. If the Company reaches its Minimum Amount before July 26, 2022, the Company may conduct the first of multiple closings, provided that the offering has been posted for 21 days and that investors, who have committed funds, receive notice five business days before the close.

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

In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.

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

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

See "Risk Factors" beginning on page 5 to read about factors you should consider before investing.

THE COMPANY AND ITS BUSINESS

Thrive Testing and Biosafety, Inc. ("Thrive" or "the Company"), a Delaware C-Corporation, was formed on January 6, 2021.

THE TECHNOLOGY

Qanik DX, Inc ("Qanik"), an Ontario, Canada Corporation, has patented technology called quantum molecular labeled interaction ("qMLI"). The technology has been adapted for real-time, live virus testing starting with SARS-CoV-2 ("Covid"). The basic elements of the testing technique consist of:

1. The Reader is used for detecting bacteria-based pathogens and is already in use by the European Defense Agency and the Center for Disease Control, in the United States,
2. The qMLI synthetic receptor, developed by Qanik, that is added to a saliva sample.
3. The software, developed by Qanik, enhances the Reader's capability to read a targeted virus binding reaction.

A binding reaction occurs between a unique spike protein of the targeted virus and the synthetic receptors in the qMLI reagent. The binding response itself begins in a matter of seconds and is complete in approximately 15 seconds. (See Fig 1. Below)

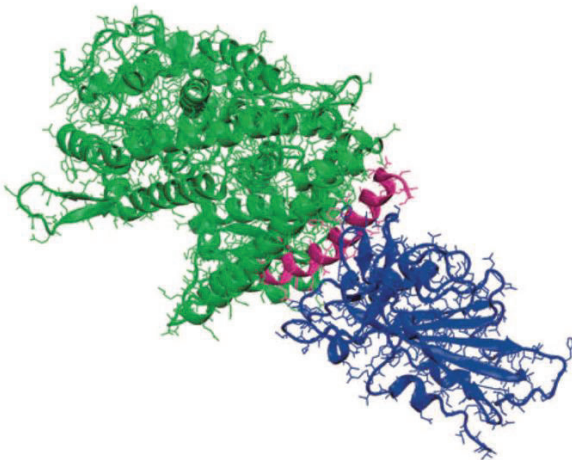
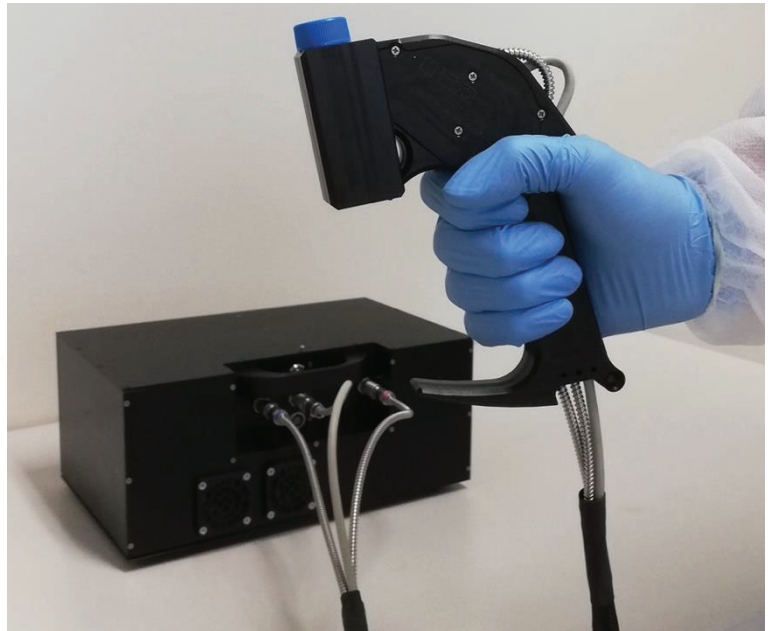


Fig. 1. Cartoon representation of the structure of the SARS-CoV-2 spike protein S1 complex with ACE2, modelled computationally by using data listed in the PDB database (www.pdb.org) as "6LZG". The spike protein is colored blue, the ACE2 main body is colored green and the binding domain $\alpha 1$ is colored magenta.



The Reader is a laser-driven, high-powered photon detector that can read the energy signature of the binding reaction in real-time. The Reader can immediately deliver test results to a test subject's mobile phone, a localized computer database, and the cloud. All connectivity software is Health Insurance Portability and Accountability Act of 1996 ("HIPPA") compliant. (See photo above)

THE RELATIONSHIP OF THRIVE BIOSAFETY, INC. TO QANIK DX, INC.

Thrive, pursuant to an executed term sheet and initial payment to Qanik, is an equity investor in Qanik, the holder of intellectual property described above. Through Qanik's wholly-owned subsidiary Qanik X, Thrive is also the exclusive licensee for commercialization of the virus testing capability in the western United States America with an option for the remaining four territories of the United States delineated by Qanik X. The western territorial license that Thrive holds is for 11 states with a population of approximately sixty-six million people and includes Alaska and Hawaii.

TESTING, FOOD AND DRUG ADMINISTRATION AUTHORIZATION AND APPROVAL

Diagnostic testing on humans to detect a disease must be authorized or approved by the US Food and Drug Administration ("FDA"). Qanik and its regulatory consulting team have undertaken the responsibility of obtaining the necessary authorizations and approvals for Thrive to commercialize the testing in the United States. Qanik has completed 500 tests at its Laboratories in Estonia, and 500 tests are to be conducted in the European Union Defense laboratories in Brussels, Belgium. Upon completion of those 1000 tests, including live Covid virus and all known variants, the results will be submitted to the FDA with the goal of obtaining the FDA's emergency use authorization ("EUA"). Upon receipt of the EUA, Thrive can begin offering virus testing services on humans in the western United States.

STOCK EXCHANGE LISTING – FOLLOW ON OFFERING

Upon receipt of an FDA EUA, the Company intends to either file an S-1 Registration Statement or a Regulation A, Tier 2 offering of at least \$5 million pursuant to regulations of the Securities Act of 1933 and 1934. The Company also intends to list its common stock on a stock exchange to allow the public trading of its shares. Shares purchased during this Regulation CF offering and those investors who presently hold convertible notes in the Company that automatically convert to common shares at the time of a Regulation A offering will have a portion of their shares registered or otherwise cleared for free trading. The exact number of investors' shares that become free trading on an exchange depends upon the type of filing the Company pursues.

(See OWNERSHIP AND CAPITAL STRUCTURE; THE OFFERING; RIGHTS OF THE SECURITIES - Below)

DUE DILIGENCE

FlashFunders Funding Portal, LLC, has performed due diligence.

THE TEAM

Officers, Directors, and Key Employees

This table shows the principal people on our team:

Name	Position(s) held & time period (From-To)	Employment History and Responsibilities for last three (3) years
Guy Zajonic	CEO/Director/ Board Charmain: January 2021 - Present	<p>CEO/Director/Board Chairman: Thrive Biosafety. January 2021 – Present. Responsibilities: Strategic planning, business development, and overall management of board and directors.</p> <p>President: Sponsors One Media. January 2018 - present. Responsibilities: Building contractor teams to produce unique brand promotional media.</p> <p>CEO: Guy Zajonc J.D. Consulting January 2010 - present. Responsibilities: Advises clients on structure, options for start-up financing, strategic planning, and assistance with execution to achieve company goals.</p>
Michael Pfeffer	President/Director: March 2021 - Present	<p>President/Director: Thrive Biosafety. March 2021 - Present Responsibilities: Oversees company operations and business strategy implementation.</p> <p>CEO: Gabriel USA. December 2018 - March 2021 Responsibilities: Overall planning, funding, and management for the company.</p> <p>Managing Partner: Kolohala Ventures. June 2006 to Present Responsibilities: Oversees all investment decisions and portfolio strategy.</p>
Brad Herr	CFO/Director: March 2021 - Present	<p>CFO/Director: Thrive Biosafety. March 2021 – Present. Responsibilities: Oversees financial reporting, and audit compliance.</p>

		<p>CFO: NJ Harvest, Inc. April 2018 – Present. Responsibilities: Active in evaluation of acquisition opportunities and audit compliance.</p> <p>Managing Member: Nexit Opportunities LLC. April 2014 – Present. Responsibilities: Business acquisition consulting services to retiring business owners</p>
Sharon Anderson-Morris	Advisor & Director: January 2021 - Present	<p>Advisor & Director: Thrive Biosafety. January 2021 - Present. Responsibilities: Company strategy, business development and corporate finance.</p> <p>Co-Founder: Future in Review Speaker Series February 2017 - Present. Responsibilities: Finding, booking, and interviewing leaders in technology.</p> <p>CEO: FireFilms October 2012 - Present. Responsibilities: Identifying private showing and promoting documentary films of note.</p>

Guy Zajonc, JD – Chairman & CEO

Guy has 40 years as a business lawyer and entrepreneur. Guy has counseled numerous startups, early-stage private and public companies. Guy was general counsel and project manager to Deep Ocean Expeditions, Inc., the Company responsible for pioneering tourist dives on the Titanic in partnership with the Russian Academy of Sciences deep submersible program. Guy also helped negotiate, document and project manage James Cameron's return to the Titanic to produce the feature film *Ghosts of the Abyss* and the production of "James Cameron's Expedition *Bismarck*." Guy founded Five by Five Media, Inc., a full-service television and feature film production company where he served as CEO. In partnership with IAC/Electus, Five by Five is best known for its Emmy-winning ABC series, *Jamie Oliver's Food Revolution*, and NBC series *Fashion Star*. Guy has a business degree from Southern Illinois University, where he attended on a Division 1, NCAA track and field scholarship and a Juris Doctorate from Gonzaga University School of Law.

Michael Pfeffer– President & Director

Michael has over 25 years of experience as an entrepreneur, CEO, Angel Investor, Venture Capitalist and founder of Kolohala Ventures. Michael has the ability to help take any venture or endeavor to the next

level. Michael has more than half a dozen successful exits to his name, ranging from 1x to more than 300x returns. Examples of his prior exits include AllRecipes.com (acquired by Reader's Digest), Film.com (acquired by RealNetworks), InterNAP (NSDQ: INAP), Hoku Scientific [NSDQ: HOKU]), and Proxim Wireless (Terabeam acquired by YDI), Most recently Innovasc which was acquired for \$275M in Sept. 2020. Examples of Kolohala Ventures portfolio companies include Soane Energy, Hawaii Biotech, OneMedNet, and Cardax Pharmaceuticals (CDXI), to name a few. Michael holds a BA in Anthropology from the University of California at Santa Barbara (1991) and an MA in Anthropology from the University of Hawai'i at Manoa (1995). He was a doctoral candidate at the University of Washington from 1995-1997 before leaving the program to co-found Allrecipes.com.

Brad Herr, J.D. CPA, MBA – Interim CFO & Director

Brad has over 30 years of experience managing private and public corporate financial reporting functions, providing risk management oversight and, as a member management teams. Brad practiced law for 13 years in securities law and participated as legal counsel or principal in private and public offerings raising more than \$75 million. Brad has served as CFO, COO, President, and Board Member for several publicly traded and private companies. Brad graduated with a Bachelor of Science Degree in Business Accounting in 1977 and a Juris Doctorate in 1983 from the University of Montana. Brad also holds an MBA from Gonzaga University.

Sharon Anderson Morris – Advisor & Director

Sharon Anderson Morris is the CEO of FiReFilms, a membership-based organization supporting scientifically based documentaries to educate, inspire, and transform humanity from conception through distribution. FiReFilms is an initiative of the Strategic News Service (SNS). Sharon was the co-founder, producer, and interviewer of global world-changing technology leaders for the SNS / Park City's speaker series "Future in Review" (2013-2017) in Park City and Salt Lake City, Utah. From 2003-2018, she was the senior programs director for Strategic News Service and SNS Future in Review (FiRe) events. Sharon's passion is to use her global connections in technology to benefit humanity and our world. After receiving her undergraduate degree in International Business and French Translation, Sharon went on to Celanese Chemical Corp. while studying for her master's degree in International Business.

RISK FACTORS

Our Company is subject to all the same risks that all companies in this economy, are exposed to daily. These include 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.

- **New Company.** Thrive is a new company. It has no history, no clients, no revenues. If you are investing in this Company, it's because you believe that Thrive will be able to, at some point time, market and sell biosafety as a service using the LDI Innovations Reader together with the qMLI synthetic receptor test for viruses. Further, we have never made a profit, and there is no assurance that we will ever be profitable
- **FDA and other governmental regulations.** Our Thrive business model is subject to federal, state, and

local laws and regulations, including the Federal Food and Drug Administration ("FDA"). We cannot proceed with human diagnostic testing until we receive either the FDA Emergency Use Authorization ("EUA") or FDA approval. Our Thrive virus test, powered by Qanik, collects individual healthcare information in real-time. Consequently, all aspects of our technology must comply with the Health Insurance Portability and Accountability Act of 1996 ("HIPPA"), including but not limited to the transfer of testing information to the test subject's cell phone, any centralized data collection, including cloud storage and the transmission of test data to state and federal officials for tracing, tracking and other pandemic response purposes. Compliance and or changes in existing laws or regulations could require material expenses and negatively affect our financial results through lower sales or higher costs.

- **Competition.** The human diagnostic testing industry is highly competitive, including very large and very well-funded companies. In the Covid space, there are dozens of FDA EUAs currently authorized with more submissions to the FDA each week. Our test must be able to compete with the tests currently in the marketplace and in existing use. The existing tests that already have their EUA will make it more difficult for us to achieve market penetration, revenues, and profits.
- **Dependence on key personnel.** Our performance depends significantly upon the continued contributions of our executive officers, the executive officers of Qanik, and a highly trained and deeply experienced scientific team located in Estonia. The Estonian team pioneered the virus testing technology and has continuing responsibilities for ensuring its reliability and relevance to the demands of the marketplace. These officers, scientists, and other key personnel have many years of experience in their respective roles, making it difficult to replace them. If we lose key personnel or cannot recruit qualified personnel, our operations and ability to manage our business may be adversely affected. We do not maintain key-man life insurance policies for our officers, directors, or key personnel.
- **License to commercialize Qanik Intellectual Property.** The Company is presently a small equity holder in Qanik, the owner of all intellectual property involved in the testing capability. Thrive does not own any of the intellectual property. Thrive holds a license of the technology for commercialization. Qanik will be solely responsible for defending against infringers and may not have the resources to mount a defense and enforce its patent. Also, no assurances can be given that the intellectual property of Qanik (i) will not infringe upon the intellectual property rights of others or (ii) that the patent and pending patent applications are valid or that they will be enforceable.
- **Thrive is a licensee of Qanik.** The Company currently licenses its right to commercialize the technology from Qanik according to a binding and executed term sheet that can be renegotiated if the speed of regulatory approvals Thrive financing, the scaling of manufacturing, and a commercial rollout do not meet the expectations of the parties. Any of these contingencies could disrupt the agreed terms and cause us to lose our rights under that agreement.
- **Thrive has not fully paid the agreed Qanik.** Thrive has only paid a small portion of its agreed licensing fee. If this or subsequent offerings do not raise enough capital, Thrive may not be able to pay the required fee and lose its license.
- **The current valuation of the Company is difficult to assess.** Unlike publicly traded companies that

list their shares on a stock exchange resulting in market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess, and you may risk overpaying for your investment. If and when the Company undertakes additional rounds of equity financing, your ownership interest in the Company represented by the shares you own will be diluted. As a percentage, you will own less of the Company as a result of each new round of capital raised.

- **Our investor presentation includes financial projections over the next twelve months.** Our projections are the opinion of management regarding our ability to market and generate sales for our products and services. There are no assurances we will be able to achieve the revenue goals represented in those projections.
- **The auditor has included a "going concern" note in the financial statements.** We may not have enough funds to sustain the business until it becomes profitable. Even if we raise funds through this Regulation CF crowdfunding round plus a Regulation A offering in the future, we may not accurately anticipate how quickly we may use the funds and if it is sufficient for our business to achieve profitability.
- **The Company will likely need more money.** In this and its subsequent offerings, the Company might not sell enough shares to meet its operating needs or fulfill its plans. In this case, the Company may cease operating, including liquidating its assets and losing its license to intellectual property, which could lead to the total loss of your investment. Even if it sells all the common stock it's offering now, it will probably need to raise more funds in the future, and if it can't get them, the business could fail. Even if the Company does make a successful offering in the future, the terms of that offering might result in your investment in the Company being valued less. Later investors may get better terms, and the issuance of their shares may dilute your ownership.
- **You can't easily resell the securities.** There are restrictions on how you can resell your securities. More importantly, there is currently no market for these securities. There might never be one. The Company may not achieve its goal of going public or get acquired by another company. That means the money you paid for these securities could be tied up for a long time.
- **You may have difficulty depositing your shares.** Even if the Company successfully lists its shares to a stock exchange, you may have difficulty depositing your shares with a broker. Many licensed broker-dealers refuse to deposit shares listed on the Over The Counter ("OTC") exchange. The Company may need to raise enough capital to list to a major exchange for you to deposit your shares easily. The listing requirements of major exchanges are more difficult to achieve, and the Company may fail to meet those requirements.

OWNERSHIP AND CAPITAL STRUCTURE; THE OFFERING; RIGHTS OF THE SECURITIES

Ownership

The table below reflects current owners of 20% or more equity in a class of securities in the Company as of March 31, 2021:

Beneficial owner	Amount and class of securities held	Percent of voting power before the Offering
Guy Zajonc	10,600,000 shares of Common Stock	46.10%

Michael Pfeffer	6,200,000 shares of Common Stock	27.00%
-----------------	----------------------------------	--------

The above figures do not include convertible notes that the Company has already issued to existing investors, nor shares currently offered for sale. The conversion of these notes will impact the ownership and voting power percentages of those buying shares through this offering. The above figures also do not include shares reserved for options and warrants.

The Offering

The securities offered in this offering

The Company is offering Common Shares to investors in this Regulation CF offering at forty cents (\$0.40) per share.

Thrives's authorized capital stock consists of 100,000,000 shares of Common Stock and 10,000,000 shares of Preferred Stock. As of March 31, 2021, the outstanding shares included: 23,000,000 shares of Common Stock and no Preferred Shares have been issued.

Our Target Amount for this offering to investors under Regulation Crowdfunding is \$10,000. We will accept up to \$5,000,000 from investors through Regulation Crowdfunding before the deadline of July 26, 2022.

To purchase the Securities, you must make a commitment to purchase by completing the Subscription Agreement. Purchaser funds will be held in escrow with Sutter Securities Clearing, LLC until the Target Amount of investments is reached. Purchasers may cancel an investment commitment until 48 hours prior to the Offering Deadline or the Closing, whichever comes first using the cancellation mechanism provided by the Intermediary. If an investor does not cancel his or her investment within the 48-hour period, the funds will be released to the issuer and the investor will receive securities in exchange for their investment. The Intermediary will notify Purchasers when the Target Amount has been reached. If the Company reaches the Target Amount prior to the Offering Deadline, it may close the Offering at least five (5) days after reaching the Target Amount and providing notice to the Purchasers. If any material change (other than reaching the Target Amount) occurs related to the Offering prior to the Offering Deadline, the Company will provide notice to Purchasers and receive reconfirmations from Purchasers who have already made commitments. If a Purchaser does not reconfirm his or her investment commitment after a material change is made to the terms of the Offering, the Purchaser's investment commitment will be cancelled, and the committed funds will be returned without interest or deductions.

The minimum investment in this offering under Regulation Crowdfunding is \$200.00

Dividend Rights

Subject to preferences that may apply to any then outstanding preferred stock, holders of Common

Stock are entitled to receive dividends, as may be declared from time to time by the board of directors out of legally available funds. The Company has never declared or paid cash dividends on any of its capital stock and currently does not anticipate paying any cash dividends after this Offering or in the foreseeable future.

Voting Rights

Each holder of Common Stock is entitled to one vote for each share on all matters submitted to a vote of the stockholders, including the election of directors.

Right to Receive Liquidation Distributions

In the event of the Company's liquidation, dissolution, or winding up, holders of its Common Stock will be entitled to share, on a pro-rated basis, in the net assets legally available for distribution to stockholders after the payment of all of the Company's debts and other liabilities.

Rights and Preferences

Holders of the Company's Common Stock have no preemptive, conversion, or other rights, and there are no redemptive or sinking fund provisions applicable to the Company's Common Stock. The rights, preferences, and privileges of the holders of the Company's common stock are subject to and may be adversely affected by the rights of the holders of shares of any series of our Preferred Stock and any additional classes of preferred stock that we may designate in the future.

Preferred Stock

The Company has authorized 10,000,000 shares of Preferred Stock at \$0.0001 par value ("Preferred Stock"). As of March 31, 2021, no shares of Preferred Stock were issued and outstanding.

Dividend Rights, Right to Receive Liquidation Distributions

Concerning dividend rights and rights upon any voluntary or involuntary liquidation, dissolution, or winding up of the Company ("Liquidation Event"), the Series A Preferred Shares are senior in preference and priority to the common stock and any other class or series of equity security established and designated by the Company's Board of Directors.

In the event of any Liquidation Event, the holders of shares of the Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Company available for distribution to its stockholders before any payment shall be made to the holders of any Junior Securities by reason of their ownership thereof, an amount per share equal to the liquidation preference, plus the amount of accrued and unpaid dividends thereon from the Original Issue Date through the date of liquidation. If upon any such Liquidation Event the assets of the Company available for distribution to its stockholders are insufficient to pay the holders of shares of the Preferred Stock the full amount to which they are entitled, the holders of shares of the Preferred Stock (and other securities held in parity) will share, on a pro-rata basis, in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all

amounts payable on or with respect to such shares were paid in full.

Voting Rights, Conversion to Common Stock, Rights and Preferences

The authorized but unissued shares of Preferred Stock may be divided into and issued in designated series, from time to time, by one or more resolutions adopted by the Board of Directors. In their sole discretion, the Directors shall have the power to determine each series of preferred stock's relative powers, preferences, and rights. Any issued Preferred Stock has preference over Common Stock.

What it means to be a minority holder

As a minority holder of Common Stock of the Company, you will have limited rights regarding the Company's corporate actions, including additional issuances of securities, Company repurchases of securities, a sale of the Company, or its significant assets or Company transactions with related parties. Investors in this Offering under Regulation CF and many, if not all, of the investors in the previous Regulation D offering will hold minority interests, potentially with rights less than those of other investors, and will have limited influence on the Company's corporate actions.

Transfer Agent

We have selected Globex Transfer, LLC, an SEC-registered securities transfer agent, to act as our transfer agent. They will be responsible for keeping track of who owns our common stock.

Liabilities and Litigation

The Company has no unresolved or unpaid liabilities. There is no pending litigation against the Company.

FINANCIAL STATEMENTS AND FINANCIAL CONDITION; MATERIAL INDEBTEDNESS

Financial Statements

Our financial statements can be found in Exhibit B to Form C, of which this Offering Memorandum forms a part. The financial statements were audited by Assure CPA, LLC as of March 31, 2021, and for the period from inception (January 12, 2021) through March 31, 2021.

Financial Condition

The following discussion includes information based on our audited financial statements from inception (January 12, 2021) through March 31, 2021, which does not represent a full fiscal year. We are a newly formed company. Through the period covered by our financial statements, our operations have been limited to organizational activities, negotiation of rights to use the technology that will serve as the basis for our business, and related organizational activities common to newly formed companies.

Results of Operations

We had no revenues from operations or other income in the period ended March 31, 2021. We do not

anticipate that we will commence active operations until Qanik and the qMLI technology receives an emergency use authorization from the FDA.

The Company's operating expenses consisted primarily of payments to our founders for consulting services during our organizational stage. The Company incurred a net loss of \$62,823 from inception (January 12, 2021) through March 31, 2021.

Liquidity and Capital Resources; Future Trends

To date, the Company has not made any profits and is still a "development stage company." The Company has recorded losses from inception through March 31, 2021, in the total amount of \$62,823.

Loans from the issuance of notes initially capitalized the Company. The principal amount of notes outstanding as of March 31, 2021, was \$300,000. On March 31, 2021, the Company had cash on hand in the amount of \$137,179. Management estimates our current burn rate (net cash out) to be, on average, \$45,000 per month.

Indebtedness

In February 2021, the Company placed \$300,000 in convertible notes with two investors. The notes bear 8% interest, mature one year after their dates of issuance, and are due in full with accrued interest at maturity. These notes are unsecured and are convertible into the Company's common stock at a conversion rate of \$0.10 per share. The notes are immediately converted, without interest, in the event the Company becomes publicly traded prior to maturity. Subsequent to March 31, 2021, we have placed \$150,000 in additional convertible notes with three investors. The terms of the additional notes are the same as the original notes placed in February 2021, except the conversion rate is \$0.20 per share.

Recent Offerings of Securities

We have made the following issuances of securities within the last three years:

- At the Company's inception, we issued 20,000,000 shares to our founders at a par value of \$0.0001 per share. The founder's shares were issued in reliance on Section 4(a)(2) of the Securities Act for aggregate consideration of \$2,000. These proceeds, received after March 31, 2021, are available for general business purposes.
- In February 2021, we placed convertible notes in reliance on Regulation D under the Securities Act for consideration of \$300,000. The proceeds of this offering were used for general business purposes.
- In May and June, we placed additional convertible notes aggregating \$150,000. These notes were issued in reliance on Regulation D under the Securities Act, and the proceeds are available for general business purposes.

Valuation

The Company established the \$0.40 price per share for shares offered in this Crowd Funding based on management's assessment of the Company's current and future value, as well as relative risk for investors investing in similarly situated companies.

USE OF PROCEEDS

The following table set out the sources and uses of proceeds from this offering, assuming the amount raised

is \$1,000,000, \$2,500,000, or \$5,000,000. The net proceeds of this offering take into account the following: An estimated \$25,000 in fixed offering expenses covering audit and legal fees. Fees for formatting the filing to meet the requirements of the EDGAR system maintained by the SEC. State notice filing fees, portal fees, and backend fees for the portal. Regardless of the amount raised in the offering, the proceeds from the offering will be used primarily for licensing the qMLI technology from Qanik, commencing operations, and providing a source of working capital for future operations.

Uses of Proceeds	\$1,000,000 Raise	\$2,500,000 Raise	\$5,000,000 Raise
Gross offering proceeds	\$ 1,000,000	\$ 2,500,000	\$ 5,000,000
Fixed costs of the offering	25,000	25,000	25,000
Variable costs of the offering	70,000	175,000	350,000
Net offering proceeds	905,000	2,300,000	4,625,000
Uses of proceeds			
License costs	500,000	1,250,000	2,500,000
Commencement of operations	250,000	500,000	1,000,000
Capital equipment	100,000	250,000	500,000
Working capital	55,000	300,000	625,000
Total uses of proceeds	\$ 905,000	\$ 2,300,000	\$ 4,625,000

The identified uses of proceeds are subject to change at the sole direction of the officers and directors based on the Company's business needs.

REGULATORY INFORMATION

Disqualification

Neither the Company nor any of our officers or managing members is disqualified from relying on Regulation Crowdfunding. The Company has not previously failed to comply with the requirements of Regulation Crowdfunding.

Annual reports

We have not filed annual reports to date. When available, annual reports will be posted on our website at <http://thrivebiosafety.com/investors>. Annual reports will be posted within 120 days after the end of each fiscal year.

Updates

Updates on the status of this offering may be found at: www.flashfunders.com/thrivebiosafety.

FLASHFUNDERS INVESTMENT PROCESS

See Exhibit C to the Offering Statement of which this Offering Memorandum forms a part.