

Confidential Offering Memorandum
SecurShade, Inc.

SecurShade, Inc.
A Delaware Corporation
d/b/a SecurShade
www.securshade.com



**\$1,000,000 MAXIMUM OFFERING
\$250,000 MINIMUM OFFERING**

**3,000,000 Shares of
Convertible Non-voting Class B Common Stock Offered
OFFERING PRICE: \$0.33 per Share
\$250 MINIMUM INVESTMENT**

REGULATION CROWDFUNDING OFFERING ONLY

THESE ARE SPECULATIVE SECURITIES AND INVOLVE A HIGH DEGREE OF RISK. SEE "RISK FACTORS".

In the event you decide not to participate in this Offering, please destroy all copies of or return the entire Regulation Crowdfunding Offering Memorandum to the office of the Placement Agent as set forth below:

Venture.co Brokerage Services
159 Bank Street
Burlington, VT 05401

The date of this Confidential Offering Memorandum is 7/15/2016

Confidential Offering Memorandum
SecurShade, Inc.

This Regulation Crowdfunding Offering Memorandum (the “Memorandum”) relates to the offer and sale to a select group of Regulation Crowdfunding investors of up to 3,000,000 shares of convertible non-voting Class B common stock, par value \$0.0001 per share (the “Shares”) of the securities of SecurShade, Inc. (the “Company”), a Delaware corporation, at an offering price of \$0.33 per Share for a maximum aggregate offering price of \$1,000,000 (the “Offering”). The Shares convert into our voting common stock on a one share-for-one share basis upon a qualified financing trigger event, as described below.

All of the Shares will be sold on a “best-efforts” basis which means that net Offering proceeds will be available to the Company upon receipt, acceptance and clearance thereof and that a minimum amount of 757,576 Shares will be required in order to complete and close this Offering. There can be no assurance that all of the Shares offered will be subscribed for.

The minimum subscription by an investor is a \$250 investment (the “Minimum Investment Amount”).

	Price to Investors	Commission⁽¹⁾	Minimum Company Proceeds⁽²⁾
Target Offering Amount	\$ 250,000	\$ 17,500	\$ 232,500
Maximum Offering	\$ 1,000,000	\$ 70,000	\$ 930,000

(1) Offers and sales of Shares will be made on an “best-efforts” basis through Venture.co Brokerage Services (“VENTURE.co”), a Delaware limited liability company and member of the Financial Industry Regulatory Authority, Inc. VENTURE.co will act as the exclusive selling broker and receive commissions of up to 7% of the aggregate principal amount.

(2) Amounts shown reflect proceeds after deducting selling commissions received by VENTURE.co, but before deducting offering expenses payable by the Company such as attorney or consultant fees, subject to applicable securities laws and this Memorandum.

EXCLUSIVE PLACEMENT AGENT

VENTURE.CO BROKERAGE SERVICES MEMBER: FINRA/SIPC
159 BANK STREET, SUITE 202
BURLINGTON, VT 05489
(844)-780-6797

All communications regarding this Memorandum should be sent to the Exclusive Placement Agent.

Confidential Offering Memorandum
SecurShade, Inc.

NOTICE TO INVESTORS

An investment in the Shares involves a high degree of risk. Prospective investors in the Shares should thoroughly consider this Memorandum and certain special considerations concerning the Company described herein. See "RISK FACTORS" below. There is currently no trading market for any securities of the Company, nor is it expected or assured that such market will develop in the foreseeable future.

A CROWDFUNDING INVESTMENT INVOLVES A 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 U.S. 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 U.S. SECURITIES AND EXCHANGE COMMISSION HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THESE SECURITIES ARE EXEMPT FROM REGISTRATION.

THE ISSUER WILL FILE A REPORT ON EDGAR ANNUALLY AND POST THE REPORT ON ITS WEBSITE, NO LATER THAN 120 DAYS AFTER THE END OF EACH FISCAL YEAR COVERED BY THE REPORT.

IN ACCORDANCE WITH RULE 202(b) OF REGULATION CROWDFUNDING, THE ISSUER WILL FILE THE REQUISITE ANNUAL REPORT UNTIL THE EARLIEST OF THE FOLLOWING EVENTS OCCURS:

- (1) THE ISSUER IS REQUIRED TO FILE REPORTS UNDER EXCHANGE ACT SECTIONS 13(A) OR 15(D);
- (2) THE ISSUER HAS FILED AT LEAST ONE ANNUAL REPORT AND HAS FEWER THAN 300 HOLDERS OF RECORD;
- (3) THE ISSUER HAS FILED AT LEAST THREE ANNUAL REPORTS AND HAS TOTAL ASSETS THAT DO NOT EXCEED \$10 MILLION;
- (4) THE ISSUER OR ANOTHER PARTY PURCHASES OR REPURCHASES ALL OF THE SECURITIES ISSUED PURSUANT TO SECTION 4(a)(6) OF THE SECURITIES ACT, INCLUDING ANY PAYMENT IN FULL OF DEBT SECURITIES OR ANY COMPLETE REDEMPTION OF REDEEMABLE SECURITIES; OR
- (5) THE ISSUER LIQUIDATES OR DISSOLVES IN ACCORDANCE WITH STATE LAW.

Confidential Offering Memorandum
SecurShade, Inc.

NOTICE TO INVESTORS	3
GENERAL NOTICES AND REPRESENTATIONS	5
CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS.....	6
ABOUT THIS MEMORANDUM.....	7
MEMORANDUM SUMMARY	9
TERMS OF THE OFFERING	13
PROCEDURE TO PURCHASE SECURITIES	14
RISK FACTORS	15
DESCRIPTION OF BUSINESS.....	25
MANAGEMENT	30
MARKET PRICE OF SHARES AND RELATED INTEREST HOLDER MATTERS	32
DESCRIPTION OF SECURITIES	32
OTHER MATTERS.....	34
USE OF PROCEEDS	36
FINANCIAL INFORMATION	37
ADDITIONAL INFORMATION	38

Confidential Offering Memorandum
SecurShade, Inc.

GENERAL NOTICES AND REPRESENTATIONS

This Memorandum is furnished on a confidential basis. This Memorandum constitutes an offer of securities only to the person to whom it is specifically delivered for that purpose ("Offeree"), and is provided solely for the purpose of evaluating an investment in the Company. By accepting delivery of this Memorandum and receiving any other oral or written information provided by the Company in connection with the Offering, each Offeree agrees (a) to keep confidential the contents of this Memorandum and such other information and not to disclose the same to any third party or otherwise use the same for any purpose other than evaluating an investment in the Company, and (b) not to copy, in whole or in part, this Memorandum or any other written information provided by the Company in connection herewith. Each Offeree further agrees to return this Memorandum and any such written information to VENTURE.co, 159 Bank Street, Suite 202, Burlington, Vermont 05401; Attention: Kyle Clark, in the event that (i) the Offeree does not subscribe to purchase any Shares, (ii) no portion of the Offeree's subscription is accepted, or (iii) the Offering is terminated or withdrawn.

To the extent applicable, the Shares offered hereby have not been registered under the US federal Securities Act of 1933 (the "Securities Act") or any US state securities laws, in reliance upon exemptions therefrom. If applicable, the Shares may not be sold, transferred, pledged or otherwise disposed of in the absence of registration under the Securities Act and under any applicable US state securities or blue sky laws unless pursuant to exemptions therefrom. This Memorandum does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares offered hereby to any person in any jurisdiction in which it is unlawful to make such an offer or solicitation to such person. This Memorandum does not constitute an Offer if the prospective investor is not qualified under applicable securities laws.

In determining whether to invest in the Shares, each person must rely upon his, her or its own examination of the Company and the terms of the Offering made hereby, including the merits and risks involved. The information contained in this Memorandum also supersedes any information concerning the Company or the terms of any investment therein provided to any prospective investor prior to the date of this Memorandum.

The Company makes no expressed or implied representation or warranty as to the attainability of any forecasted financial information that may be expressed or implied herein or as to the accuracy or completeness of the assumptions from which that forecasted information is derived. It must be recognized that the projections of the Company's future performance are necessarily subject to a high degree of uncertainty, that actual results can be expected to vary from the results projected and that such variances may be material and adverse. Prospective investors are expected to conduct their own investigation with regard to the Company and its prospects. It is expected that each Offeree will pursue his, her or its own independent investigation with respect to the forecasted financial information included herein. Prospective investors in the Shares are not to construe the contents of this Memorandum as legal, business or tax advice. Each prospective investor in the Shares should consult his, her or its own attorney, business advisor and tax advisor as to the legal, business, tax and related matters concerning this Offering.

Confidential Offering Memorandum
SecurShade, Inc.

This Memorandum has been prepared solely for the purpose of the proposed offering of the Shares. The Company reserves the right to reject any subscription for the Shares to which any prospective investor in the Shares has subscribed, in whole or in part, or to accept less than the Minimum Investment Amount.

THIS OFFERING IS NOT UNDERWRITTEN. THE OFFERING PRICE HAS BEEN ARBITRARILY SET BY THE MANAGEMENT OF THE COMPANY. THERE CAN BE NO ASSURANCE THAT ANY OF THE SECURITIES WILL BE SOLD.

The management of the Company has provided all of the information stated herein. The Company makes no express or implied representation or warranty as to the completeness of this information or, in the case of projections, estimates, future plans, or forward looking assumptions or statements, as to their attainability or the accuracy and completeness of the assumptions from which they are derived, and it is expected that each prospective investor will pursue his, her, or its own independent investigation. It must be recognized that estimates of the Company's performance are necessarily subject to a high degree of uncertainty and may vary materially from actual results.

This Offering is expected to be conducted as a Regulation Crowdfunding Offering in reliance on the exemption in Securities Act Section 4(a)(6) and in accordance with Section 4A and Regulation Crowdfunding.

This Memorandum has been prepared solely for the information of the person to whom it has been delivered by or on behalf of the Company. Distribution of this Memorandum to any person other than the prospective investor to whom this Memorandum is delivered by the Company and those persons retained to advise them with respect thereto is unauthorized. Any reproduction of this Memorandum, in whole or in part, or the divulgence of any of the contents without the prior written consent of the Company is strictly prohibited. This Offering is made subject to withdrawal, cancellation, or modification by the Company without notice and solely at the Company's discretion. Each prospective investor, by accepting delivery of this Memorandum, agrees to return it and all other documents received by them to VENTURE.co if the prospective investor's subscription is not accepted or if the Offering is terminated.

By acceptance of this Memorandum, prospective investors recognize and accept the need to conduct their own thorough investigation and due diligence before considering a purchase of the Shares.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Memorandum and the documents available on Venture.co include "*forward-looking statements*" within the meaning of the Securities Act of 1933, as amended. All statements other than statements of historical fact are forward-looking statements.

Confidential Offering Memorandum
SecurShade, Inc.

Forward-looking statements are subject to certain risks, trends and uncertainties that could cause actual results to differ materially from those projected. Among those risks, trends and uncertainties are the Company's ability to raise sufficient working capital to carry out the business plans, the long-term efficacy of the business plans, the ability to protect its intellectual property, and general economic conditions.

Although we believe that in making such forward-looking statements, expectations are based upon reasonable assumptions; such statements may be influenced by factors that could cause actual outcomes and results to be materially different from those projected. We cannot assure you that the assumptions upon which these statements are based will prove to have been correct.

When used in this Memorandum, the words "*expect*," "*anticipate*," "*intend*," "*plan*," "*believe*," "*seek*," "*estimate*" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Because these forward-looking statements involve risks and uncertainties, actual results could differ materially from those expressed or implied by these forward-looking statements for a number of important reasons, including those discussed under "*Risk Factors*" and elsewhere in this Memorandum.

You should read these statements carefully because they discuss the Company's expectations about its future performance, contain projections of its future operating results or its future financial condition, or state other "*forward-looking*" information. Before you invest in the Shares, you should be aware that the occurrence of any of the contingent factors described under the "**RISK FACTORS**" section of this Memorandum could substantially harm the business, results of operations, and financial condition. Upon the occurrence of any of these events, you could lose all or part of your investment.

We cannot guarantee any future results, levels of activity, performance or achievements. Except as required by law, we undertake no obligation to update any of the forward-looking statements in this Memorandum after the date of this Memorandum.

ABOUT THIS MEMORANDUM

The terms "SecurShade," the "Company," "us," "our" and "we," as used in this Memorandum, refer to SecurShade, Inc., a Delaware "C" corporation.

You should rely only on the information contained in this Memorandum. The Company has not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. The Company is not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this Memorandum is accurate as of the date on the front cover of this Memorandum only. The Company's business, financial condition, results of operations and prospects may have changed since that date.

Confidential Offering Memorandum
SecurShade, Inc.

The following term sheet summarizes the basic terms and conditions on which the Company proposes to sell the Shares to certain investors in an exempt Regulation Crowdfunding offering, subject to documentation in the definitive subscription agreements and to completion of all appropriate due diligence investigations. This summary is qualified in its entirety by the more detailed information appearing elsewhere in this Memorandum and in the documents relating to this transaction, including, without limitation, the Company's Subscription Agreement for the Shares (Available online at Venture.co).

Confidential Offering Memorandum
SecurShade, Inc.

MEMORANDUM SUMMARY

The Business	SecurShade is a product aimed at making schools and colleges safer in the event of a shooter emergency. SecurShade enables any responsible individual, recognizing a threat, to remotely lower all the SecurShades in the school rapidly in less than 4 seconds. The system can simultaneously send a message indicating a lock down event with its location within the school to previously selected authorities, such as the principal, security officer, police, DHS, or other authorities.
The Company	SecurShade, Inc. (the “ <u>Company</u> ”) was organized on May 11, 2016, as a Delaware “C” corporation for the express purpose of developing and marketing a automated shade closing system. The Company’s address is 8 Leroy Road, Williston, VT 05488. The Company’s website is www.securshade.com .
The Offering	The Company, through its exclusive placement agent, Venture.co Brokerage Services (“ <u>VENTURE.co</u> ”), proposes to sell the Shares only to certain investors in an exempt, unregistered offering, in accordance with the Regulation Crowdfunding rules.
Size of the Offering	The Company is offering up to 3,000,000 shares of its convertible non-voting Class B common stock, par value \$0.0001 per share (the “ <u>Shares</u> ”), at an offering price of \$0.33 per Share, for a maximum aggregate offering price of \$1,000,000 (the “ <u>Offering</u> ”). The minimum subscription by an investor is \$250 (the “Minimum Investment Amount”); however, the Company reserves the right to accept less than the Minimum Investment Amount. The Company will return all proceeds received over and above the maximum offering amount of \$1,000,000.
The Shares	The Shares being offered hereby are convertible shares of our non-voting Class B common stock. This means subscribers of the Shares will have no voting rights whatsoever unless and until the Shares are converted into our voting Class A common stock upon a qualified financing trigger event, as described below.
Qualified Financing Trigger Event	In the event that the Company conducts a registration for the initial public offering of its securities (the “ <u>Qualified Financing Trigger Event</u> ”) for its own account and/or the account of others, then the Shares will automatically convert on a one share-for-one share basis into voting Class A common stock of the Company. Upon such conversion, the Shares will have all voting rights as well as all such other rights and interests attributable to our voting Class A common stock.

Confidential Offering Memorandum
SecurShade, Inc.

Related Offering	We have not conducted any related offerings and do not plan to conduct any contemporaneous offerings to this one.
Subscription Period	The Shares are being offered until the earlier of (i) 86 days from the date of this Memorandum or (ii) upon the sale of all Shares being offered hereby.
Depository Account	All payments received on account of subscriptions from subscribing investors will be held in a depository escrow account maintained by Fund America Securities LLC ("Depository Account") or equivalent.
Company Ownership	The following table sets forth the beneficial ownership of the Company's voting Class A common stock: (i) by directors and officers of the Company, (ii) by persons who own 20% or more of such securities, and (iii) by the directors and officers as a group. As of the date of this Memorandum, the Company has: (A) 5,100,000 shares of its voting Class A common stock issued and outstanding; and (B) no (zero) other securities issued or outstanding. The total aggregate number of issued and outstanding shares of the Company's common stock (voting Class A and non-voting Class B), assuming maximum subscription after the Offering, will be 8,100,000 shares.

	Pre Raise		Regulation Crowdfunding Raise		Fully Diluted	
	Shares	Percentage	Shares	Percentage	Shares	Percentage
Gordon's Window Decor Inc (Class A Voting)	5,100,000	100%	5,100,000	62.96%	5,100,000	51.00%
Regulation Crowdfunding Investors (Class B Non-Voting)			3,000,000	37.04%	3,000,000	30.00%
Fully Subscribed (Class A Voting)					1,900,000	19.00%
Total	5,100,000	100.00%	8,100,000	100.00%	10,000,000	100.00%
Authorized= 10,000,000						

Capitalization	The previous table sets forth the consolidated capitalization of the Company as of May 11, 2016 and as adjusted to give retroactive effect to the issuance and sale of the maximum number of Shares offered hereby.
-----------------------	---

Confidential Offering Memorandum
SecurShade, Inc.

Stockholders' Equity	Shares Outstanding Prior to Offering	Shares Outstanding After Offering, as Adjusted for Maximum Subscription
Class A (voting) Common Stock, 7,000,000 shares authorized, \$.0001 par value per share.	5,100,000	5,100,000
Class B (non-voting) Common Stock, 3,000,000 shares authorized, \$.0001 par value per Share.	0	3,000,000

Use of Proceeds Please see "USE OF PROCEEDS" below in this Memorandum.

**Subscription
Agreement:**

The investment will be made pursuant to a Subscription Agreement (available online at venture.co) between the Company and each investor, which agreement contains, among other things, certain representations, warranties and covenants of the investor.

Company Bylaws:

If you decide to invest, you must read and understand the company bylaws available to you at <https://txact.venture.co/dashboard/investor>. Your rights as a holder of the SecurShade, Inc. Shares in the Company will be governed by the bylaws. Therefore, you should carefully review and have your professional advisors, including legal counsel, review the bylaws prior to making any investment in the Shares.

Board Representation

and Voting Rights: The holders of the Shares do not have the right to vote their Shares unless a triggering event occurs (see "Qualified Financing Trigger Event" above). The holders of a majority of issued and outstanding voting Class A common stock will have the right to elect all members of the Company's board of directors. Currently, the officers of the Company hold at least a majority of the shares of our voting Class A common stock that are issued and outstanding, and it is expected that such officers will continue to hold at least a majority after the Offering. Accordingly, investors in this Offering will have no ability, and only a limited ability if there is trigger event that causes conversion, to elect or remove directors, or to otherwise affect governance of the Company.

Risks:

See "RISK FACTORS" and the other information included in this Memorandum for a discussion of factors you should carefully consider before deciding to invest in the Shares.

Confidential Offering Memorandum
SecurShade, Inc.

Available

Information:

Gordon Clements, the Company's President, will be available upon request to answer questions concerning the terms of this Offering, to provide any reasonably requested information necessary to verify the accuracy of the information contained in this Memorandum and to provide such other information reasonably requested by prospective investors as they deem necessary for the purposes of considering an investment in the Company. Mr. Clements can be reached by telephone at (802) 777-6077 or by e-mail at gordonc@gordonswd.com.

Kyle Clark, the Registered Principal of the exclusive placement agent, will be available upon request to answer questions concerning the terms of this Offering, to provide any reasonably requested information necessary to verify the accuracy of the information contained in this Memorandum and to provide such other information reasonably requested by prospective investors as they deem necessary for the purposes of considering an investment in the Company. The Mr. Clark can be contacted by telephone at (802) 338-1876 or by email at kyle@venture.co

Confidential Offering Memorandum
SecurShade, Inc.

TERMS OF THE OFFERING

Offering of Shares

The Shares are being offered to investors in accordance with the provisions of Regulation Crowdfunding. We are offering for sale up to 3,000,000 shares (the “Shares”) of the convertible non-voting Class B common stock of SecurShade, Inc., a Delaware corporation, doing business as SecurShade, at an offering price of \$0.33 per Share, for a maximum aggregate offering price of \$1,000,000. The minimum subscription by an investor is \$250; however, in the sole discretion of the Company’s management, the minimum investment may be waived.

All of the Shares will be sold on a “best-efforts” basis. The maximum offering amount is \$1,000,000 (the “Maximum Offering Amount”).

All securities will be offered and sold through the Company’s exclusive placement agent, VENTURE.co, a Delaware limited liability company and Member: FINRA/SIPC.

All payments received on account of subscriptions from subscribing investors will be held in a depository escrow account maintained by Fund America Securities LLC (“Depository Account”) or equivalent pending receipt and acceptance by the Company of subscription payments for the Minimum Investment Amount (\$250).

The Offering will commence promptly after the date of this Memorandum and will terminate on the earlier of (i) the Maximum Offering Amount is sold, or (ii) 60 days from the date of this Memorandum. Notwithstanding the foregoing, the Company reserves the right to terminate or extend this Offering at any time without notice as deemed necessary in the sole discretion of the Company’s management.

Plan of Distribution

General. The Shares will be offered and sold on behalf of the Company through its exclusive placement agent, VENTURE.co.

Investors may subscribe to purchase the Shares by (i) completing, dating and signing the Subscription Agreement and Shareholders’ Agreement on www.venture.co; (ii) submitting such financial information and documentation as is necessary to be verified as an accredited investor; and (iii) making payment in accordance with the Subscription Agreement. We reserve the right to accept or reject any subscription in whole or in part. If accepted in part, the rejected portion of the investor’s subscription will be refunded to the investor (together with accrued interest thereon, if any). No offer and sale of our Shares shall be considered to have been made until these subscription procedures are completed and

Confidential Offering Memorandum
SecurShade, Inc.

the Company has received the investor's investment funds. Proceeds received over and above the maximum offering amount of \$1,000,000 will be returned to investors as soon as practically possible.

Sales Commissions. The Company will pay commissions to VENTURE.co of up to 7% of the price of the Shares sold, in accordance with and subject to federal securities law and the securities law of the various states.

No Federal Registration. The Shares are not being registered for sale as securities under the Securities Act of 1933 (the "Securities Act") in reliance upon all available and applicable exemptions from registration under the Securities Act, including, but not limited to, the exemption in Securities Act Section 4(a)(6) and in accordance with Section 4A and Regulation Crowdfunding.

PROCEDURE TO PURCHASE SECURITIES

The suitability standards discussed under "INVESTOR SUITABILITY REQUIREMENTS" above represent minimum suitability standards for prospective investors. Each prospective investor, together with his, her or its investment, tax, legal, accounting and other advisors, should determine whether this investment is appropriate for such investor.

Each investor who wishes to subscribe for Shares must provide the Company with the following:

1. A completed and executed Subscription Agreement, signed electronically at <https://txact.venture.co/dashboard/investor>
2. A completed and executed Shareholders' Agreement, signed electronically at <https://txact.venture.co/dashboard/investor>
3. A wire transfer for the full purchase price of the securities for which the investor subscribes, payable to account specified after the online "offer" to buy securities is made at: www.venture.co

Questions pertaining to the procedure to purchase securities should be directed to:

Kyle Clark
Registered Principal
VENTURE.co, Burlington, VT
kyle@venture.co
802-338-1876

RISK FACTORS

An investment in the Company's securities involves substantial risk. Prospective investors should consider carefully the factors referred to below as well as others associated with their investment. In addition, this Memorandum contains forward-looking statements regarding future events and the future financial performance of the Company that involve significant risks and uncertainties. Investors are cautioned that such statements are predictions and beliefs of the Company, and the Company's actual results may differ materially from those discussed herein. The discussion below includes some of the material risk factors that could cause future results to differ from those described or implied in the forward-looking statements and other information appearing elsewhere in this Memorandum. If any of the following risks, or any additional risks and uncertainties not listed below and not presently known to us, actually occur, our business could be harmed or fail. In such case, you may lose all or part of your investment.

General Risks Associated with an Early Stage Company

As a new company we have a limited operating history. The Company was organized on May 13, 2016. We have a limited operating history upon which you may evaluate our business and prospects. We are in the early stages of our business and have not yet commenced full-scale operations. Accordingly, we are in the initial revenue phase, and our activities to date have involved research and development, business planning, market testing and efforts to raise startup capital. Our business and prospects must be considered in light of the risk, expense and difficulties frequently encountered by pre-revenue companies in early stages of development, particularly companies in highly competitive and evolving markets. If we are unable to effectively allocate our resources, manufacture our products, generate sales, or obtain and grow our customer base, our business operating results and financial condition would be adversely affected and we may be unable to execute our business plan, and our business could fail. Investors could therefore be at risk of losing their investment.

We expect losses in the foreseeable future. Excluding the effect of any future non-operating gains, we expect to incur losses for the foreseeable future and, if we ever generate revenues, or have profits, we may not be able to sustain them. Our expenses will increase as we build an infrastructure to implement our business model. For example, we may hire additional employees, expand information technology systems, and lease more space for our corporate offices. In addition, we plan to significantly increase our operating expenses to:

- fully develop and broaden our technology and product offerings;
- acquire customers
- explore opportunities and alliances with other companies; and
- facilitate business arrangements.

Our success is dependent on our key personnel. We believe that our success will depend on the continued employment of our senior management and key personnel. If one or more members of our senior management were unable or unwilling to continue in their present positions, our business and operations could be disrupted and this could put the overall business at risk, and therefore investors could be at risk of losing their investments.

Confidential Offering Memorandum
SecurShade, Inc.

Projections are speculative and are based upon a number of assumptions. Any projected financial results prepared by or on behalf of the Company have not been independently reviewed, analyzed, or otherwise passed upon. Such “forward-looking” statements are based on various assumptions, which assumptions may prove to be incorrect. Such assumptions include, but are not limited to (i) the future status of local, regional and international economies, (ii) anticipated demand for our products, (iii) anticipated costs associated with the development, marketing, sales and distribution of our products, and (iv) anticipated procurement and retention of a customer base. Accordingly, there can be no assurance that such projections, assumptions, and statements will accurately predict future events or actual performance. Any projections of cash flow should be considered speculative and are qualified in their entirety by the assumptions, information and risks disclosed in this Memorandum. Investors are advised to consult with their own independent tax and business advisors concerning the validity and reasonableness of the factual, accounting and tax assumptions. No representations or warranties whatsoever are made by the Company, its affiliates or any other person or entity as to the future profitability of the Company or the results of making an investment in the Shares. If our future projections end up being significantly different than currently projected, our business could be greatly impacted. Our business therefore may not be able to sustain itself without the projected future revenues. The business could be at risk of closing, and investors may therefore be at risk of losing their investments.

We may not effectively manage growth. The anticipated growth of the Company’s business will result in a corresponding growth in the demands on the Company’s management and its operating infrastructure and internal controls. While we are planning for managed growth, any future growth may strain resources and operational, financial, human and management information systems, which may not be adequate to support the Company’s operations and will require the Company to develop further management systems and procedures. There can be no guarantee that the Company will be able to develop such systems or procedures effectively on a timely basis. The failure to do so could have a material adverse effect upon the Company’s business, operating results and financial condition. Investors could therefore be at risk of losing their investments if growth is not managed effectively.

Our efficiency may be limited while our current employees and future employees are being integrated into our operations. In addition, we may be unable to find and hire additional qualified management and professional personnel to help lead us. There is competition for qualified personnel in the area of the Company’s activities, and there can be no assurance that the Company will be able to attract and retain qualified personnel necessary for the development of our business. If this business cannot effectively hire employees to help the company grow, the business could be at risk overall of not succeeding, and investors therefore may be at risk of losing their investment.

We expect our expenses to grow as the Company grows. Our expenses will increase as we build infrastructure to implement our business plan. For example, we may hire additional employees, expand our product offerings, and lease more space for our corporate offices. This poses a risk to the financial forecasts and current financial model of the Company.

The Company may not reach its sales goals. The Company has forecasted its capitalization requirements based on sales goals and cost containment measures; any reduction to these forecasts could make it difficult for the company to achieve its projected growth, which would affect available cash

Confidential Offering Memorandum
SecurShade, Inc.

and working capital, ultimately affecting the Company's financial condition. This could put the investor at risk of losing their investment.

The Company may require additional financing to support working capital needs. The Company may need to explore additional financing transactions that management determines are in the best interest of the Company, including, without limitation, commercial debt transactions, private offerings of debt or equity securities, a rights offering, and other strategic alternatives. Such additional financing may not be available to the Company, or, if available, the Company may be unable to undertake such additional financing on terms that are advantageous to the Company. If the Company fails to raise additional capital in such an offering, or through other fund raising efforts, such a failure could have a material adverse effect on the Company, and investors in this Offering could be at greater risk of losing their investments due to the inability of the business to proceed with enough working capital to effectively run the Company.

If the Company incurs commercial debt, there may be risks associated with such borrowing. If the Company incurs commercial indebtedness, a portion of its cash flow will have to be dedicated to the payment of principal and interest on such indebtedness. Typical loan agreements also might contain restrictive covenants, which may impair the Company's operating flexibility. Such loan agreements would also provide for default under certain circumstances, such as failure to meet certain financial covenants. A default under a loan agreement could result in the loan becoming immediately due and payable and, if unpaid, a judgment in favor of such lender which would be senior to the rights of shareholders of the Company. A judgment creditor would have the right to foreclose on any of the Company's assets resulting in a material adverse effect on the Company's business, operating results or financial condition.

Many of our competitors have greater brand recognition and greater financial, marketing and other resources. Many of our competitors have greater brand recognition, and greater financial, marketing, and other resources than the Company. This may place us at a disadvantage in responding to our competitors' pricing strategies, technological advances, advertising campaigns, strategic alliances and other initiatives. Consequently, such competitors may be in a better position than the Company to take advantage of customer acquisition and business opportunities, and devote greater resources to marketing and sale of their product offerings. There cannot be any certainty that the Company will be able to compete successfully. If the Company cannot break through and compete successfully, investors may be at risk of losing their investment.

Management has broad discretion as to the use of proceeds. The net proceeds from this Offering will be used for the purposes described under "USE OF PROCEEDS." The Company reserves the right to use the funds obtained from this Offering and the Debt Offering for other similar purposes not presently contemplated, which it deems to be in the best interests of the Company in order to address changed circumstances or opportunities. This poses a risk to an investor should they be relying on current use of proceed forecasts for the investment as business conditions may require a change of the use of these funds.

Management has voting control of the Company. Management of the Company presently holds a majority of the issued and outstanding common stock in the Company. Due to their stock

Confidential Offering Memorandum
SecurShade, Inc.

ownership and positions with the Company, the current officers will be in a position to continue to control the affairs and management of the Company after the Offering. Investors must rely entirely on our management to govern the affairs of the Company.

There may be unanticipated obstacles to the execution of the Company's business plan. The Company's business plans may change significantly. Our business plan is capital intensive. We believe that our chosen activities and strategies are achievable in light of current economic and legal conditions with the skills, background, and knowledge of our principals and advisors. Our management reserves the right to make significant modifications to its stated strategies depending on future events. Investors must be prepared for these potential modifications to stated strategies and understand the inherent risk to their investment that these modifications could pose.

Business may not grow as planned. The Company's ability to penetrate and expand markets for its products is dependent on its ability to maintain successful relationships with distributors and retailers. The Company's product will represent a small portion of any one of the distributors and retailers product line and the Company will be limited in its ability to incentivize and motivate distributors and retailers to manage and sell the Company's product vs. the potential resources of competitors. Beyond the Company's limited financial means to incentivize distributors and retailers, other external factors such as the level of demand, product pricing and production levels will affect the level of distribution. All of these factors will play a key role in the success of the Company, and if the business does not grow as planned, investors could be at risk of losing their investment due to the potential unsuccessful nature of the Company.

Risks Associated with the Business of the Company

You can lose 100% of your investment. Many small business startups like the Company fail. SecurShade is a risky venture and it may fail to achieve its goals or carry out its business plans. Each investor bears the risk of losing all or part of his/her/its investment.

The general adoption of new products cannot be assured. The Company's product is new technology and will be subject to social, economic, and technological trends. The success of the Company will depend on the adoption of our products by all user groups. It is not possible to predict the adoption rate of the end customer.

We face competition from manufacturers and developers of other automated shade systems. We face competition from other members of the window shades industry, including, but not limited to, automated shades and shade manufacturers, inventors, and venture capital firms seeking to invest in this space. Some of these competitors are publicly traded entities, and many, if not all, have greater financial resources and brand name recognition than we do. These competitors may limit our opportunity to acquire customers and facilitate business arrangements. If we cannot acquire customers and enter into business arrangements, we may fail to adequately compete and this may have a material adverse effect on our business.

We may fail if our competitors develop and deploy superior automated window blind systems or continue to have greater resources than we have. Competition for the development and sales of products and technology that increases safety for schools during a shooting event is intense. As

Confidential Offering Memorandum
SecurShade, Inc.

the market for such products and services grows, we expect that competition will intensify. While barriers to entry exist with respect to cost of research and development, regulatory restrictions and intellectual property protections of existing technology, such barriers may be considered relatively minimal for many of our large potential competitors, and competitors may offer products and services at a relatively low cost. We must compete for a share of a customer's purchasing budget for such security and safety systems with other manufacturers and suppliers. Several companies offer competitive solutions that compete with our products and services. We expect that additional companies will offer competing solutions on a stand-alone or combined basis in the future. Furthermore, our competitors may offer products or services that are superior to, or have greater market acceptance than, the solutions that we offer. If we are unable to compete successfully against our competitors, we may fail.

We may rely on subcontractors, suppliers and vendors in manufacturing, marketing, selling and distributing our product, and deficiencies or failures on the part of such subcontractors, suppliers and vendors would have a material adverse effect on our business. We expect to rely on other companies to provide raw materials, major components and subsystems for our products. Subcontractors may also perform certain sales services that we may provide to our customers in certain circumstances. In addition, we may outsource certain support functions, including certain information technology infrastructure services to third-party service providers. We expect to depend on these vendors, subcontractors and service providers to meet our obligations to our customers and conduct our operations. Our ability to meet our obligations to our customers may be adversely affected if suppliers or subcontractors do not provide the agreed-upon supplies or perform the agreed-upon services in a timely and cost-effective manner. Likewise, the quality of our products may be adversely impacted if companies to whom we delegate manufacture of major components or subsystems for our products, or from whom we acquire such items, do not provide components or subsystems that meet required specifications and perform to our and our customers' expectations.

Our suppliers may be unable to quickly recover from natural disasters and other events beyond their control and may be subject to additional risks such as financial problems that limit their ability to conduct their operations. The risk of these adverse effects may be greater in circumstances where we rely on only one or two subcontractors or suppliers for a particular raw material, product or service.

As a manufacturer and distributor of automated window shades, our business depends on developing and maintaining close and productive relationships with our vendors. We depend on our vendors to sell us quality products at favorable prices. Many factors outside our control, including, without limitation, raw material shortages, inadequate manufacturing capacity, labor disputes, transportation disruptions or weather conditions, could adversely affect our vendor's ability to deliver to us quality merchandise at favorable prices in a timely manner. Furthermore, financial or operational difficulties with a particular vendor could cause that vendor to increase the cost of the products or decrease the quality of the products we purchase from it. Vendor consolidation could also limit the number of suppliers from which we may purchase products and could materially affect the prices we pay for these products.

Certain components used in our product may be available only from a limited number or even a single supplier and cannot be quickly or inexpensively re-sourced to another supplier due to long lead times and new contractual commitments that may be required by another supplier in order to provide the components or materials. Although unlikely, if we operate using an exclusive supplier of a key component, they potentially could exert significant bargaining power over price, quality, warranty claims, or other terms relating to a component.

Confidential Offering Memorandum
SecurShade, Inc.

Product warranty claims may exceed the Company's ability to pay and could cause our business to fail. From time to time, we may receive product warranty claims from our customers, under which we may be required to bear costs of repair or replacement of certain of our products. Warranty claims may range from individual customer claims to full recalls of all products in the field. We cannot assure that the costs, charges and liabilities associated with these matters will not be material, or that those costs, charges and liabilities will not exceed our ability to pay, thereby causing our business to fail.

We may experience defects and system failures with respect to our technology solutions, which would harm our business and reputation and expose us to potential liability. Our new SecurShade automated window shades and emergency alert product is based on sophisticated software and hardware systems, and we may encounter delays when developing new technology solutions, products and services. Further, the technology solutions underlying our products and services may in the future contain undetected errors or defects when first introduced or when new versions are released. In addition, we, or our customers, may experience difficulties in installing or integrating our technologies at the locations and properties used by our customers. Defects in our technology solutions, errors or delays in development of our technology and products, or other difficulties could result in:

- interruption of business operations;
- delay in market acceptance;
- additional development and remediation costs;
- diversion of technical and other resources;
- loss of customers;
- negative publicity; or
- exposure to liability claims.

Any one or more of the foregoing occurrences could have a material adverse effect on our business, financial condition and results of operations, or could cause our business to fail.

Our ability to successfully compete and continue to grow our business depends on our ability to respond quickly to market changes and changing technologies and to bring competitive new solutions and services to market in a timely fashion. The market for automated emergency alert window treatment products is brand new, and will become dynamically evolving and subject to rapid technological and innovative changes. Development of new proprietary technology or products is complex, entails significant time and expense and may not be successful. We cannot guarantee that we will be able to introduce new solutions or products on schedule, or at all, nor can we guarantee that such solutions or products will achieve market acceptance. Moreover, we cannot guarantee that defects will not be found in our new solution releases or products before or after commercial release, which could result in solution or product delivery redevelopment costs, harm to our reputation, lost sales, license terminations or renegotiations, product liability claims, diversion of resources to remedy errors and loss of, or delay in, market acceptance.

Other economic and public health conditions in the markets in which we operate, including rising commodity and fuel prices, higher labor costs, increased transportation costs,

Confidential Offering Memorandum
SecurShade, Inc.

natural disasters, terrorist attacks, outbreaks of public health pandemics or other diseases, or third party conduct could negatively impact our business. Various economic and public health conditions can have a significant negative impact on our business. Significant increases in the costs of other products, which are required to operate a school, such as energy costs and other operating costs, may constrain educational budgets, which would negatively impact our business. Economic conditions may also be impacted by terrorist attacks, wars and other conflicts, increases in critical commodity prices, or the prospect of such events. Such a weakened economic and business climate, as well as consumer uncertainty created by such a climate, could harm our revenues and profitability.

In addition to experiencing potentially lower or no revenues from our products during times of economic difficulty, in an effort to maintain sales during such times we may need to reduce the price of our products, increase our promotional spending, or take other steps to encourage installation of our products. Those steps may lower our net revenues, if any, decrease our operating margins, increase our costs and/or lower our profitability, to the extent it is ever achieved.

If our technology or products are found to infringe the proprietary rights of others, we may be required to change our business practices or redevelop our products, and may also become subject to significant costs and monetary penalties. As our technology and products develop, we may become increasingly subject to infringement claims. We are developing proprietary technologies, processes, software, and products relating to the automated window shade and shades business. Although reasonable efforts will be taken to protect the rights to our intellectual property, the complexity of international trade secret, copyright, trademark and patent law, coupled with our limited resources and the demands of quick delivery of products and services to market, create risk that our efforts will prove inadequate. We also may license technology from third parties and it is possible that it could become subject to infringement actions based upon the technology licensed from those third parties. We will generally obtain representations as to the origin and ownership of such licensed technology; however, this may not adequately protect us. Any claims, whether with or without merit, could:

- be expensive and time-consuming to defend;
- cause us to cease making, licensing or using technology that incorporate the challenged intellectual property;
- require us to redesign our products, if feasible;
- divert management's attention and resources; and
- require us to enter into royalty or licensing agreements in order to obtain the right to use necessary technologies.

If we incur costly litigation and our personnel are not effectively deployed, the expenses and losses incurred may increase, and our business will suffer material adverse effects, or may fail.

General economic conditions, including a prolonged weakness in the economy, may affect institutional purchases, which could adversely affect our sales. Our results of operations are dependent on a number of factors impacting institutional spending, including general economic and business conditions; general economic confidence; wages and employment levels; public debt levels;

Confidential Offering Memorandum
SecurShade, Inc.

availability of institutional credit; credit and interest rates; fuel and energy costs; energy shortages; taxes; general political conditions, both domestic and abroad; and the level of renovation and/or the new construction of schools and other appropriate buildings. General purchases of our product may decline during recessionary periods. A prolonged downturn or an uncertain outlook in the economy may materially adversely affect our business, revenues and profits.

Indebtedness of the Issuer. To finance the foundation of the Company, the founder took on a bank loan of \$250,000 with the liability distributed between the SecurShade's parent company Gordon's Window Decor Inc and, the founder, Gordon Clements. The loan is personally secured by the founder. See current financial condition section for more details.

Risks Associated with an Investment in Securities

Best efforts offering. This Offering is being made on a "best efforts" basis. As subscriptions are accepted (and any required rescission periods expire), the subscription funds will be available for use by the Company immediately for its intended use of proceeds. Subscriptions are conducive on the Company achieving its minimum offering amount. If the minimum offering amount is not met by the deadline, investors will be returned their funds. Accordingly, initial subscribers will necessarily have a greater degree of risk. The Company has not engaged the services of an underwriter with respect to the Offering, and there is no guarantee that any number of Shares are sold and proceeds will be realized by the Company.

Shares are not guaranteed and could become worthless. The Shares are not guaranteed or insured by any government agency or by any private party. The amount of earnings is not guaranteed and can vary with market conditions. The return of all or any portion of capital invested in the Shares is not guaranteed, and the Shares could become worthless.

Future capital needs; Dilution. The Company believes that the net proceeds of the Offering of the Shares will be sufficient to fund the implementation of the Company's business plan, operations and growth for the foreseeable future, assuming that it sells all 3,000,000 Shares offered hereby and that the revenue forecasts for the initial 36 months after the completion of the offer are substantially achieved. Nevertheless, in the event that additional capital is required, no assurance can be given that additional financing will be available at all or on terms favorable to the Company. If adequate funds were not available to satisfy either short or long-term capital requirements, the Company may be unable to continue in business, with a resulting loss of all or part of investments made by the Company's investors. Moreover, if additional equity securities are issued in connection with future financings, the ownership percentages of the shareholders could be diluted. Dilution of ownership percentages may also occur as a result of equity securities issued pursuant to possible sales or grants to existing shareholders, officers, managers, consultants, advisors, and/or employees.

We are relying on certain exemptions from registration. The Shares are being offered for sale in reliance upon certain exemptions from the registration requirements of the Securities Act and applicable state securities laws. If the sale of the Shares were to fail to qualify for these exemptions, purchasers may seek rescission of their purchases of the Shares. If a number of purchasers were to

Confidential Offering Memorandum
SecurShade, Inc.

obtain rescission, the Company would face significant financial demands, which could adversely affect the Company as a whole, as well as any non-rescinding purchasers.

The Shares are restricted securities and a market for such securities may never develop.

Investors should be aware of the potentially long-term nature of their investment. Each purchaser of Shares will be required to represent that it is purchasing such securities for its own account for investment purposes and not with a view to resale or distribution. Purchasers may be required to bear the economic risks of the investment for an indefinite period of time. The Company has neither registered the Shares, nor any other securities under the Securities Act. Consequently, shareholders may not be able to sell or transfer their securities under applicable federal and state securities laws. Moreover, there is no public market for the Company's securities, such a market is not likely to develop prior to a registration undertaken by the Company for the public offering of its securities for its own account or the account of others, and there can be no assurance that the Company will ever have such a public offering of its securities. Ultimately, each investor's risk with respect to this Offering includes the potential for a complete loss of his or her investment.

We may be required to register under the Securities Exchange Act. The Company will be required to conform to the rules and regulations promulgated under the various federal and state securities laws applicable to the conduct of its business. Management does not believe that the Company's activities, as presently contemplated, will require registration or qualification of the Company with any federal or state agency.

Although the Company does not intend to be required to register its securities under the Securities Exchange Act of 1934, as amended, it is possible that the Securities and Exchange Commission (the "SEC") may require the Company to so register. For example, under Section 12(g)(1) of the Securities Exchange Act (as amended by the JOBS Act of 2012), private companies with over 2,000 shareholders and over \$10,000,000 in assets, may be required to register with the SEC within 120 days after their fiscal year end. Such registration would increase the operational expenses of the Company and would restrict its activities, thereby possibly having an adverse effect on its business.

The Sarbanes-Oxley Act of 2002 could, should the Company take such action, make the Company's entrance into the public market difficult and expensive. In the wake of well-publicized corporate scandals associated with Enron and WorldCom involving management self-dealing and accounting fraud, in July 2002, President Bush signed into law the Sarbanes-Oxley Act of 2002. The Sarbanes-Oxley Act—the most far reaching legislation affecting the federal securities laws since they were created in the 1930's—impacts everything from the role of auditors to public reporting of stock trades by management, from committee independence to reporting of off-balance sheet transactions, and from officer loans to employee whistle-blowing.

Public and registered companies are facing dramatic changes in disclosure and corporate governance requirements under the Sarbanes-Oxley Act, and under new and proposed rules from the SEC, NASDAQ and the NYSE. While these new rules and regulations do not generally cover private companies, their influence on private companies is being felt in the following ways:

Confidential Offering Memorandum
SecurShade, Inc.

- A private company will become subject to the Sarbanes-Oxley Act upon filing a registration statement with the SEC in anticipation of an IPO.
- The Sarbanes-Oxley Act may result in increased scrutiny of a private company being considered for acquisition by a public company.
- In order to conduct an IPO, a private company would need to evaluate its organization against the requirements of the Sarbanes-Oxley Act and develop a compliance program.
- Full compliance with the Sarbanes-Oxley Act – which can be time-consuming and expensive – can significantly slow the efforts of private companies such as the Company that may seek to enter the public markets.

The Offering price is arbitrary. The price of the Shares offered has been arbitrarily established by the Company, without considering such matters as the state of the Company's business development and the general condition of the industry in which it operates. The price of the Shares bears little relationship to the assets, net worth, or any other objective criteria of value applicable to the Company.

Additional unforeseen risks. In addition to the risks described in this section, "RISK FACTORS," and elsewhere in this Memorandum, other risks not presently foreseeable could negatively impact our business, could disrupt our operations and could cause the Company to fail. Ultimately, each investor in the Shares bears the risk of a complete and total loss of his/her/its investment.

[Remainder of Page Intentionally Left Blank]

Confidential Offering Memorandum
SecurShade, Inc.

DESCRIPTION OF BUSINESS

The Company

SecurShade, Inc., d/b/a SecurShade, was organized on May 13, 2016, as a Delaware “C” Corporation. The Company’s headquarters is located 8 Leroy Road, Williston, VT 05495.

Primary Contact

Gordon Clements
(802) 777-6077
gordonc@gordonswd.com
8 Leroy Road, Williston, VT 05495

Website

Our website is www.securshade.com

The location on our website where investors will be able to find our annual report is www.securshade.com/investors. The date by which such report will be available on our website is within 120 days of our fiscal year end of 12/31.

Business Overview

In an emergency, speed is of the essence. Every step of the protocol can seem like an eternity. SecurShade enables any responsible individual, recognizing a threat, to remotely lower all the SecurShades in the school rapidly in less than 4 seconds. The system simultaneously sends a message indicating a lockdown event with its location within the school to previously selected authorities – principal, security officer, police, DHS etc. Groups of SecurShades are managed by room nodes that communicate between themselves and the school server. The closest node(s), receives the alert signal, triggers the close to its shades and simultaneously alerts the server which then alerts all the other nodes in the school – all via wi-fi. All elements in the system talk to each other and have unique addresses for purposes of acknowledging status, receipt of message and activation, establishing location, and to scrub a missing remote etc.

Confidential Offering Memorandum
SecurShade, Inc.

Market Opportunity

Replacement Market [Revenue at Manufacturing Level]

Total windows in K-12 schools in the US is estimated to be 8.1 million. A surge in new K-12 school construction in the 1960's, most with a 50 year life expectancy, has resulted in a huge inventory of schools needing replacement or major renovation, which always includes windows, over the next 10 to 20 years. This combined with an increased emphasis on improving the environmental aspect of learning has resulted in accelerated replacement of shades to reduce glare and better control heat. Both of these factors, and a heightened awareness of energy waste through windows, create an excellent opportunity for insulating shades. Most windows are single pane and few schools have A/C.

We have estimate that 10% of existing shades will be replaced each year representing a market of 813,000 replacement shades annually. Once SecurShade is recognized in this market, we strongly believe that it will both dominate this replacement market and accelerate its growth. This represents sales of \$10,000,000 at our level to the Replacement market generating \$5 million in gross margin.

New Construction Market

The annual expenditures on K-12 schools in the US from 2008 to 2013 was \$52 billion dollars, per a 2013 Center for Green Schools study. This study projected this to increase based on the state of our school inventory and the impact on learning from better facilities considering factors such as lighting, ventilation etc. However, assuming no growth and conservatively estimating two tenths of one percent is spent on window treatments, this is a 104 million dollar new construction K-12 shade market. This market is ideally defined for SecurShade penetration. The purchase process for new construction is clearer, simpler, and more easily addressable and accessible. Furthermore virtually all the influencers in this process now have an increased concern for school safety and lock down provisions in their design. Architects presently struggle to bring something new, yet affordable, to the lock down process in their design. Once there is an awareness of SecurShade by design review board authorities, it would be difficult for an architect to explain why it was not included. Based on this I assume a 20% penetration, resulting in \$20.8 million dollars of SecurShade sales to the new construction K-12 market.

Combined, this represents a potential of \$41M in SecurShade sales to the K-12 market at schools purchase price. Some of this will be wholesale through dealers, and some will be sold direct; with the latter at significantly higher gross margins. This volume is expected to rise dramatically over the next 20 years. And of course the product would not be restricted to just K-12 schools in the US.

Other Potential Markets

There are even bigger and broader applications where a SecurShade's low cost, automatic, remote closing system is advantageous. These include:

Confidential Offering Memorandum
SecurShade, Inc.

- Post secondary and specialty schools and any institution that might fall into disfavor with an irrational individual. These include government buildings, houses of worship, Planned Parenthood clinics, research laboratories, which are extremely well funded and have enormous sums at risk, and the list goes on. All would be an application for this technology.
- Other countries. The US is not alone with this problem. Active school shooting incidents have not reached the level they are being reported on in Canada, Mexico, and Germany. More recent additions include Poland, Croatia, Sweden, Finland, Denmark, UK, Netherlands, Greece, Norway, Hungary, France, Russia, Estonia, Argentina, Brazil, Israel, Yemen, Philippines, China, Thailand, Lebanon, India, Azerbaijan, Pakistan, New Zealand, Australia, and Nigeria.
- Energy efficiency. Less obvious and more tentative, but what could be the largest potential market for this technology is energy efficiency. It is an established fact that 50% of energy consumed in a home is lost out of windows. Cellular shades can significantly cut this loss. However, this tremendous energy saving potential is ignored by incentive programs because DOE research has concluded shades are used properly only 30% of the time. Integrating energy efficient shades with the Smart Grid or sun tracking software to boost this operability rating would significantly increase this market and focus it on SecurShade's control system.

In conclusion, SecurShade is a safety system rather than just a shade elevating the buy decision to higher level influencers. These individuals, otherwise famously indifferent to window shades, are continually exploring safety issues. In that discussion the argument can be made that long life cycles pay for the added cost of quality.

SecurShade will:

- Establish a long term relationship with repeatable sales built on trust, expertise, and value, rather than the 'low price' decision
- Position the shade sale to part of the security system rather than a building furnishing – moving it higher and more securely in the budget.
- Upgrade the sale from low margin and inferior quality to the high margin, high quality shades
- Increase the safety and security of the classroom environment for all students and staff

Competitive Environment

At present there really is no direct competition to SecurShade. We are not aware of any device anywhere in the world which inexpensively and dependably causes all the window shades in a building to be remotely lowered in under 4 seconds. This will provide cover in the case of a threat or just cause them to be down under normal operation – for the weekend etc. When not in use, the shades operate as any other typical shade.

This same effect could be achieved using motorized shades. But to achieve a high degree of dependability, it would be much more expensive, require more maintenance, and be less reliable.

Intellectual Property and Strategy

Confidential Offering Memorandum
SecurShade, Inc.

SecurShades technology is protected by:

- a strong and broad patent that covers any technology which remotely uses some form of power to disengage the device holding the window shade in the open (raised), or semi open position causing it to close.
- Proprietary intellectual property which includes the firmware by which all the devices intercommunicate to:
 - lower all the shades in the building at the same time, and
 - send a message to chosen authorities
 - maintain status of all devices to ensure smooth functioning
 - log real time status and activity of each part of the system (shade, remote, room node).

Previous Exempt Offerings

The Company has conducted no other exempt offerings within the past three years.

Confidential Offering Memorandum
SecurShade, Inc.

Current Financial Condition

The company is pre revenue and has just completed development of its first commercial ready product. The company has been incubated primarily within the space and has been leveraging the manufacturing & prototyping capability of Gordon's Window Décor. To finance the initial development and IP filing for the passive electromagnetic release mechanism, Gordon personally secured a \$250,000 loan from his bank and GWD financed an additional \$100,000 in development expenses out of operating revenues. The technology (IP) is licensed to SecurShade, royalty free, perpetual and global in all markets. There is a one time \$250,000 repayment to Gordon's Window Décor paid \$6,000 per month, with 5% annual interest. Payments from SSI to GWD are expected to begin September 1st, 2018. See "Memorandum of Agreement."

Memorandum of Agreement

Gordon's Window Décor (GWD) agrees to grant SecurShade, Inc. (SSI), exclusively and globally, all rights to all intellectual property developed in connection with a Quick Release Shade (QRS) including but not limited to the GWD patent Patent 9,241,590 B2 Quick-Release Control System granted 1.26.2016, and related proprietary intellectual property.

SSI agrees to pay GWD:

1. A Technology Transfer fee of \$250,000 through payments of \$6,000/month plus 5% annual interest on the outstanding debt. Interest compounding annually and minimum payments of \$6,000/month, with both starting September 1, 2018.

This Memorandum of Agreement to be converted to a legal agreement if and when SSI is successful in crowd funding the minimum \$250,000.

2. A Royalty of \$0.25 on each individual device related to this technology – controls, room nodes, Server Systems, remotes – that SSI places in the marketplace.

Confidential Offering Memorandum
SecurShade, Inc.

MANAGEMENT

Executive Management

The Company only employs one full time officer.

Gordon Clements- Founder/President

Gordon Clements has a Chemical Engineering degree from the University of Toronto and an MBA from McGill. His early career included GE (intern nuclear design), Colgate Palmolive (industrial engineer) and DuPont (Venture Analyst) before moving into the window treatment business in 1971 to become VP - General Manager of the architectural then US divisions of Hunter Douglas (71 – 76). He purchased Conso Gruber (76 – 81) – the 2nd largest window treatment manufacturer in Canada.

He and his wife Dianne, teaching nursing at McGill, left Montreal for Vermont as the place they wanted to raise their three girls. Gordon commuted to Montreal for 3 years before selling his interest in Conso Gruber and starting Gordon's Window Décor in 1981 – to be home raising his kids.

Gordon's focus is on the practical side of window treatments - energy efficient as well as attractive, low maintenance, long life cycle, easy operation. Gordon's is now one of the largest custom window treatment companies in New England and perhaps the country's largest retail fabricator of cellular shades under their exclusive EcoSmart brand. GWD furnishes homes across the tri state area as well as major Universities and institutions as far as American University in Washington and Cornell and the University of Rochester in upstate NY. In 2008 Gordon introduced EcoSmart roller shades – a high quality shade utilizing recent advances in green and sustainable fabrics.

In 2013 Gordon began work on SecurShade - a system to remotely and instantaneously lower all the shades in a building in the event of a security threat (active shooter) that alerts the occupants and provides cover while simultaneously advising necessary authorities of the threat and its location.

Executive Officers and Directors

President, Secretary, Treasurer, and Chairman of the Board: Gordon Clements

Major Shareholders

Provided in capitalization table in memorandum summary.

Number of Employees

Confidential Offering Memorandum
SecurShade, Inc.

The founder, Gordon Clements, is the only full time employee of the Company. There are three subcontracted engineers who operate part time for the company.

Certain Relationships and Related Transactions

Gordon's Window Décor Inc. took on a \$250,000 bank loan which was secured by the founder's, Gordon Clements, personal financial assets. SecurShade has one long-term liability due to Gordon Clements totaling \$250,000 for the IP technical transfer cost. See "Memorandum of Agreement."

Conflicts of Interest

Potential conflicts of interest may arise in the course of our operations involving any member of management's interest, as well as their respective interests in other potential unrelated activities. The Company does not have any formally documented procedures to identify, analyze or monitor conflicts of interest.

All investment opportunities on VENTURE.co, the online platform promoting the offerings, are managed by VENTURE.co, Burlington, a FINRA and SIPC member broker dealer. All content that is displayed on the investment opportunities has been reviewed by a principal (series 24) and due diligence has been conducted on the underlying information. Kyle Clark, as an executive of Venture.co Brokerage Services and concurrently as a registered person promoting SecurShade or any other raise carries no conflict of interest (other than an interest in the success of the offering) as the VENTURE.co platform is simply used as an extension of the brokerage marketing activities. VENTURE.co does not charge people to register, promote or utilize the platform and has no benefit from successful or unsuccessful raises or solicitations from investors. Kyle Clark attempts to provide a fair and balanced presentation of each offering according to the codes of conduct.

Litigation

The Company is not presently a party to any material litigation that threatens its business, nor to the knowledge of management is any litigation threatened against the Company, which may materially affect the business of the Company or its assets.

Transfer Agent and Registrar

The Company will act as its own transfer agent and registrar for the Shares issued hereby.

MARKET PRICE OF SHARES AND RELATED INTEREST HOLDER MATTERS

The offering price of the securities to which the Memorandum relates has been arbitrarily established by the Company and does not necessarily bear any specific relation to the assets, book value or potential earnings of the Company or any other recognized criteria of value. The Shares have not been registered under the Securities Exchange Act of 1934. Our Shares have not been traded or quoted on any exchange or quotation system. There is no public market in which shareholders may sell their securities, and there can be no assurance given that such a market will ever develop. The securities offered hereby are restricted and the investors' rights to sell or transfer their interests are severely limited.

DESCRIPTION OF SECURITIES

General

The authorized capital stock of the Company, as provided by our certificate of incorporation, as may be amended from time to time, consists of 10,000,000 shares of which 7,000,000 shares are designated Class A common stock, \$.0001 par value per share, and 3,000,000 shares are designated Class B common stock, \$.0001 par value per share. Class A common stock and Class B common stock have the same relative rights and are identical in all respects except that Class A common stock entitles the holder thereof to one consent or one vote for each share held and Class B common stock has no voting rights whatsoever. Additionally, Class B common stock is automatically convertible upon a Qualified Financing Trigger Event into shares of Class A common stock on a share for share basis. See "MEMORANDUM SUMMARY—Qualified Financing Trigger Event" above.

All shares of stock in such classes or series may be issued for such consideration and have such voting powers, full or limited, or no voting powers, and shall have such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, permitted by law, as shall be stated and expressed in the resolution or resolutions providing for the issuance of such shares adopted by the Company's board of directors pursuant to authority vested in it in the Company's Certificate of Incorporation, as may be amended or restated from time to time. The number of shares of stock of any class or series within any class, so set forth in such resolution or resolutions, may be increased (but not above the total number of authorized shares) or decreased (but not below the number of shares thereof then outstanding) by resolution or resolutions adopted by the Company's board of directors. The Company's board of directors may determine the times when, the terms under which and the consideration for which the Company shall issue, dispose of or receive subscriptions for its shares, including treasury shares, or acquire its own shares. The consideration for the issuance of the shares shall be paid in full before their issuance and shall not be less than the par value per share. Upon payment of such consideration, such shares shall be deemed to be fully paid and

Confidential Offering Memorandum
SecurShade, Inc.

non-assessable by the corporation. As of the date of this Memorandum, we have issued a total of 5,100,000 shares of our voting Common Stock, and no other securities.

A summary description of certain terms and provisions of the Shares is provided in the section entitled "MEMORANDUM SUMMARY—The Offering" above. Such description does not purport to be complete and is qualified in its entirety by reference to the actual terms and provisions of the capital stock contained in the Company's certificate of incorporation and the Company's bylaws (together, the "charter documents"), as well as the Subscription Agreement for the Shares. All of such documents have or will be made available upon written request to prospective investors, each of whom is responsible for reviewing and understanding such documents.

Class B Common Stock (the "Shares")

Conversion to voting stock. The convertible non-voting Class B Common Stock offered herein are convertible to voting Class A Common Stock immediately upon the Qualified Financing Trigger Event on one share-for-one share basis. See "MEMORANDUM SUMMARY—Qualified Financing Trigger Event" above.

Dividends. Dividends upon the capital stock of the Company, if any, subject to the provisions of the certificate of incorporation, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property or in shares of the capital stock, subject to the provisions of the certificate of incorporation. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their sole discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purposes as the directors think conducive to the interests of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

Restrictions on Transfer of Shares

Purchaser hereby agrees not to make any disposition of all or any portion of the Shares unless and until:

- i. There is then in effect a registration statement under the Securities Act covering such proposed disposition and such disposition is made in accordance with such registration statement; or
- ii. (A) The transferee has agreed in writing to be bound by the terms of Section 5 of this Agreement, (B) Purchaser shall have notified the Company of the proposed disposition and shall have furnished the Company with a detailed statement of the circumstances surrounding the proposed disposition, (C) such disposition is made in accordance with the provisions of the Company's Bylaws, and (D) if reasonably requested by the Company, Purchaser shall have furnished the Company with an opinion of counsel, reasonably satisfactory to the Company, that such disposition will not require registration of such shares under the Securities Act. It is agreed that the Company will not require opinions of counsel for transactions made pursuant to Rule 144 except in unusual circumstances.

Confidential Offering Memorandum
SecurShade, Inc.

Transfers of record of shares of stock of the corporation shall be made only upon its books by the holders thereof, in person or by attorney duly authorized, and upon the surrender of a properly endorsed certificate or certificates for a like number of shares. The corporation shall have the power to enter into and perform any agreement with any number of stockholders of any one or more classes of stock of the corporation to restrict the transfer of shares of stock of the corporation of any one or more classes owned by such stockholders in any manner not prohibited by the General corporation Law of the State of Delaware.

- a. Purchaser hereby agrees that Purchaser shall not sell, dispose of, transfer, make any short sale of, grant any option for the purchase of, or enter into any hedging or similar transaction with the same economic effect as a sale, any Common Stock or other securities of the Company held by Purchaser, including the Shares (the "*Restricted Securities*"), during the 180-day period following the effective date of a registration statement of the Company filed under the Securities Act (the "*Lock Up Period*") (or such longer period, not to exceed eighteen (18) days after the expiration of the 180-day period, as the underwriters or the Company shall request in order to facilitate compliance with NASD Rule 2711). Purchaser agrees to execute and deliver such other agreements as may be reasonably requested by the Company and/or the managing underwriter that are consistent with the foregoing or that are necessary to give further effect thereto. In order to enforce the foregoing covenant, the Company may impose stop-transfer instructions with respect to Purchaser's Restricted Securities until the end of such period. The underwriters of the shares of the Company's stock are intended third party beneficiaries of this Section 5(c) and shall have the right, power and authority to enforce the provisions hereof as though they were a party hereto.

Shareholders' Agreement; Subscription Agreement

Purchase of the Shares shall be made pursuant to the execution of the Shareholders' Agreement and a Subscription Agreement, which contain, among other things, certain representations and warranties by the subscribers and covenants reflecting the provisions set forth herein.

Not a Complete Description

The foregoing description of the Company's securities as well as references to the terms and provisions of the Company's charter documents, Shareholders' Agreement, and Subscription Agreement should in no way be relied upon as complete, and are qualified in their entirety by the actual documents referenced, copies of which may be furnished on reasonable request made to the Company at its principal office.

OTHER MATTERS

Certain Transactions

Confidential Offering Memorandum
SecurShade, Inc.

Isolated Offering Transactions

The Company, in its absolute discretion may carry out contemporaneous and/or additional subsequent offerings of its securities on terms and conditions it deems appropriate without notice to investors herein or other stakeholders, subject to applicable securities laws.

[Remainder of Page Intentionally Left Blank]

Confidential Offering Memorandum
SecurShade, Inc.

USE OF PROCEEDS

The Company anticipates that it needs approximately \$1,000,000 in order to fund the continued development of SecurShade through at least 2017. Toward that end, the Company seeks to raise a maximum of \$1,000,000 from the sale of the Shares in this Offering. The minimum raise amount will be \$250,000.

The Company intends to apply the proceeds of this Offering substantially as set forth herein, subject to reallocation by management as it deems in the best interests of the Company. The principal use of proceeds of this Offering is subject to the broad discretion of management and the board of directors, but will include funding and continued development of the SecurShade product, sales and marketing, general working capital, and other general corporate purposes.

The following table reflects our anticipated estimated use of proceeds:

Category [amend as needed]	MINIMUM RAISE ACHIEVED	MAXIMUM RAISE ACHIEVED		
	Estimated Dollar Amount	Percentage of Proceeds	Estimated Dollar Amount	Percentage of Proceeds
Commissions and Broker Expenses	\$ 17,500	7%	\$ 70,000	7%
Misc. Offering Costs (Legal & Accounting)	\$ 8,000	3%	\$ 10,000	1%
Advertising, Marketing and Branding	\$ 45,000	18%	\$ 80,000	8%
Salaries, Benefits and Wages	\$ 46,000	18%	\$ 200,000	20%
Additional Staff Costs and Consulting Wages	\$ 37,000	15%	\$ 60,000	6%
Research and Development	\$ 60,000	24%	\$ 110,000	11%
Testing (contract)	\$ 15,000	6%	\$ 120,000	12%
Travel, Conferences and Events	\$ 4,000	2%	\$ 10,000	1%
Inventory & Raw Materials	\$ 18,000	7%	\$ 340,000	34%
TOTAL	\$ 250,000	100%	\$1,000,000	100%

The Company's use of proceeds may differ materially from the foregoing as a result of changing conditions and as deemed appropriate in the absolute discretion of management. Therefore, we reserve broad discretion in the use of proceeds and the right to alter the use of proceeds of this Offering without notice in the interest of the Company.

Confidential Offering Memorandum
SecurShade, Inc.

FINANCIAL INFORMATION

This Memorandum contains forward-looking statements. These statements are based on the Company's current expectations about the businesses and the markets in which it operates. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties or other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Actual operating results may be affected by various factors including, without limitation, changes in national economic conditions, competitive market conditions, uncertainties and costs related to government regulation, and actual versus projected timing of events, all of which may cause such actual results to differ materially from what is expressed or forecast in this Memorandum.

Results of Operations

As of 2016, the Company had only limited cash in connection with start-up activities. The Company will need additional working capital requirements to finance future operations.

Financial Projections

[Projections](#)

Financial documents available on VENTURE.co contain complete pro-forma financial statements for the first three years of the Company's operations. These pro-forma financial statements have been prepared on the assumption that a total of \$1,000,000 will be raised.

[Remainder of Page Intentionally Left Blank]

Confidential Offering Memorandum
SecurShade, Inc.

ADDITIONAL INFORMATION

Gordon Clements, the Company's President, will be available upon request to answer questions concerning the terms of this Offering, to provide any reasonably requested information necessary to verify the accuracy of the information contained in this Memorandum and to provide such other information reasonably requested by prospective investors as they deem necessary for the purposes of considering an investment in the Company. Mr. Clements can be reached by telephone at 802-777-6077, or by e-mail at gordonc@gordonswd.com.

Kyle Clark, the Registered Principal of the Broker Dealer will be available upon request to answer questions concerning the terms of this Offering, to provide any reasonably requested information necessary to verify the accuracy of the information contained in this Memorandum and to provide such other information reasonably requested by prospective investors as they deem necessary for the purposes of considering an investment in the Company. The Mr. Clark can be contacted by telephone at (802) 338-1876.

You should rely only on the information contained in this Memorandum. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this Memorandum is accurate as of the date on the front cover of this Memorandum only. Our business, financial condition, results of operations and prospects may have changed since that date.

[Remainder of Page Intentionally Left Blank]