

**AMENDED AND RESTATED OFFERING MEMORANDUM PART II OF  
OFFERING STATEMENT  
(EXHIBIT A TO FORM C)**

**July 31, 2017**

**GoSun Inc.**



**Up to \$1,000,000 of Crowd Notes**

GoSun Inc. ("GoSun Stove", "GoSun", the "company," "we," "us", or "our"), is offering up to \$1,000,000 worth of Crowd Notes of the company (the "Securities"). Purchasers of Securities are sometimes referred to herein as "Purchasers". The minimum target offering is \$100,000 (the "Target Amount"). This offering is being conducted on a best efforts basis and the company must reach its Target Amount of \$100,000 by July 31, 2017. The Company is making concurrent offerings under both Regulation CF and Regulation D (the "Combined Offerings"). Unless the Company raises at least the Target Amount of \$100,000 under the Regulation CF offering and a total of \$200,000 under the Combined Offerings (the "Closing Amount") by July 31, 2017, no securities will be sold in this offering, investment commitments will be cancelled, and committed funds will be returned. If the company reaches its Closing Amount prior to July 31, 2017, 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 will be provided notice five business days prior to 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 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.**

**This disclosure document contains forward-looking statements and information relating to, among other things, the company, its business plan and strategy, and its industry. These forward-looking statements are based on the beliefs of, assumptions made by, and information currently available to the company's management. When used in this disclosure document and the company offering materials, the words "estimate", "project", "believe", "anticipate", "intend", "expect", and similar expressions are intended to identify forward-looking statements. These statements reflect management's current views with respect to future events and are subject to risks and uncertainties that could cause the company's action results to differ materially from those contained in the forward-looking statements. Investors are cautioned not to place undue reliance on these forward-looking statements to reflect events or circumstances after such state or to reflect the occurrence of unanticipated events.**

The Company has certified that all of the following statements are TRUE for the Company in connection with this Offering:

- (1) Is organized under, and subject to, the laws of a State or territory of the United States or the District of Columbia;
- (2) Is not subject to the requirement to file reports pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d));
- (3) Is not an investment company, as defined in section 3 of the Investment Company Act of 1940 (15 U.S.C. 80a-3), or excluded from the definition of investment company by section 3(b) or section 3(c) of that Act (15 U.S.C. 80a-3(b) or 80a-3(c));
- (4) Is not ineligible to offer or sell securities in reliance on section 4(a)(6) of the Securities Act (15 U.S.C. 77d(a)(6)) as a result of a disqualification as specified in § 227.503(a);
- (5) Has filed with the Commission and provided to investors, to the extent required, any ongoing annual reports required by law during the two years immediately preceding the filing of this Form C; and
- (6) Has a specific business plan, which is not to engage in a merger or acquisition with an unidentified company or companies.

## **ONGOING REPORTING**

The Company will file a report electronically with the Securities & Exchange Commission annually and post the report on its website, no later than April 30, 2018.

Once posted, the annual report may be found on the Company's website at:  
<https://www.gosunstove.com/>

The Company must continue to comply with the ongoing reporting requirements until:

- (1) the Company is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;
- (2) the Company has filed at least one annual report pursuant to Regulation CF and has fewer than 300 holders of record and has total assets that do not exceed \$10,000,000;
- (3) the Company has filed at least three annual reports pursuant to Regulation CF;

- (4) the Company or another party repurchases all of the securities issued in reliance on 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 Company liquidates or dissolves its business in accordance with state law.

## **UPDATES**

Updates on the status of this offering may be found at: <https://www.seedinvest.com/gosun>

## **About this Form C**

You should rely only on the information contained in this Form C. We have not authorized anyone to provide you with information different from that contained in this Form C. We are offering to sell, and seeking offers to buy the Securities only in jurisdictions where offers and sales are permitted. You should assume that the information contained in this Form C is accurate only as of the date of this Form C, regardless of the time of delivery of this Form C or of any sale of Securities. Our business, financial condition, results of operations, and prospects may have changed since that date.

Statements contained herein as to the content of any agreements or other document are summaries and, therefore, are necessarily selective and incomplete and are qualified in their entirety by the actual agreements or other documents. The Company will provide the opportunity to ask questions of and receive answers from the Company's management concerning terms and conditions of the Offering, the Company or any other relevant matters and any additional reasonable information to any prospective Purchaser prior to the consummation of the sale of the Securities.

This Form C does not purport to contain all of the information that may be required to evaluate the Offering and any recipient hereof should conduct its own independent analysis. The statements of the Company contained herein are based on information believed to be reliable. No warranty can be made as to the accuracy of such information or that circumstances have not changed since the date of this Form C. The Company does not expect to update or otherwise revise this Form C or other materials supplied herewith. The delivery of this Form C at any time does not imply that the information contained herein is correct as of any time subsequent to the date of this Form C. This Form C is submitted in connection with the Offering described herein and may not be reproduced or used for any other purpose.

## **SUMMARY**

The following summary is qualified in its entirety by more detailed information that may appear elsewhere in this Form C and the Exhibits hereto. Each prospective Purchaser is urged to read this Form C and the Exhibits hereto in their entirety.

GoSun Inc. (the "Company") is a Delaware Corporation, formed on December 25, 2016. The Company was formerly known as Applied Sunshine, LLC. The Company is currently also conducting business under the name of GoSun Stove.

The Company is located at 1217 Ellis St, Cincinnati, OH 45223.

The Company's website is <https://www.gosunstove.com/>.

A description of our products as well as our services, process, and business plan can be found on the company's profile page on SeedInvest under <https://www.seedinvest.com/gosun> and is attached as Exhibit C to the Form C of which this Offering Memorandum forms a part.

### **The Business**

Making outdoor cooking cleaner and more intelligent, GoSun's patented vacuum technology is 100% fuel-free. We are addressing global issues around Human Health, Environment and Economic Prosperity.

### **The Business Plan**

GoSun is making outdoor cooking appliances to fuel and inspire clean living in the developed world and providing practical, fuel-free cooking solutions to people in developing nations. This is helping reduce pressures on the environment, and helping people live more healthy and abundant lives.

## **RISK FACTORS**

*The SEC requires the company to identify risks that are specific to its business and its financial condition. The company is still subject to all the same risks that all companies in its business, and all companies in the economy, are exposed to. 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 more risky than more developed companies. You should consider general risks as well as specific risks when deciding whether to invest.*

### **Risks Related to the Company's Business and Industry**

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

We were incorporated under the laws of Delaware on December 25, 2016. Accordingly, we have limited history upon which an evaluation of our prospects and future performance can be made. Our proposed operations are subject to all business risks associated with new enterprises. The likelihood of our creation of a viable business must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with the inception of a business, operation in a competitive industry, and the continued development of advertising, promotions, and a corresponding client base. We anticipate that our operating expenses will increase for the near future. There can be no assurances that we will ever operate profitably. You should consider the Company's business, operations and prospects in light of the risks, expenses and challenges faced as an early-stage company.

*The development and commercialization of our products is highly competitive.*

We face competition with respect to any products that we may seek to develop or commercialize in the future. Our competitors include major companies worldwide. Many of our competitors have significantly greater financial, technical and human resources than we have and superior expertise in research and development and marketing approved products and thus may be better equipped than us to develop and commercialize them.

***Quality management plays an essential role in determining and meeting customer requirements, preventing defects, improving the Company's products and services and maintaining the integrity of the data that supports the safety and efficacy of our products.***

Our future success depends on our ability to maintain and continuously improve our quality management program. An inability to address a quality or safety issue in an effective and timely manner may also cause negative publicity, a loss of customer confidence in us or our current or future products, which may result in the loss of sales and difficulty in successfully launching new products. In addition, a successful claim brought against us in excess of available insurance or not covered by indemnification agreements, or any claim that results in significant adverse publicity against us, could have an adverse effect on our business and our reputation.

***Manufacturing or design defects, unanticipated use of our products, or inadequate disclosure of risks relating to the use of the products can lead to injury or other adverse events.***

These events could lead to recalls or safety alerts relating to our products (either voluntary or required by governmental authorities) and could result, in certain cases, in the removal of a product from the market. Any recall could result in significant costs as well as negative publicity that could reduce demand for our products. Personal injuries relating to the use of our products can also result in product liability claims being brought against us. In some circumstances, such adverse events could also cause delays in new product approvals. Similarly, negligence in performing our services can lead to injury or other adverse events.

***In general, demand for our products and services is correlated with general economic conditions.***

A substantial portion of our revenue is derived from discretionary spending by individuals, which typically falls during times of economic instability. Declines in economic conditions in the US or in other countries in which we operate may adversely impact our consolidated financial results. Because such declines in demand are difficult to predict, we or the industry may have increased excess capacity as a result. An increase in excess capacity may result in declines in prices for our products and services.

***We rely on various intellectual property rights, including patents, trademarks, and copyrights in order to operate our business.***

Such intellectual property rights, however, may not be sufficiently broad or otherwise may not provide us a significant competitive advantage. In addition, the steps that we have taken to maintain and protect our intellectual property may not prevent it from being challenged, invalidated, circumvented or designed-around, particularly in countries where intellectual property rights are not highly developed or protected. In some circumstances, enforcement may not be available to us because an infringer has a dominant intellectual property position or for other business reasons, or countries may require compulsory licensing of our intellectual property. Our failure to obtain or maintain intellectual property rights that convey competitive advantage, adequately protect our intellectual property or detect or prevent circumvention or unauthorized use of such property, could adversely impact our competitive position and results of operations. We also rely on nondisclosure and noncompetition agreements with employees, consultants and other parties to protect, in part, trade secrets and other proprietary rights. There can be no assurance that these agreements will adequately protect our trade secrets and other proprietary rights and will not be breached, that we will have adequate remedies for any breach, that others will not independently develop substantially equivalent proprietary information or that third parties will not otherwise gain access to our trade secrets or other proprietary rights.

As we expand our business, protecting our intellectual property will become increasingly important. The protective steps we have taken may be inadequate to deter our competitors from using our proprietary information. In order to protect or enforce our patent rights, we may be required to initiate litigation against third parties, such as infringement lawsuits. Also, these third parties may assert claims against us with or without provocation. These lawsuits could be expensive, take significant time and could divert management's attention from other business concerns. The law relating to the scope and validity of claims in the technology field in which we operate is still evolving and, consequently, intellectual property positions in our industry are generally uncertain. We cannot assure you that we will prevail in any of these potential suits or that the damages or other remedies awarded, if any, would be commercially valuable.

***Although dependent on certain key personnel, the Company does not have any key man life insurance policies on any such people.***

The Company is dependent on Patrick Sherwin and Gary Starr in order to conduct its operations and execute its business plan, however, the Company has not purchased any insurance policies with respect to those individuals in the event of their death or disability. Therefore, if any of Patrick Sherwin or Gary Starr die or become disabled, the Company will not receive any compensation to assist with such person's absence. The loss of such person could negatively affect the Company and its operations.

***We are not subject to Sarbanes-Oxley regulations and lack the financial controls and safeguards required of public companies.***

We do not have the internal infrastructure necessary, and are not required, to complete an attestation about our financial controls that would be required under Section 404 of the Sarbanes-Oxley Act of 2002. There can be no assurance that there are no significant deficiencies or material weaknesses in the quality of our financial controls. We expect to incur additional expenses and diversion of management's time if and when it becomes necessary to perform the system and process evaluation, testing and remediation required in order to comply with the management certification and auditor attestation requirements.

***Maintaining, extending and expanding our reputation and brand image are essential to our business success.***

We seek to maintain, extend, and expand our brand image through marketing investments, including advertising and consumer promotions, and product innovation. Increasing attention on marketing could adversely affect our brand image. It could also lead to stricter regulations and greater scrutiny of marketing practices. Existing or increased legal or regulatory restrictions on our advertising, consumer promotions and marketing, or our response to those restrictions, could limit our efforts to maintain, extend and expand our brands. Moreover, adverse publicity about regulatory or legal action against us could damage our reputation and brand image, undermine our customers' confidence and reduce long-term demand for our products, even if the regulatory or legal action is unfounded or not material to our operations.

In addition, our success in maintaining, extending, and expanding our brand image depends on our ability to adapt to a rapidly changing media environment. We increasingly rely on social media and online dissemination of advertising campaigns. The growing use of social and digital media increases the speed and extent that information or misinformation and opinions can be shared. Negative posts or comments about us, our brands or our products on social or digital media, whether or not valid, could seriously damage our brands and reputation. If we do not establish, maintain, extend and expand our brand image, then our product sales, financial condition and results of operations could be adversely affected.

***Substantial disruption to production at our manufacturing and distribution facilities could occur.***

A disruption in production at our manufacturing facility could have an adverse effect on our business. In addition, a disruption could occur at the facilities of our suppliers or distributors. The disruption could occur for many reasons, including fire, natural disasters, weather, water scarcity, manufacturing problems, disease, strikes, transportation or supply interruption, government regulation, cybersecurity attacks or terrorism. Alternative facilities with sufficient capacity or capabilities may not be available, may cost substantially more or may take a significant time to start production, each of which could negatively affect our business and results of operations.

***Future product recalls or safety concerns could adversely impact our results of operations.***

We may be required to recall certain of our products should they be mislabeled, contaminated, spoiled, tampered with or damaged. We also may become involved in lawsuits and legal proceedings if it is alleged that the consumption or use of any of our products causes injury, illness or death. A product recall or an adverse result in any such litigation could have an adverse effect on our business, depending on the costs of the recall, the destruction of product inventory, competitive reaction and consumer attitudes. Even if a product liability or consumer fraud claim is unsuccessful or without merit, the negative publicity surrounding such assertions regarding our products could adversely affect our reputation and brand image. We also could be adversely affected if consumers in our principal markets lose confidence in the safety and quality of our products.

***The Company depends on the performance of distributors, carriers and other resellers.***

The Company distributes its products through wholesalers, national and regional retailers, and value-added resellers, many of whom distribute products from competing manufacturers. The Company also sells its products and third-party products in most of its major markets directly to education, enterprise and government customers, and consumers and small and mid-sized businesses through its online and retail stores.

Many resellers have narrow operating margins and have been adversely affected in the past by weak economic conditions. Some resellers have perceived the expansion of the Company's direct sales as conflicting with their business interests as distributors and resellers of the Company's products. Such a perception could discourage resellers from investing resources in the distribution and sale of the Company's products or lead them to limit or cease distribution of those products.

## **Risks Related to the Securities**

***The Crowd Notes will not be freely tradable until one year from the initial purchase date. Although the Crowd Notes may be tradeable under federal securities law, state securities regulations may apply and each Purchaser should consult with his or her attorney.***

You should be aware of the long-term nature of this investment. There is not now and likely will not be a public market for the Crowd Notes. Because the Crowd Notes have not been registered under the Securities Act or under the securities laws of any state or non-United States jurisdiction, the Crowd Notes have transfer restrictions and cannot be resold in the United States except pursuant to Rule 501 of Regulation CF. It is not currently contemplated that registration under the Securities Act or other securities laws will be effected. Limitations on the transfer of the Crowd Notes may also adversely affect the price that you might be able to obtain for the

Crowd Notes in a private sale. Purchasers should be aware of the long-term nature of their investment in the Company. Each Purchaser in this Offering will be required to represent that it is purchasing the Securities for its own account, for investment purposes and not with a view to resale or distribution thereof.

***We are selling convertible notes that will convert into shares or result in payment in limited circumstances, and in certain circumstances only at the option of the company.***

These notes do not have a maturity date and only convert or result in payment in limited circumstances. If there is a merger, buyout or other corporate transaction occurs before a qualified equity financing, investors will receive a payment of the greater of two times their purchase price or the amount of preferred shares they would have been able to purchase using the valuation cap. If there is a qualified equity financing (and only a financing using preferred shares will count for this purpose), the conversion price will be set for conversion into non-voting shares of a to-be-determined class of preferred stock. Investors in the Regulation CF offering will be considered non-major investors under the terms of the notes offered. Only major investors will have their notes converted at this time, notes held by non-major investors will only convert at the sole discretion of the company or in the event of subsequent corporate transaction. Further, the notes convert at a discount of 20%, or based on a valuation cap meaning investors would be rewarded for taking on early risk compared to later investors. But you won't know how much your investment is worth until that happens. The outside investors at the time conversion, if any, might value the company at an amount well below the valuation cap, so you should not view the valuation cap as being an indication of the company's value. Further any interest on the notes is accrued interest, therefore you will not be paid interest payments on these notes. If you choose to invest, you should be prepared that your notes will never convert and will have no value.

***It is unclear how the Crowd Note would be interpreted by a court if we were forced into litigation.***

We are using Crowd Notes in this offering. Crowd Notes are designed to offer equity in the company at a future date when specified conditions occur. However, it is unclear how a court in Delaware would interpret the provisions of the Crowd Note in relation to our organization as a limited liability company and since the notes set the number of underlying securities an investor is entitled to now, but do not provide for interest or a maturity date and only convert in limited circumstances. Should we be forced to litigate the terms of the Crowd Note, it is possible that a court would not interpret the note as we do, thereby impacting the terms of the investment and possibly providing greater rights to some investors and lesser rights to others.

***We have not assessed the tax implications of using the Crowd Note.***

The Crowd Note is a type of debt security that does not include a set maturity date. As such, there has been inconsistent treatment under state and federal tax law as to whether the Crowd Note can be considered a debt of the company, or the issuance of equity. Investors should consult their tax advisers.

***You may have limited rights.***

The company has not yet authorized preferred stock, and there is no way to know what voting rights those securities will have. In addition, as an investor in the Regulation CF offering you will be considered a non-major investor under the terms of the notes offered, and therefore upon any conversion you will receive shares of a Shadow Series with certain limited rights. Shadow Series shareholders may receive a different liquidation preference, may not have voting rights, and will receive quarterly business updates by the company but may be limited in other

information and inspection rights. Furthermore, the company has issued and may issue convertible notes to investors outside of this offering. Those notes may convert earlier or under terms more favorable than the Crowd Note.

***A majority of the Company is owned by a small number of owners.***

Prior to the offering the Company's current owners of 20% or more beneficially own up to 83.0% of the Company. Subject to any fiduciary duties owed to our other owners or investors under Delaware law, these owners may be able to exercise significant influence over matters requiring owner approval, including the election of directors or managers and approval of significant Company transactions, and will have significant control over the Company's management and policies. Some of these persons may have interests that are different from yours. For example, these owners may support proposals and actions with which you may disagree. The concentration of ownership could delay or prevent a change in control of the Company or otherwise discourage a potential acquirer from attempting to obtain control of the Company, which in turn could reduce the price potential investors are willing to pay for the Company. In addition, these owners could use their voting influence to maintain the Company's existing management, delay or prevent changes in control of the Company, or support or reject other management and board proposals that are subject to owner approval.

## **BUSINESS**

### **Description of the Business**

Making outdoor cooking cleaner and more intelligent, GoSun's patented vacuum technology is 100% fuel-free. We are addressing global issues around Human Health, Environment and Economic Prosperity.

### **Business Plan**

Mission and Vision—Clean, Easy and Safe: GoSun was founded with the goal of making cooking easier, cleaner, and more accessible for customers in both developed and emerging markets. This line of fuel-free ovens is ready for action, incorporating durability and convenience into a package anyone can utilize. The Problem—Lack of Innovation: Cooking outdoors hasn't changed much in 350,000 years. We are still putting a piece of meat over a fire and letting 90% of the heat escape. Modern technology is impressive, but cooking gets little innovation; we also need to get serious about stopping our addiction to burning fossil fuels. Another Global Problem—Fire: According to the United Nation's Global Alliance for Clean Cookstoves, over 3 billion people are in need of a cookstove that does not emit harmful emissions. The UN has identified that up to 4 million premature deaths are caused by pollutants from wood and solid fuel cookstoves during daily cooking routines. Cooking can put enormous pressures on families trapped in a cycle of poverty, trying to gather enough firewood everyday to cook. Solution—Effective Solar Oven: GoSun is focused on making incredible outdoor cooking appliances to fuel and inspire clean living in the developed world and providing practical, fuel-free cooking solutions to people in developing nations. GoSun has developed a line of innovative solar cookstoves that can bake, boil, or fry almost anything, just by using the power of the Sun. It's clean and safe: there are no fossil fuels or wood, no smoke or emissions, no hot coals, no open flames, no explosive gas, and no grease or soot. Future Solution—Hybrid Solar Electric: GoSun is developing a solution to cook anytime, anywhere, using back-up power supplied by electricity. Initial testing shows the GoSun eGrill to be ten times more efficient than a traditional oven. With minimal marketing, over 1,000 customers have signed up for the hybrid option.

## **History of the Business**

On 1/1/17 GoSun Inc. began operations and the previous company, Applied Sunshine, LLC became a wholly owned subsidiary of GoSun Inc.

## **The Company's Products and/or Services**

<b>Product / Service</b>	<b>Description</b>	<b>Current Market</b>
GoSun Stove	GoSun has developed a line of innovative solar cookstoves that can bake, boil, or fry almost anything, just by using the power of the Sun. It's clean and safe: there are no fossil fuels or wood, no smoke or emissions, no hot coals, no open flames, no explosive gas, and no grease or soot.	GoSun is focused on making incredible outdoor cooking appliances to fuel and inspire clean living in the developed world and providing practical, fuel-free cooking solutions to people in developing nations.

GoSun plans to invest in the development of new products post-raise.

Nearly half of all sales are made on [www.gosunstove.com](http://www.gosunstove.com) based on strong social media and marketing production. E-commerce represents the bulk of business thus far, with specialty retail stores and event sales beginning to pick up. We are partnering with major retail outlets where Grills and Campstoves are sold such as: REI, Home Depot, Cabela's and a number of independent ACE Hardware stores. We are also increasing partnerships with international distributors who carry similar products.

## **Competition**

The Company's primary competitors are Sun Oven, One Earth Designs, BioLite.

There are other solar cookers in the marketplace, but thanks to innovative, proprietary design and social marketing, GoSun, is now the recognized leader and the first and only solar cooker, to enter the mainstream marketplace. The existing solar ovens are insufficient for America's fast-paced lifestyle; they are too big, too slow and not user friendly. Having outpaced the existing solar cooking industry, GoSun's competitors are charcoal, propane, wood grills and camp stoves. Traditional grilling is a lengthy, tedious process involving dirty and crude equipment. Grills are rarely portable and, when they are, they typically involve handling extremely hot and messy equipment. Nothing in today's market is eco-friendly, clean or innovative.

## **Supply Chain and Customer Base**

GoSun partners with a few manufacturer's in Shandong and Guangdong Provinces of China. The main supplier is probably the world's largest producer of solar hot water devices. GoSun would like to maintain the confidential nature of these relationships.

The Company is dependent on the following suppliers:

<b>Supplier or Description</b>	<b>Service, input or raw material provided</b>	<b>Percent of such service, input or raw material from such supplier</b>

The stoves have found traction with a wide spectrum of outdoor cooking enthusiasts such as campers, sailors, RVers, preppers and backyard chefs. E-commerce represents the bulk of business thus far, with specialty retail stores and event sales beginning to pick up. Key customers are HomeDepot.com, Brookstone.com, Amazon.com, Wayfair.com, Cabelas.com, REI.com, ACE Hardware etc.

## **Intellectual Property and Research and Development**

### **Patents**

<b>Application or Registration #</b>	<b>Title</b>	<b>Description</b>	<b>File Date</b>	<b>Grant Date</b>	<b>Country</b>
9,377,215	Solar Cooking Apparatus	The patent invention relates to a solar cooking apparatus comprising of solar reflectors and solar collection elements.	July 23, 2012	June 28, 2016	United States

### **Trademarks**

<b>Application or Registration#</b>	<b>Goods / Services</b>	<b>Mark</b>	<b>File Date</b>	<b>Registration Date</b>	<b>Country</b>
4,683,551		GoSun Stove	October 25, 2013	February 10, 2015	United States
4,968,143		GoSun Sport	September 18, 2015	May 31, 2016	United States
5,155,454		GoSun Dogger	July 20, 2016	March 17, 2017	United
4,968,146		GoSun Grill	September 18, 2015	May 31, 2016	Un

### **Copyright Registrations**

<b>Registration #</b>	<b>Title</b>	<b>Description</b>	<b>Registration Date</b>
VA 2-107-710	GoSun Promotional Collage	GoSun Promotional Collage	May 17, 2016

Intellectual property accomplishments include: three utility patents filed (one has now been allowed for the base technology of the GoSun Sport), three design patents and five registered trademarks. GoSun monitors for potential copycats. Sites like Alibaba have been very cooperative.

## **Real Property**

The Company owns or leases the following real property:

Property Address	Own or Lease	Description
GoSun Inc. 1217 Ellis St Cincinnati OH 45223	Lease	Office, warehouse and shop space is rented on a month-to-month basis

### **Governmental/Regulatory Approval and Compliance**

Not Applicable

### **Litigation**

None

### **Other**

The Company's principal address is 1217 Ellis St, Cincinnati, OH 45223

The Company has the following additional addresses:

The Company conducts business in Ohio.

The Company has the following subsidiaries:

Name	Entity Type	Location of Formation	Date of Formation	% Owned by Company
Applied Sunshine, LLC	Limited Liability Company	Ohio	January 25, 2011	100.0%

Because this Form C focuses primarily on information concerning the Company rather than the industry in which the Company operates, potential Purchasers may wish to conduct their own separate investigation of the Company's industry to obtain greater insight in assessing the Company's prospects.

### **USE OF PROCEEDS**

The following table lists the use of proceeds of the Offering if the Minimum Amount and Maximum Amount are raised based on the Company's forecast.

Use of Proceeds	% of Minimum Proceeds Raised	Amount if Minimum Raised	% of Maximum Proceeds Raised	Amount if Maximum Raised
Offering Expenses	17.50%	\$17,500	8.50%	\$85,000
General Marketing	34.65%	\$34,650	22.88%	\$228,750
Distribution	20.63%	\$20,625	16.47%	\$164,700
Tooling	6.60%	\$6,600	7.32%	\$73,200

Events, Ground Sales Boost	0.00%	\$0	9.15%	\$91,500
Product Development	20.63%	\$20,625	20.13%	\$201,300
International Social Enterprise	0.00%	\$0	6.41%	\$64,050
<b>Total</b>	<b>100.00%</b>	<b>\$100,000</b>	<b>100.00%</b>	<b>\$1,000,000</b>

The above table of the anticipated use of proceeds is not binding on the company and is merely description of its current intentions.

We reserve the right to change the above use of proceeds if management believes it is in the best interests of the company.

## **DIRECTORS, OFFICERS AND EMPLOYEES**

### **Directors**

The directors or managers of the Company are listed below along with all positions and offices held at the Company and their principal occupation and employment responsibilities for the past three (3) years and their educational background and qualifications.

#### **Name**

Patrick Sherwin

#### ***All positions and offices held with the Company and date such position(s) was held with start and ending dates***

Director, CEO, President and Secretary, 1/1/17-present

#### ***Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates***

1/1/17-present, Founder and inventor, Sherwin directs the day to day operations as well as developments of innovation. Prior to that, Sherwin was the founder and president of Applied Sunshine, LLC, where the basis of GoSun's technology was created.

#### ***Education***

Ohio University, Bachelor of Science (BS), 2001

#### **Name**

Gary Starr

#### ***All positions and offices held with the Company and date such position(s) was held with start and ending dates***

Director, 1/1/17-present

#### ***Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates***

1/1/17-present, A marketing and sales strategist, Starr is actively working with GoSun Stove in business development. He has also been a board member for over two dozen start-ups (ranging from lemonade to electric cars) including two companies that became public.

### ***Education***

UC Davis, Bachelor of Science (BS), 1973 – 1977

### **Officers**

The officers of the Company are listed below along with all positions and offices held at the Company and their principal occupation and employment responsibilities for the past three (3) years and their educational background and qualifications.

Patrick Sherwin

#### ***All positions and offices held with the Company and date such position(s) was held with start and ending dates***

Director, CEO, President and Secretary, 1/1/17-present

#### ***Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates***

1/1/17-present, Founder and inventor, Sherwin directs the day to day operations as well as developments of innovation. Prior to that, Sherwin was the founder and president of Applied Sunshine, LLC, where the basis of GoSun's technology was created.

### ***Education***

Ohio University, Bachelor of Science (BS), 2001

### **Control/Major Decisions**

The table below sets forth who can make the following major decisions with respect to the Company on behalf of the Company:

<b>Decision</b>	<b>Person/Entity</b>
<b>Issuance of additional securities</b>	Board of Directors
<b>Incurrence of indebtedness</b>	Board of Directors
<b>Sale of property, interests or assets of the Company</b>	Board of Directors
<b>Determination of the budget</b>	Board of Directors
<b>Determination of business strategy</b>	Board of Directors
<b>Dissolution or liquidation of the Company</b>	Board of Directors

### ***Indemnification***

Indemnification is authorized by the Company to directors, officers or controlling persons acting in their professional capacity pursuant to Delaware law. Indemnification includes expenses such as attorney's fees and, in certain circumstances, judgments, fines and settlement amounts actually

paid or incurred in connection with actual or threatened actions, suits or proceedings involving such person, except in certain circumstances where a person is adjudged to be guilty of gross negligence or willful misconduct, unless a court of competent jurisdiction determines that such indemnification is fair and reasonable under the circumstances.

### **Employees**

The Company currently has 7 employees in Ohio.

## **CAPITALIZATION AND OWNERSHIP**

### **Capitalization**

The Company has the following debt outstanding: \$100,000.

Following the Offering, the total amount of outstanding indebtedness of the Company will be \$50,000, if the Minimum Amount is raised and \$0, if the Maximum Amount is raised.

### **Ownership**

Patrick Sherwin owns 83% of the stock in the company.

Below the beneficial owners of 20% percent or more of the Company's outstanding voting equity securities, calculated on the basis of voting power, are listed along with the amount they own.

Name	Percentage Owned Prior to Offering
Patrick Sherwin	83.0%

## **FINANCIAL INFORMATION**

**Please see the financial information listed on the cover page of this Form C and attached hereto in addition to the following information.**

### **Operations**

The Company recognizes revenue when: (1) persuasive evidence exists of an arrangement with the customer reflecting the terms and conditions under which products or services will be provided; (2) delivery has occurred or services have been provided; (3) the fee is fixed or determinable; and (4) collection is reasonably assured. The Company typically collects revenue upon sale and recognizes the revenue when the item has shipped. The Company includes credit card merchant account fees as cost of goods sold in the statement of operations. The Company conducted pre-sale campaigns on its products which resulted in \$538,218 and \$643,382 of deferred revenues as of December 31, 2016 and 2015, respectively. These balances will be recognized to revenues upon fulfillment of the underlying orders.

We believe that our prior earnings and cash flows are not indicative of future earnings and cash flows. As volume increases, gross margins will reduce as we move to two step distribution, i.e. GoSun sells to a middle man who's then able to increase dealer and customers sales.

GoSun intends to be profitable during 2Q, 2017. GoSun may go into the red for a few months as we invest in new products. GoSun attends nation tradeshows. We employ both in house and outside sales representatives who call potential customers. Revenues are created by selling and marketing products primarily designed and built by GoSun. Strong profit margins are important

to GoSun; dealers and distributors are typically given 35-55% discount off the MSRP. In 2017, a full product lineup is expected. This will create a wide range in price and customer experience - from \$40 up to \$1000. The smaller products carry tighter margins but higher volumes, thus getting more customers into the technology.

The Company currently requires \$0.00 a month to sustain operations.

### **Liquidity and Capital Resources**

The proceeds of the offering are not necessary to the operations of the Company. The Offering proceeds are important to our operations. While not dependent on the offering proceeds, the influx of capital will assist in the achievement of our next milestones and expedite the realization of our business plan. Because we have already allocated the proceeds to a specific use dependent on the completion of this Offering, the proceeds will not have a material effect on our liquidity.

The Company has the following sources of capital in addition to the proceeds from the Offering: Line of Credit of \$250K with Huntington Bank (the LOC is tied to GoSun inventory and a personal guarantee from Patrick Sherwin).

Such additional sources of capital are not necessary to the operations of the Company.

### **Capital Expenditures and Other Obligations**

The Company has not made any material capital expenditures in the past two years.

The Company does not intend to make any material capital expenditures in the future.

### **Trends and Uncertainties**

There are some threats to our financial condition such as unforeseen competition. Additionally, margins could be affected if new tariff against Chinese goods is implemented.

After reviewing the above discussion of the steps the Company intends to take, potential Purchasers should consider whether achievement of each step within the estimated time frame is realistic in their judgement. Potential Purchasers should also assess the consequences to the Company of any delays in taking these steps and whether the Company will need additional financing to accomplish them.

The financial statements are an important part of this Form C and should be reviewed in their entirety. The financial statements of the Company are attached hereto as Exhibit A.

### **Valuation**

As discussed in "Dilution" below, the valuation will determine the amount by which the investor's stake is diluted immediately upon investment. An early-stage company typically sells its shares (or grants options over its shares) to its founders and early employees at a very low cash cost, because they are, in effect, putting their "sweat equity" into the Company. When the Company seeks cash investments from outside investors, like you, the new investors typically pay a much larger sum for their shares than the founders or earlier investors, which means that the cash value of your stake is immediately diluted because each share of the same type is worth the same amount, and you paid more for your shares (or the notes convertible into shares) than earlier investors did for theirs.

There are several ways to value a company, and none of them is perfect and all of them involve a certain amount of guesswork. The same method can produce a different valuation if used by a different person.

**Liquidation Value** — The amount for which the assets of the Company can be sold, minus the liabilities owed, e.g., the assets of a bakery include the cake mixers, ingredients, baking tins, etc. The liabilities of a bakery include the cost of rent or mortgage on the bakery. However, this value does not reflect the potential value of a business, e.g. the value of the secret recipe. The value for most startups lies in their potential, as many early stage companies do not have many assets (they probably need to raise funds through a securities offering in order to purchase some equipment).

**Book Value** — This is based on analysis of the Company's financial statements, usually looking at the Company's balance sheet as prepared by its accountants. However, the balance sheet only looks at costs (i.e. what was paid for the asset), and does not consider whether the asset has increased in value over time. In addition, some intangible assets, such as patents, trademarks or trade names, are very valuable but are not usually represented at their market value on the balance sheet.

**Earnings Approach** — This is based on what the investor will pay (the present value) for what the investor expects to obtain in the future (the future return), taking into account inflation, the lost opportunity to participate in other investments, the risk of not receiving the return. However, predictions of the future are uncertain and valuation of future returns is a best guess.

Different methods of valuation produce a different answer as to what your investment is worth. Typically liquidation value and book value will produce a lower valuation than the earnings approach. However, the earnings approach is also most likely to be risky as it is based on many assumptions about the future, while the liquidation value and book value are much more conservative.

Future investors (including people seeking to acquire the company) may value the company differently. They may use a different valuation method, or different assumptions about the company's business and its market. Different valuations may mean that the value assigned to your investment changes. It frequently happens that when a large institutional investor such as a venture capitalist makes an investment in a company, it values the company at a lower price than the initial investors did. If this happens, the value of the investment will go down.

## **THE OFFERING AND THE SECURITIES**

### **The securities offered in this offering.**

The following description is a brief summary of the material terms of this offering and is qualified in its entirety by the terms contained in the Crowd Notes.

The Crowd Notes sold in this offering will convert in the following circumstances:

- If a "corporate transaction" (such as the sale of the company) occurs prior to a "qualified equity financing" (which is a Preferred Stock financing raising more than \$1 million).

- Once a "qualified equity financing" occurs, the notes may be converted thereafter.

The price at which the Crowd Notes sold in this offering will convert will be:

- At a discount of 20% to the price in the qualified equity financing, subject to a \$10 million valuation cap, if the conversion takes place after the qualified equity financing; or
- If conversion takes place prior to a qualified equity financing, the greater of twice the outstanding principal of the Crowd Notes, or the amount of stock the Crowd Notes would convert into under the valuation cap.

Until the earlier of the qualified equity financing or the corporate transaction, the Crowd Notes accrue an annual interest rate of 5%, compounded quarterly.

The securities into which the Crowd Notes in this offering will convert will have more limited voting and information rights than those to be issued to major investors on conversion.

Our Target Amount for this offering to investors under Regulation Crowdfunding is \$100,000. Additionally, we have set a minimum Closing Amount of \$200,000 between our Combined Offerings under Regulation Crowdfunding and Regulation D, which we will need to meet before any closings occur. We will accept up to \$1,000,000 from investors through Regulation Crowdfunding before the deadline of July 31, 2017.

The minimum investment in this offering is \$500. Investments of \$20,000 or greater will only be accepted through the Regulation D offering.

### **Securities sold pursuant to Regulation D**

The company is selling securities in a concurrent offering to accredited investors under Rule 506(c) under the Securities Act at the same time as this offering under Regulation Crowdfunding (together, the "Combined Offerings").

The notes in the Regulation D offering convert under similar terms, however if there is a qualified equity financing, notes held by those investors will convert at that time into preferred shares and if there is a corporate transaction these investors will receive payment of twice the amount they invested. In the future, Regulation D investors may be entitled to greater voting and inspection rights than investors in this offering.

### **Dilution**

Even once the Notes convert into equity securities, the investor's stake in a company could be diluted due to the company issuing additional shares. In other words, when the company issues more shares (or additional equity interests), the percentage of the company that you own will go down, even though the value of the company may go up. You will own a smaller piece of a larger company. This increase in number of shares outstanding could result from a stock offering (such as an initial public offering, another crowdfunding round, a venture capital round, angel investment), employees exercising stock options, or by conversion of certain instruments (e.g. convertible bonds, preferred shares or warrants) into stock.

If the company decides to issue more shares, an investor could experience value dilution, with each share being worth less than before, and control dilution, with the total percentage an investor owns being less than before. There may also be earnings dilution, with a reduction in the amount earned per share (though this typically occurs only if the company offers dividends, and most early stage companies are unlikely to offer dividends, preferring to invest any earnings into the company).

The type of dilution that hurts early-stage investors most occurs when the company sells more shares in a “down round,” meaning at a lower valuation than in earlier offerings. An example of how this might occur is as follows (numbers are for illustrative purposes only):

- In June 2014 Jane invests \$20,000 for shares that represent 2% of a company valued at \$1 million.
- In December, the company is doing very well and sells \$5 million in shares to venture capitalists on a valuation (before the new investment) of \$10 million. Jane now owns only 1.3% of the company but her stake is worth \$200,000.
- In June 2015 the company has run into serious problems and in order to stay afloat it raises \$1 million at a valuation of only \$2 million (the “down round”). Jane now owns only 0.89% of the company and her stake is worth only \$26,660.

This type of dilution might also happen upon conversion of convertible notes into shares. Typically, the terms of convertible notes issued by early-stage companies provide that in the event of another round of financing, the holders of the convertible notes get to convert their notes into equity at a “discount” to the price paid by the new investors, i.e., they get more shares than the new investors would for the same price. Additionally, convertible notes may have a “price cap” on the conversion price, which effectively acts as a share price ceiling. Either way, the holders of the convertible notes get more shares for their money than new investors. In the event that the financing is a “down round” the holders of the convertible notes will dilute existing equity holders, and even more than the new investors do, because they get more shares for their money.

If you are making an investment expecting to own a certain percentage of the company or expecting each share to hold a certain amount of value, it’s important to realize how the value of those shares can decrease by actions taken by the company. Dilution can make drastic changes to the value of each share, ownership percentage, voting control, and earnings per share.

## **Tax Matters**

Each prospective Purchaser should consult with his own tax and ERISA advisor as to the particular consequences to the Purchaser of the purchase, ownership, and sale of the Purchaser's Securities, as well as possible changes in the tax laws.

## **Transfer Agent**

We have selected VStock Transfer, LLC, an SEC-registered securities transfer agent, to act as our transfer agent upon conversion of the Crowd Notes.

## **Restrictions on Transfer**

Any securities sold pursuant to Regulation CF being offered may not be transferred by any Purchaser of such Securities during the one-year holding period beginning when the Securities were issued, unless such securities were transferred: 1) to the Company, 2) to an accredited investor, as defined by Rule 501(d) of Regulation D of the Securities Act of 1933, as amended, 3) as part of an offering registered with the SEC or 4) to a member of the family of the Purchaser or the equivalent, to a trust controlled by the Purchaser, to a trust created for the benefit of a family member of the Purchaser or the equivalent, or in connection with the death or divorce of the Purchaser or other similar circumstances. "Member of the family" as used herein means a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother/father/daughter/son/sister/brother-in-law, and includes adoptive relationships. Remember that although you may legally be able to transfer the Securities, you may not be able to find another party willing to purchase them.

### **Related Person Transactions**

GoSun, Inc. acquired Applied Sunshine LLC, a related party company under common control, effective 1/1/17 in a stock exchange transaction.

### ***Loans***

During 2017 through issuance of these consolidated financial statements, Applied Sunshine LLC advanced \$100,000 from its line of credit. In September 2016, the Company entered into a line of credit agreement with a bank, in the amount of \$250,000 bearing interest at a rate of prime plus 2.5%. The line of credit matures in October 2017. Payments on interest only are due monthly, while the principal balance is due and payable at the maturity date. The line of credit is collateralized by the Company's inventory.

## **OFFERING PERKS**

To encourage participation in the Offering, the Company is providing specific perks for investors. The Company is of the opinion that these perks do not alter the sales price or cost basis of the Crowd Notes in this Offering. Instead, the perks act as a "thank you" to certain investors that help the Company achieve its mission and would be considered a promotional expense of the Company. However, it is recommended that investors consult a tax professional to fully understand any tax implications of receiving any perks before investing. The perks for this Offering are as follows:

- For investments between \$1,500 - \$19,999: GoSun Sport
- For investments of \$20,000 and above: GoSun Grill

## **OTHER INFORMATION**

### **Bad Actor Disclosure**

None

## **SEEDINVEST INVESTMENT PROCESS**

### ***Making an investment in the company***

### **How does investing work?**

When you complete your investment on SeedInvest, your money will be transferred to an escrow account where an independent escrow agent will watch over your investment until it is accepted by the company. Once the company accepts your investment, and certain regulatory procedures are completed, your money will be transferred from the escrow account to the company in exchange for your convertible note. At that point, you will be an investor in the company.

### **SeedInvest Regulation CF rules regarding the investment process:**

Investors may cancel an investment commitment until 48 hours prior to the deadline identified in the issuer's offering materials;

The intermediary will notify investors when the target offering amount has been met;

The Company is making concurrent offerings under both Regulation CF and Regulation D and unless the Company raises at least the target amount under the Regulation CF offering and the closing amount under both offerings, it will not close this offering;

If an issuer reaches a target offering amount and the closing amount prior to the deadline identified in its offering materials, it may close the offering early if it provides notice about the new offering deadline at least five business days prior to such new offering deadline;

If there is a material change and an investor does not reconfirm his or her investment commitment, the investor's investment commitment will be cancelled and the committed funds will be returned;

If an issuer does not reach both the target offering amount and the closing offering amount prior to the deadline identified in its offering materials, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned; and

If an investor does not cancel an investment commitment before the 48-hour period prior to the offering deadline, the funds will be released to the issuer upon closing of the offering and the investor will receive securities in exchange for his or her investment.

### **What will I need to complete my investment?**

To make an investment you will need the following information readily available:

1. Personal information such as your current address and phone number
2. Employment and employer information
3. Net worth and income information
4. Social Security Number or government-issued identification
5. ABA bank routing number and checking account number

### **What is the difference between preferred equity and a convertible note?**

Preferred equity is usually issued to outside investors and carries rights and conditions that are different from that of common stock. For example, preferred equity may include rights that prevent or minimize the effects of dilution or grants special privileges in situations when the company is sold.

A convertible note is a unique form of debt that converts into equity, usually in conjunction with a future financing round. The investor effectively loans money to the company with the expectation that they will receive equity in the company in the future at a discounted price per share when the company raises its next round of financing. To learn more about startup investment types, check out "How to Choose a Startup Investment" in the SeedInvest Academy.

### **How much can I invest?**

An investor is limited in the amount that he or she may invest in a Regulation Crowdfunding offering during any 12-month period:

If either the annual income or the net worth of the investor is less than \$100,000, the investor is limited to the greater of \$2,000 or 5% of the lesser of his or her annual income or net worth.

If the annual income and net worth of the investor are both greater than \$100,000, the investor is limited to 10% of the lesser of his or her annual income or net worth, to a maximum of \$100,000. Separately, the company has set a minimum investment amount.

### **How can I (or the company) cancel my investment?**

For offerings made under Regulation Crowdfunding, you may cancel your investment at any time up to 48 hours before a closing occurs or an earlier date set by the company. You will be sent a reminder notification approximately five days before the closing or set date giving you an opportunity to cancel your investment if you had not already done so. Once a closing occurs, and if you have not cancelled your investment, you will receive an email notifying you that your securities have been issued. If you have already funded your investment, let SeedInvest know by emailing [cancellations@seedinvest.com](mailto:cancellations@seedinvest.com). Please include your name, the company's name, the amount, the investment number, and the date you made your investment.

### *After my investment*

### **What is my ongoing relationship with the company?**

You are an investor in the company, you do own securities after all! But more importantly, companies that have raised money via Regulation Crowdfunding must file information with the SEC and post it on their website on an annual basis. Receiving regular company updates is important to keep investors educated and informed about the progress of the company and their investments. This annual report includes information similar to the company's initial Form C filing and key information that a company will want to share with its investors to foster a dynamic and healthy relationship.

In certain circumstances a company may terminate its ongoing reporting requirements if:

1. The company becomes a fully-reporting registrant with the SEC
2. The company has filed at least one annual report, but has no more than 300 shareholders of record
3. The company has filed at least three annual reports, and has no more than \$10 million in assets
4. The company or another party repurchases or purchases all the securities sold in reliance on Section 4(a)(6) of the Securities Act
5. The company ceases to do business

However, regardless of whether a company has terminated its ongoing reporting requirements per SEC rules, SeedInvest works with all companies on its platform to ensure that investors are provided quarterly updates. These quarterly reports will include information such as: (i) quarterly net sales, (ii) quarterly change in cash and cash on hand, (iii) material updates on the business, (iv) fundraising updates (any plans for next round, current round status, etc.), and (v) any notable press and news.

### **How do I keep track of this investment?**

You can return to SeedInvest at any time to view your portfolio of investment and obtain a summary statement. In addition to monthly account statements, you may also receive periodic updates from the company about its business.

### **Can I get rid of my securities after buying them?**

Securities purchased through a Regulation Crowdfunding offering are not freely transferable for one year after the date of purchase, except in the case where they are transferred:

1. To the company that sold the securities
2. To an accredited investor
3. As part of an offering registered with the SEC (think IPO)
4. To a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser, or in connection with the death or divorce of the purchaser

**Regardless, after the one year holding period has expired, you should not plan on being able to readily transfer and/or sell your security. Currently, there is no market or liquidity for these securities and the company does not have any plans to list these securities on an exchange or other secondary market. At some point the company may choose to do so, but until then you should plan to hold your investment for a significant period of time before a "liquidation event" occurs. A "liquidation event" is when the company either lists its securities on an exchange, is acquired, or goes bankrupt.**

## SIGNATURE

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

/s/Patrick Sherwin

(Signature)

Patrick Sherwin

(Name)

Chief Executive Officer

(Title)

7/31/17

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), this Form C has been signed by the following persons in the capacities and on the dates indicated.

/s/Patrick Sherwin

(Signature)

Patrick Sherwin

(Name)

Director

(Title)

7/31/17

(Date)

/s/Gary Starr

(Signature)

Gary Starr

(Name)

Director

(Title)

7/31/17

(Date)

***Instructions.***

1. The form shall be signed by the issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least a majority of the board of directors or persons performing similar functions.
2. The name of each person signing the form shall be typed or printed beneath the signature.

Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

**EXHIBITS**

Exhibit A	Offering Memorandum
Exhibit B	Financial Statements
Exhibit C	Investor Deck
Exhibit D	SeedInvest Profile
Exhibit E	Video Transcript

## **EXHIBIT C**



## Invest in GoSun

Powering the Good Life with Fuel-Free Cooking. [Edit Profile](#)

\$480,167	\$500	\$10,000,000
Amount raised	Minimum	Valuation cap

INVEST

Time left to invest

00 d : 07 h : 10 m

Purchased securities are not currently tradeable. Expect to hold your investment until the company lists on a national exchange or is acquired.

GoSun is offering securities under both Regulation D and Regulation CF through SI Securities, LLC ("SI Securities"). SI Securities is an affiliate of SeedInvest Technology, LLC, a registered broker-dealer, and member FINRA/SIPC. SI Securities will receive cash compensation equal to 7.50% of the value of the securities sold and equity compensation equal to 5.00% of the number of securities sold. Investments made under both Regulation D and Regulation CF involve a high degree of risk and those investors who cannot afford to lose their entire investment should not invest. Furthermore, the contents of the Highlights, Term Sheet sections have been prepared by SI Securities and shall be deemed broker-dealer communications subject to FINRA Rule 2210 (the "Excluded Sections"). With the exception of the Excluded Sections noted above, this profile contains offering materials prepared solely by GoSun without the assistance of SI Securities, and not subject to FINRA Rule 2210 (the "Issuer Profile"). The Issuer Profile may contain forward-looking statements and information relating to, among other things, the company, its business plan and strategy, and its industry. Investors should review the [risks and disclosures](#). The contents below are meant to be a summary of the information found in the company's Form C. Before making an investment decision, investors should review the company's Form C for a complete description of its business and offering information, a copy of which may be found both [here](#) and [below](#).

Solar Stoves Sold Globally  
10,000+

Revenue Generated in 2016  
\$1.1M+

- > Profitable since second year of operations and over 10,000 stoves sold
- > Grant funded by United Nations Foundation
- > Available at Home Depot, REI, Brookstone, Cabela's, ACE Hardware, and more
- > Awards/Appearances: CES Innovation Honoree, TechCrunch Hardware Battlefield, Top Chef, Fast Company World Changing Idea Award
- > Angel Investor & Advisor Gary Starr, has built several green technology start-ups into profitable companies with two IPO exits.

Total Amount Raised

\$480,167

Total Round Size

\$1,200,000

- > Raise Description: Seed
- > Minimum Investment: US \$500 per investor
- > Security Type: Crowd Note
- > Valuation Cap: US \$10,000,000
- > Offering Type: Side by Side Offering

GoSun's patented solar cooking technology can roast or bake anything, reaching temperatures up to 550°F/280°C, even in the clouds or freezing cold, all without fuel or emissions.

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**Mission and Vision—Clean, Easy and Safe:** GoSun was founded with the goal of making cooking easier, cleaner, and more accessible for customers in both developed and emerging markets. GoSun builds a line of fuel-free ovens that are ready for action, incorporating durability and convenience into a package anyone can utilize.

**The Problem—Lack of Innovation:** Cooking outdoors hasn't changed much in 350,000 years. We are still putting a piece of meat over a fire and letting most of the heat escape. Modern technology is impressive, but cooking gets little innovation; we also need to get serious about stopping our addiction to burning fossil fuels.

**Another Global Problem—Fire:** According to the United Nation's Global Alliance for Clean Cookstoves, over 3 billion people are in need of a cookstove that does not emit harmful emissions. The UN has identified that up to 4 million premature deaths are caused by pollutants from wood and solid fuel cookstoves during daily cooking routines. Cooking can put enormous pressures on families trapped in a cycle of poverty, trying to gather enough firewood everyday to cook.

**Solution—Effective Solar Oven:** GoSun is focused on making incredible outdoor cooking appliances to fuel and inspire clean living in the developed world and providing practical, fuel-free cooking solutions to people in developing nations. GoSun has developed a line of innovative solar cookstoves that can bake, boil, or fry almost anything, just by using the power of the Sun. It's clean and safe: there are no fossil fuels or wood, no smoke or emissions, no hot coals, no open flames, no explosive gas, and no grease or soot.

**Future Solution—Hybrid Solar Electric:** GoSun is developing a solution to cook anytime, anywhere, using back-up power supplied by electricity. Initial testing shows the GoSun eGrill to be ten times more efficient than a traditional oven. With minimal marketing, over 1,000 customers have already signed up for the hybrid option.

Pitch Deck



# INVESTOR PITCH DECK

Spring, 2017



DOWNLOAD

< >

## Product & Service

### Benefits

- **Clean:** No flame, no smoke, no mess. GoSun makes stylish ovens that cause very little time or worry. These new solar grills are helping reduce pressures on the environment, and enabling people live more healthy and abundant lives.
- **Easy:** Combining fast-paced lifestyles with space-age tech, GoSun is powering the good life with evacuated tubes that have been used in solar hot water heating for decades. The stoves are portable, set up in seconds, and do not require any supervision. Time saving and ease of use are enduring values to active, often adventurous customers.
- **Cook Quality:** GoSun makes a wholesome meal in the healthiest way possible. Described by one customer as a "turbo-crockpot," the Grill is easy to use: just add food and come back 20 minutes to an hour later for a rich and juicy meal. The vacuum tube creates a high moisture environment so food doesn't burn or dry out. Despite its simplicity, GoSun claims dishes come out more succulent and delicious than traditional grills or ovens.

### Features

- **Vacuum Insulation:** The core of the technology is based on an evacuated tube that has the unique ability to capture sunlight and retain heat. Between two layers of tough borosilicate glass (similar to Pyrex) a vacuum layer acts as an ideal insulator, keeping food hot while remaining cool to touch on the outside.
- **Efficient:** GoSun's patent pending design uses compound parabolic reflectors and a horizontal vacuum tube that convert nearly 80% of all sunlight (infrared, UV, and visible) into usable heat. This technology is four times more efficient than solar PV.
- **User-Friendly:** With GoSun there's no need to stir or flip food. The stoves are low maintenance, safe to touch and reliable through varying weather. GoSun is cooking without creating soot, smoke or ash; plus, there's little need for accessories or implements.

### Gallery





## Media Mentions



the guardian — YAHOO! — uncrate



MEN'S JOURNAL



POPULAR SCIENCE

Outside

## Team Story

GoSun was founded by Patrick Sherwin, a social entrepreneur, having worked with solar energy for almost two decades. Patrick spent years living off-grid in the Caribbean, designing and installing green technologies and pushing the limits of outdoor adventure. He maintains a diverse background in energy, engineering, design, green building and science.

Sherwin first encountered solar vacuum tubes while removing a residential solar hot water system. Compelled by their unique thermodynamics, he began experimenting and discovered an incredible way to cook food. Deeper experiments and a strong desire to solve global cooking issues resulted in a unique solar stove that proved easier and more reliable than any other fuel-free device.

In 2012, Patrick exited from a clean tech start-up and began recruiting a team of young designers to launch GoSun. Since the inception, a dual business model has been important: creating a technology that can compete with conventional grills and ovens AND serving those in need of clean technology.

## Meet the Founders



Patrick Sherwin  
CEO AND INVENTOR



INVEST SHARE

Patrick is passionate about creating positive impact and focused on solutions for our time. Since 2000, Patrick's work with green building and solar energy has given him a broad base of experience on what's needed to fuel our lives. While volunteering with non-profits, Patrick has facilitated energy and social innovations in the developing world. Patrick's entrepreneurial spirit and determination drives GoSun and its capabilities in all business facets.

#### Key Team Members



**Nicholas T. Dardugno Jr. MST CPA**

IN-HOUSE CPA



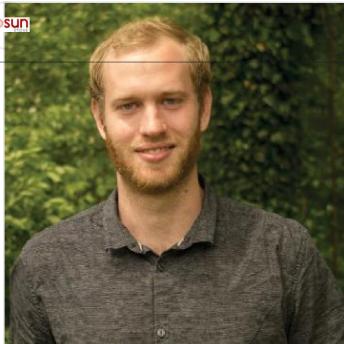
**Dafydd Jones**

SPECIALTY SALES



**Nathan Maggard**

INDUSTRIAL DESIGNER



**Matt Gillespie**  
SOCIAL IMPACT DESIGNER AND SOCIAL MARKETING LEAD



#### Notable Advisors & Investors



**Gary Starr**  
Investor, Founded multiple clean tech companies and is an active advisor with GoSun



**Phillip Harden**

#### Q&A with the Founder

**Q: Could you provide a breakdown of how you will use proceeds from the raise?**

GoSun: Our B2C Marketing efforts will emphasize developing the digital marketing funnel as well as opportunities for live demonstrations from both ambassadors and staff. Our B2B efforts will focus on acquiring strategic dealers to set GoSun on a path of growth against mainstream BBQ and grilling equipment. Developing working partnerships with distributors, particularly overseas, is critical for growth. These partners are already engaged in distribution of similar products but will require attention to carry GoSun. Finally, product development funds will help maintain GoSun's projected growth. New products are already under development but the current team is small and undercapitalized.

**Q: What are margins on direct and wholesale sales?**

**Q: What is the 1/17 Applied Sunshine acquisition?**

GoSun: The CEO owned 100% of Applied Sunshine LLC, which was a parent company while doing business as GoSun. We wanted to switch to a Delaware C-Corp for fundraising purposes. We incorporated at the end of 2016 as GoSun Inc. and everything from Applied Sunshine was folded into GoSun.

**Q: What is your current cash position? If less than 3 months runway, what are other potential sources of cash?**

GoSun: We have \$62,000 in bank accounts, \$150,000 remaining in \$250,000 line of credit (thus, \$38,000 in debt within line of credit). Our revenue matches expenses at break even, and Q1 2017 shows strong sales. We are expecting profits in 2Q and 4Q 2017.

**Q: What are the terms and payment conditions for that line of credit? What is your plan to pay off the line of credit/debt?**

GoSun: The principal amount is \$250,000, with \$350 annual fee, interest 2.5% over index, and maturity date of October 8, 2017. About \$100K has been drawn on the \$250K line of credit, and we plan to pay it off in June with capital raised.

**Q: What are payment days on Account Receivables?**

GoSun: The majority get net 30 or 45 days for larger sellers and more favorable at 90 days for promotional sellers, which we are trying to expand into.

**Q: In the financials, what is the 1/15 inventory adjustment?**

GoSun: Inventory was not properly accounted until we were in QuickBooks in 3Q 2015. This adjustment of \$35.5k indicated the COGS related to the inventory that carried over from 2014.

**Q: Why is Inventory increasing quarterly?**

GoSun: We have a busy season running through June and since it takes 90 days to get product from time of order, we wanted to keep reserves.

**Q: Can you provide some color on the P&L differences for Jan/Feb 2017?**

GoSun: Regarding the P&L differences between January and February this year, we are on the accrual basis for bookkeeping. Thus, revenue is not recognized as a sale until the product ships. We've shipped about 1,200 high-value pre-sales over the last few months, primarily in January 2017. Related to these pre-sales, you will notice cash was high from mid-2015 until late-2016. This cash was unearned revenue from the pre-sales.

**Q: What are assumptions and growth drivers in your projected model?**

GoSun: Key drivers are new innovations, market expansion, and distribution partners. The GoSun Go and Dogger will have significant retail presence, thus activating a mainstream brand presence. These smaller products are not big on revenue, but will boost exposure dramatically. New designs will be quicker to commercialize and incorporate the best qualities of previous successes along with customer feedback.

**Q: Could you describe your business model?**

GoSun: By keeping overhead low and outsourcing the manufacturing process to a reputable supplier in China, GoSun has remained lean and focused. Our business model is B to C (internet direct), B to B (setting up traditional dealers in the hardware, outdoor industry) and B to I (setting up international distributors).

**Q: What is your strategy for the GoSun brand?**

GoSun: Our goal is simple: Make GoSun the most recognized solar brand in the Outdoor Cooking space.

**Q: What are your plans for product development post-raise?**

GoSun: 1) Introduce our low-cost, portable model, 2) Finalize development of our hybrid solar cooker that will allow one to cook at night 3) Develop our low cost, high volume oven for the developing world.

**Q: Do you have key partnerships? How have you developed those relationships?**

GoSun: We have strong partnerships in manufacturing and distribution. We will continue to expand partnerships through cross-promotions, trade shows, and plenty of face-to-face meetings.

**Q: What are your expectations are for exit opportunities?**

GoSun: We have already been approached by two different companies, including a Fortune 100 company. As our brand and market presence increases, we foresee an exit through an acquisition.

Show fewer answers from the founder

The Q&A with the Founder is based on due diligence activities conducted by SI Securities, LLC. The verbal and/or written responses transcribed above may have been modified to address grammatical, typographical, or factual errors, or by special request of the company to protect confidential information.

**Side by Side Term Sheet**

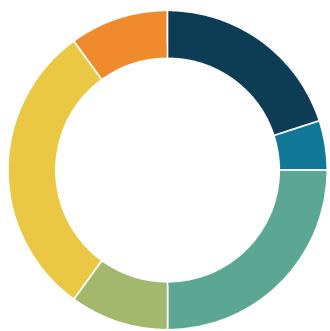
A Side by Side offering refers to a deal that is raising capital under two offering types. If you plan on investing less than US \$20,000.00, you will automatically invest under the Regulation CF offering type. If you invest more than US \$20,000.00, you must be an accredited investor and invest under the Regulation D offering type.

TERMS & DESCRIPTION	REGULATION D - RULE 506(C)	REGULATION CF
Investor Types	Accredited Only	Accredited and Non-accredited
Round description	Seed	Seed
Round size	US \$1,200,000	US \$1,200,000
Amount raised	US \$150,000	US \$330,167
Minimum investment	\$20,000	US \$500
Target minimum	US \$200,000	US \$200,000
Security type	Crowd Note	Crowd Note
Conversion discount	20.0%	20.0%
Valuation cap	US \$10,000,000	US \$10,000,000
Interest rate	5.0%	5.0%
Closing Conditions	The Company is making concurrent offerings under both Regulation CF and Regulation D (the "Combined Offerings"). Unless the Company raises at least the Target Amount of \$100,000 under the Regulation CF offering and a total of \$200,000 under the Combined Offerings (the "Closing Amount") by the end of the campaign no securities will be sold in this offering, investment commitments will be cancelled, and committed funds will be returned.	The Company is making concurrent offerings under both Regulation CF and Regulation D (the "Combined Offerings"). Unless the Company raises at least the Target Amount of \$100,000 under the Regulation CF offering and a total of \$200,000 under the Combined Offerings (the "Closing Amount") by the end of the campaign no securities will be sold in this offering, investment commitments will be cancelled, and committed funds will be returned.
CF Offering Cap		While GoSun is offering up to \$1,200,000 worth of securities in its seed round, only up \$1,000,000 of that amount may be raised through Regulation CF.

**Use of Proceeds**



● Increase Distribution  
 ● Tooling  
 ● Sales & Marketing  
 ● Development of Solar ...



● Development of Solar ...  
 ● Increase Distribution  
 ● Sales & Marketing  
 ● Tooling  
 ● Development of Comm...  
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## Investor Perks

- For investments between \$1,500 - \$19,999: GoSun Sport (\$279 value)
- For investments of 20,000 and above: GoSun Grill (\$799 value)

It is advised that you consult a tax professional to fully understand any potential tax implications of receiving investor perks before making an investment.

## Financial Discussion

Please see the financial information listed on the cover page of the Form C and attached below in addition to the following information.

### Operations

The Company recognizes revenue when: (1) persuasive evidence exists of an arrangement with the customer reflecting the terms and conditions under which products or services will be provided; (2) delivery has occurred or services have been provided; (3) the fee is fixed or determinable; and (4) collection is reasonably assured. The Company typically collects revenue upon sale and recognizes the revenue when the item has shipped. The Company includes credit card merchant account fees as cost of goods sold in the statement of operations. The Company conducted pre-sale campaigns on its products which resulted in \$538,218 and \$643,382 of deferred revenues as of December 31, 2016 and 2015, respectively. These balances will be recognized to revenues upon fulfillment of the underlying orders.

We believe that our prior earnings and cash flows are not indicative of future earnings and cash flows. As volume increases, gross margins will reduce as we move to two step distribution, i.e. GoSun sells to a middle man who's then able to increase dealer and customers sales.

GoSun intends to be profitable during 2Q, 2017. GoSun may go into the red for a few months as we invest in new products. GoSun attends nation trade shows. We employ both in house and outside sales representatives who call potential customers. Revenues are created by selling and marketing products primarily designed and built by GoSun. Strong profit margins are important to GoSun; dealers and distributors are typically given 35-55% discount off the MSRP. In 2017, a full product lineup is expected. This will create a wide range in price and customer experience - from \$40 up to \$1000. The smaller products carry tighter margins but higher volumes, thus getting more customers into the technology.

The Company currently requires \$0.00 a month to sustain operations.

### Liquidity and Capital Resources

The proceeds of the offering are not necessary to the operations of the Company. The Offering proceeds are important to our operations. While not dependent on the offering proceeds, the influx of capital will assist in the achievement of our next milestones and expedite the realization of our business plan. Because we have already allocated the proceeds to a specific use dependent on the completion of this Offering, the proceeds will not have a material effect on our liquidity.

The Company has the following sources of capital in addition to the proceeds from the Offering:

Line of Credit of \$250K with Huntington Bank (the LOC is tied to GoSun inventory and a personal guarantee from Patrick Sherwin).

Such additional sources of capital are not necessary to the operations of the Company.

## Trends and Uncertainties

There are some threats to our financial condition such as unforeseen competition. Additionally, margins could be affected if new tariff against Chinese goods is implemented.

After reviewing the above discussion of the steps the Company intends to take, potential Purchasers should consider whether achievement of each step within the estimated time frame is realistic in their judgement. Potential Purchasers should also assess the consequences to the Company of any delays in taking these steps and whether the Company will need additional financing to accomplish them.

The financial statements are an important part of this Form C and should be reviewed in their entirety. The financial statements of the Company are attached hereto as Exhibit A.

## Valuation

As discussed in "Dilution" below, the valuation will determine the amount by which the investor's stake is diluted immediately upon investment. An early-stage company typically sells its shares (or grants options over its shares) to its founders and early employees at a very low cash cost, because they are, in effect, putting their "sweat equity" into the Company. When the Company seeks cash investments from outside investors, like you, the new investors typically pay a much larger sum for their shares than the founders or earlier investors, which means that the cash value of your stake is immediately diluted because each share of the same type is worth the same amount, and you paid more for your shares (or the notes convertible into shares) than earlier investors did for theirs.

There are several ways to value a company, and none of them is perfect and all of them involve a certain amount of guesswork. The same method can produce a different valuation if used by a different person.

**Liquidation Value** — The amount for which the assets of the Company can be sold, minus the liabilities owed, e.g., the assets of a bakery include the cake mixers, ingredients, baking tins, etc. The liabilities of a bakery include the cost of rent or mortgage on the bakery. However, this value does not reflect the potential value of a business, e.g. the value of the secret recipe. The value for most startups lies in their potential, as many early stage companies do not have many assets (they probably need to raise funds through a securities offering in order to purchase some equipment).

**Book Value** — This is based on analysis of the Company's financial statements, usually looking at the Company's balance sheet as prepared by its accountants. However, the balance sheet only looks at costs (i.e. what was paid for the asset), and does not consider whether the asset has increased in value over time. In addition, some intangible assets, such as patents, trademarks or trade names, are very valuable but are not usually represented at their market value on the balance sheet.

**Earnings Approach** — This is based on what the investor will pay (the present value) for what the investor expects to obtain in the future (the future return), taking into account inflation, the lost opportunity to participate in other investments, the risk of not receiving the return. However, Pitch Deck predictions of the future are uncertain and valuation of future returns is a best guess.

**Team Story** — Different methods of valuation produce a different answer as to what your investment is worth. Typically liquidation value and book value will produce a lower valuation than the earnings approach. However, the earnings approach is also most likely to be risky as it is based on many assumptions about the future, while the liquidation value and book value are much more conservative.

**Financial Discussion** — Future investors (including people seeking to acquire the company) may value the company differently. They may use a different valuation method, or different assumptions about the company's business and its market. Different valuations may mean that the value assigned to your investment changes. It frequently happens that when a large institutional investor such as a venture capitalist makes an investment in a company, it values the company at a lower price than the initial investors did. If this happens, the value of the investment will go down.

Market Landscape

Form C

Data Room

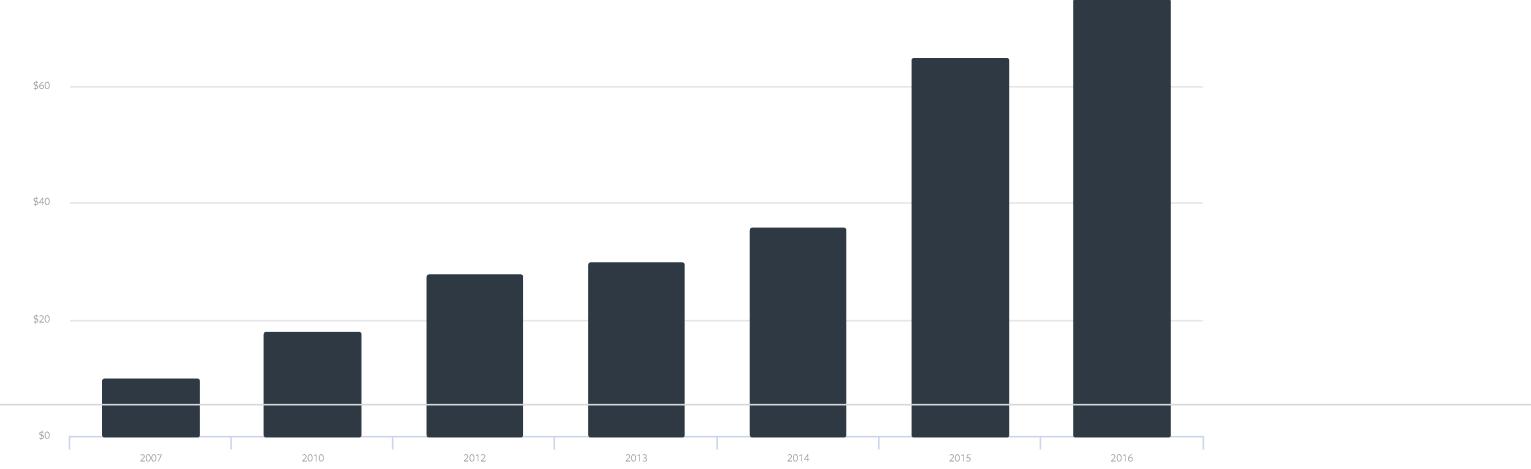
## Market Landscape

Comments

FAQs

SeedInvest

\$80



**Solar power is Inevitable:** The Renewable Energy Sector continues to set new records for dollars invested, new capacity added, and growth within developing countries. All this has happened in the last decade while prices of fossil fuel commodities such as oil, coal, and gas, have plummeted, causing distress to many companies involved in the hydrocarbon sector. The solar energy industry has seen CAGR of 27% for the past decade. - Bloomberg New Energy Finance

New solar capacity installed in 2016 reached more than 76 gigawatts, a dramatic increase on the 50GW installed the year before. China and the U.S. led the surge, with both countries almost doubling the amount of solar they added in 2015, according to data compiled by Europe's solar power trade body. Globally there is now 305GW of solar power capacity, up from around 50GW in 2010 and virtually nothing at the turn of the millennium. - The Guardian

**Developing World:** Solar energy is not just a luxury to be enjoyed by the first world. The developing world invested \$156 billion last year, some 19% up on 2014 and a remarkable 17 times the equivalent figure for 2004, of \$9 billion. - UNEP

The UN has also identified that 3 Billion people need clean cookstove technology. GoSun was awarded a grant to help develop a low cost version of their innovative solar cooker.

In Africa, the fast pace of growth of solar power suggests that, if sustained, off-grid connections will within a few years outstrip the rate at which people are being connected to the grid, leapfrogging power lines in much the same way that mobile phones bypassed fixed-line telephone networks. This promises not just to improve millions of lives but to help deal with a chronic shortage of power that, the World Bank reckons, trims about two percentage points from Africa's annual economic growth. - The Economist

**The Big Picture:** Advanced energy is a \$1.4 trillion global industry, as big as fashion, twice the size of airlines, and nearly equal to worldwide spending on media. - Navigant Research

94 percent of Americans believe our planet is warming and 87 percent that humans contribute at least a little bit to climate change. Those figures represent some of the most widespread support ever for the once-controversial topic. - Kelton Global

In his seminal book, technology strategy guru and visionary, Tony Seba, reveals solar market opportunities worth at least \$35 trillion of that vast market by 2050. He shows why solar is the only clean energy source that can scale to meet global needs—and explores the disruptive characteristics that make solar technology inevitable.

GoSun, with its patented technology is positioned to disrupt cooking in general and to dominate solar cooking for both developed and developing markets.

## The Market

**Solar Energy:** Solar power is an innovative disruption similar to cellphones or microwaves. According to visionary, Ray Kurzweil, (Fortune, 2016) solar energy is experiencing exponential growth and should be the dominant energy source in as soon as 12 years. Global solar revenues exceeded \$65 billion in 2015, according to Global Market Insights. Navigant Research predicts solar revenues will total more than \$151 billion (or \$1.2 trillion cumulative) by 2024.

People are looking for clean tech solutions, yet solar cooking has not popularized due to technological challenges; previous solar oven designs were insufficient for America's fast-paced lifestyle. GoSun has leveraged a massive industry and repurposed solar water heating technology for cooking. This new innovation has spawned a new market category for a solar stove that is at the confluence of renewable energy, health + nutrition, outdoor living and independence.

**Outdoor Cooking:** The International Energy Agency(2015) estimates that 1.3 billion people lack access to electricity. In 2016, Bloomberg New Energy and World Bank report concluded that off-grid solar users will grow from 36 million to over 100 million users by the year 2020. These people living without electricity will need an off-grid and healthy method to cook. GoSun is positioning itself to be the dominant player in the outdoor cooking arena.

Outdoor cooking is a robust \$2.5 billion market, bridging race and class within the U.S. According to the Hearth, Patio, & Barbecue Assn., the industry's trade group, 37% of U.S. adults planned to buy a new grill or smoker this year; 56% of those purchases would be for replacement grills. The majority of grills today are sold through the hardware industry. GoSun's unique innovation positions the company with a right to win customers in the conventional grill marketplace and several additional segments.

Having outpaced the existing solar cooking industry, GoSun's competitors are charcoal, propane, camp stoves, and inefficient wood cookstoves. Traditional grilling is a lengthy, tedious process involving dirty and crude equipment. Grills are rarely portable and, when they are, they typically involve handling extremely hot and messy equipment. There is little in today's market that is eco-friendly, clean or innovative.

## Trends

**Health and Sustainability:** Despite the popularity of grilling, BBQ-ing and picnicking, few cooking options appeal directly to a market segment motivated by lifestyles of health and sustainability (LOHAS, estimated at nearly \$300 Billion annually). Changing market forces and demographics are also primed to shake up the grilling industry (i.e. less meat, more transparency, climate change, health awareness, etc.).

**Millennials:** Currently dominated by baby boomers, younger consumers are predicted to be 65% more likely to purchase a grill in the next two years, according to a report from global market research firm Mintel. Research also indicates that Millennials are more concerned about environmental and health issues than previous generations.

**Gender:** Grilling within the U.S. is currently a masculine dominated culture. As the market forces mentioned above take hold, there is strong potential for women to enter the grilling market as new consumers if provided a more gender accessible option. The opposite is true in developing countries where GoSun has seen an increase in young men cooking since it is easy and portable.

## Why GoSun

The outdoor cooking space is dominated by many ways to burn propane, charcoal and electricity. Collectively, humans spend \$123 Billion on cooking fuels each year - *World Bank*. The masculine grilling industry is dying from a lack of innovation, green technology, and gender inclusion. Intimidating flames, smoky air, greasy messes, and labor intensive cooking has pushed many people away from outdoor cooking who would otherwise love the opportunity.

GoSun's target audience ranges across multiple interest groups but sources from a similar worldview, that says, "it is possible to live a better life through green technology."

## Important Customer Values:

- LOHAS (lifestyle of health and sustainability) - green living, solar, nutrition, energy
- Innovation - sleek, magical, efficient, disruptive, adventurous
- Empowerment - service to others, global aid and relief
- Independence - freedom, preparedness, self sufficient, DIY, situational

## Target Consumers:

- BBQ, Food and Outdoor Cooking Enthusiast
- Outdoor Recreationalist - Camping, Hunting, Fishing
- Boat and RV Enthusiast
- Off-Grid Homesteader
- Preparedness and Disaster Relief
- NGO, Government and Aid Organizations
- Developing World/Off-grid Solar distributors

## Risks and Disclosures

**We have a limited operating history upon which you can evaluate our performance, and accordingly, our prospects must be considered in light of the risks that any new company encounters.** We were incorporated under the laws of Delaware on December 25, 2016. Accordingly, we have limited history upon which an evaluation of our prospects and future performance can be made. Our proposed operations are subject to all business risks associated with new enterprises. The likelihood of our creation of a viable business must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with the inception of a business, operation in a competitive industry, and the continued development of advertising, promotions, and a corresponding client base. We anticipate that our operating expenses will increase for the near future. There can be no assurances that we will ever operate profitably. You should consider the Company's business, operations and prospects in light of the risks, expenses and challenges faced as an early-stage company.

**The development and commercialization of our products is highly competitive.** We face competition with respect to any products that we may seek to develop or commercialize in the future. Our competitors include major companies worldwide. Many of our competitors have significantly greater financial, technical and human resources than we have and superior expertise in research and development and marketing approved products and thus may be better equipped than us to develop and commercialize them.

**Quality management plays an essential role in determining and meeting customer requirements, preventing defects, improving the Company's products and services and maintaining the integrity of the data that supports the safety and efficacy of our products.** Our future success depends on our ability to maintain and continuously improve our quality management program. An inability to address a quality or safety issue in an effective and timely manner may also cause negative publicity, a loss of customer confidence in us or our current or future products, which may result in the loss of sales and difficulty in successfully launching new products. In addition, a successful claim brought against us in excess of available insurance or not covered by indemnification agreements, or any claim that results in significant adverse publicity against us, could have an adverse effect on our business and our reputation.

**Manufacturing or design defects, unanticipated use of our products, or inadequate disclosure of risks relating to the use of the products can lead to injury or other adverse events.** These events could lead to recalls or safety alerts relating to our products (either voluntary or required by governmental authorities) and could result, in certain cases, in the removal of a product from the market. Any recall could result in significant costs as well as negative publicity that could reduce demand for our products. Personal injuries relating to the use of our products can also result in product liability claims being brought against us. In some circumstances, such adverse events could also cause delays in new product approvals. Similarly, negligence in performing our services can lead to injury or other adverse events.

**In general, demand for our products and services is correlated with general economic conditions.** A substantial portion of our revenue is derived from discretionary spending by individuals, which typically falls during times of economic instability. Declines in economic conditions in the US or in other countries in which we operate may adversely impact our consolidated financial results. Because such declines in demand are difficult to predict, we or the industry may have increased excess capacity as a result. An increase in excess capacity may result in declines in prices for our products and services.

**We rely on various intellectual property rights, including patents, trademarks, and copyrights in order to operate our business.** Such intellectual property rights, however, may not be sufficiently broad or otherwise may not provide us a significant competitive advantage. In addition, the steps that we have taken to maintain and protect our intellectual property may not prevent it from being challenged, invalidated, circumvented or designed-around, particularly in countries where intellectual property rights are not highly developed or protected. In some circumstances, enforcement may not be available to us because an infringer has a dominant intellectual property position or for other business reasons, or countries may require compulsory licensing of our intellectual property. Our failure to obtain or maintain intellectual property rights that convey competitive advantage, adequately protect our intellectual property or detect or prevent circumvention or unauthorized use of such property, could adversely impact our competitive position and results of operations. We also rely on nondisclosure and noncompetition agreements with employees, consultants and other parties to protect, in part, trade secrets and other proprietary rights. There can be no assurance that these agreements will adequately protect our trade secrets and other proprietary rights and will not be breached, that we will have adequate remedies for any breach, that others will not independently develop substantially equivalent proprietary information or that third parties will not otherwise gain access to our trade secrets or other proprietary rights.

As we expand our business, protecting our intellectual property will become increasingly important. The protective steps we have taken may be inadequate to deter our competitors from using our proprietary information. In order to protect or enforce our patent rights, we may be required to initiate litigation against third parties, such as infringement lawsuits. Also, these third parties may assert claims against us with or without provocation. These lawsuits could be expensive, take significant time and could divert management's attention from other business concerns. The law relating to the scope and validity of claims in the technology field in which we operate is still evolving and, consequently, intellectual property positions in our industry are generally uncertain. We cannot assure you that we will prevail in any of these potential suits or that the damages or other remedies awarded, if any, would be commercially valuable.

**Although dependent on certain key personnel, the Company does not have any key man life insurance policies on any such people.** The Company is dependent on Patrick Sherwin and Gary Starr in order to conduct its operations and execute its business plan, however, the Company has not purchased any insurance policies with respect to those individuals in the event of their death or disability. Therefore, if any of Patrick Sherwin or Gary Starr die or become disabled, the Company will not receive any compensation to assist with such person's absence. The loss of such person could negatively affect the Company and its operations.

**We are not subject to Sarbanes-Oxley regulations and lack the financial controls and safeguards required of public companies.** We do not have the internal infrastructure necessary, and are not required, to complete an attestation about our financial controls that would be required under Section 404 of the Sarbanes-Oxley Act of 2002. There can be no assurance that there are no significant deficiencies or material weaknesses in the quality of our financial controls. We expect to incur additional expenses and diversion of management's time if and when it becomes necessary to perform the system and process evaluation, testing and remediation required in order to comply with the management certification and auditor attestation requirements.

**Maintaining, extending and expanding our reputation and brand image are essential to our business success.** We seek to maintain, extend, and expand our brand image through marketing investments, including advertising and consumer promotions, and product innovation. Increasing attention on marketing could adversely affect our brand image. It could also lead to stricter regulations and greater scrutiny of marketing practices. Existing or increased legal or regulatory restrictions on our advertising, consumer promotions and marketing, or our response to those restrictions, could limit our efforts to maintain, extend and expand our brands. Moreover, adverse publicity about regulatory or legal action against us could damage our reputation and brand image, undermine our customers' confidence and reduce long-term demand for our products, even if the regulatory or legal action is unfounded or not material to our operations.

In addition, our success in maintaining, extending, and expanding our brand image depends on our ability to adapt to a rapidly changing media environment. We increasingly rely on social media and online dissemination of advertising campaigns. The growing use of social and digital media increases the speed and extent that information or misinformation and opinions can be shared. Negative posts or comments about us, our brands or our products on social or digital media, whether or not valid, could seriously damage our brands and reputation. If we do not establish, maintain, extend and expand our brand image, then our product sales, financial condition and results of operations could be adversely affected.

**Substantial disruption to production at our manufacturing and distribution facilities could occur.** A disruption in production at our manufacturing facility could have an adverse effect on our business. In addition, a disruption could occur at the facilities of our suppliers or distributors. GoSun<sup>INVEST</sup> disruption could occur for many reasons, including fire, natural disasters, weather, water scarcity, manufacturing problems, disease, strikes, transportation or supply interruption, government regulation, cybersecurity attacks or terrorism. Alternative facilities with sufficient capacity of capabilities may not be available, may cost substantially more or may take a significant time to start production, each of which could negatively affect our business and results of operations.

**Future product recalls or safety concerns could adversely impact our results of operations.** We may be required to recall certain of our products should they be mislabeled, contaminated, spoiled, tampered with or damaged. We also may become involved in lawsuits and legal proceedings if it is alleged that the consumption or use of any of our products causes injury, illness or death. A product recall or an adverse result in any such litigation could have an adverse effect on our business, depending on the costs of the recall, the destruction of product inventory, competitive reaction and consumer attitudes. Even if a product liability or consumer fraud claim is unsuccessful or without merit, the negative publicity surrounding such assertions regarding our products could adversely affect our reputation and brand image. We also could be adversely affected if consumers in our principal markets lose confidence in the safety and quality of our products.

**The Company depends on the performance of distributors, carriers and other resellers.** The Company distributes its products through wholesalers, national and regional retailers, and value-added resellers, many of whom distribute products from competing manufacturers. The Company also sells its products and third-party products in most of its major markets directly to education, enterprise and government customers, and consumers and small and mid-sized businesses through its online and retail stores.

Many resellers have narrow operating margins and have been adversely affected in the past by weak economic conditions. Some resellers have perceived the expansion of the Company's direct sales as conflicting with their business interests as distributors and resellers of the Company's products. Such a perception could discourage resellers from investing resources in the distribution and sale of the Company's products or lead them to limit or cease distribution of those products.

## General Risks and Disclosures

**Start-up investing is risky.** Investing in startups is very risky, highly speculative, and should not be made by anyone who cannot afford to lose their entire investment. Unlike an investment in a mature business where there is a track record of revenue and income, the success of a startup or early-stage venture often relies on the development of a new product or service that may or may not find a market. Before investing, you should carefully consider the specific risks and disclosures related to both this offering type and the company which can be found in this company profile and the documents in the data room below.

**Your shares are not easily transferable.** You should not plan on being able to readily transfer and/or resell your security. Currently there is no market or liquidity for these shares and the company does not have any plans to list these shares on an exchange or other secondary market. At some point the company may choose to do so, but until then you should plan to hold your investment for a significant period of time before a "liquidation event" occurs. A "liquidation event" is when the company either lists their shares on an exchange, is acquired, or goes bankrupt.

**The Company may not pay dividends for the foreseeable future.** Unless otherwise specified in the offering documents and subject to state law, you are not entitled to receive any dividends on your interest in the Company. Accordingly, any potential investor who anticipates the need for current dividends or income from an investment should not purchase any of the securities offered on the Site.

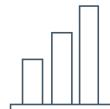
**Valuation and capitalization.** Unlike listed companies that are valued publicly through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess and you may risk overpaying for your investment. In addition, there may be additional classes of equity with rights that are superior to the class of equity being sold.

**You may only receive limited disclosure.** While the company must disclose certain information, since the company is at an early-stage they may only be able to provide limited information about its business plan and operations because it does not have fully developed operations or a long history. The company may also only be obligated to file information periodically regarding its business, including financial statements. A publicly listed company, in contrast, is required to file annual and quarterly reports and promptly disclose certain events — through continuing disclosure that you can use to evaluate the status of your investment.

**Investment in personnel.** An early-stage investment is also an investment in the entrepreneur or management of the company. Being able to execute on the business plan is often an important factor in whether the business is viable and successful. You should be aware that a portion of your investment may fund the compensation of the company's employees, including its management. You should carefully review any disclosure regarding the company's use of proceeds.

**Possibility of fraud.** In light of the relative ease with which early-stage companies can raise funds, it may be the case that certain opportunities turn out to be money-losing fraudulent schemes. As with other investments, there is no guarantee that investments will be immune from fraud.

**Lack of professional guidance.** Many successful companies partially attribute their early success to the guidance of professional early-stage investors (e.g., angel investors and venture capital firms). These investors often negotiate for seats on the company's board of directors and play an important role through their resources, contacts and experience in assisting early-stage companies in executing on their business plans. An early-stage company may not have the benefit of such professional investors.



## GoSun's Form C

The Form C is a document the company must file with the Securities and Exchange Commission, which includes basic information about the company and its offering and is a condition to making a Reg CF offering available to investors. It is important to note that the SEC does not review the Form C, and therefore is not recommending and/or approving any of the securities being offered.

[Download GoSun's Form C](#)

## Data Room

### NAME

- >  Pitch Deck and Overview (2 files)
- >  Product or Service (22 files)
- >  Financials (1 file)
- >  Fundraising Round (2 files)
- >  Miscellaneous (2 files)

## Join the Conversation

Say something here...

Alan Jacobson · 24 days

INVESTOR PERKS

Did you find this comment...

 1  0 

Write a comment...

POST

Carina Woolridge · a month

This post has been marked as inappropriate.

Being that this was my first home purchasing through the JBF service, Jon has been very helpful. He has done his job well, and has gone beyond the normal to assure that we (wife and I) were approved for our loan. If you are out here looking/interested in a loan then, kindly contact Jon through the info below, for your choice of loan today, and never be disappointed but get a positive result when it comes to online lending.

(E-MAIL): [jonfunding@gmail.com](mailto:jonfunding@gmail.com)

Bless you all.

Woolridge.

Did you find this comment...

 0  0 

Kathleen Booth · a month

What is your expected timeline until investors can see a return and what form to do you expect that to take? (I fully realize initially the money is going to grow the business, make it stable and successful. I'm asking about the longer term. Are you expecting to pay dividends or to go public or something else? 3 years? 5 years? No idea?)

Did you find this comment...

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▼

Gilles Fraser · 1 day 

wow a whole month to answer a legitimate ???

Write a comment...

POST

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## Frequently Asked Questions

### About Side by Side Offerings

#### What is Side by Side?

A Side by Side offering refers to a deal that is raising capital under two offering types. This Side by Side offering is raising under Regulation CF and Rule 506(c) of Regulation D.

#### What is a Form C?

The Form C is a document the company must file with the Securities and Exchange Commission ("SEC") which includes basic information about the company and its offering and is a condition to making a Reg CF offering available to investors. It is important to note that the SEC does not review the Form C, and therefore is not recommending and/or approving any of the securities being offered.

Before making any investment decision, it is highly recommended that prospective investors review the Form C filed with the SEC (included in the company's profile) before making any investment decision.

#### What is Rule 506(c) under Regulation D?

Rule 506(c) under Regulation D is a type of offering with no limits on how much a company may raise. The company may generally solicit their offering, but the company must verify each investor's status as an accredited investor prior to closing and accepting funds. To learn more about Rule 506(c) under Regulation D and other offering types check out our [blog](#) and [academy](#).

#### What is Reg CF?

Title III of the JOBS Act outlines Reg CF, a type of offering allowing private companies to raise up to \$1 million from all Americans. Prior capital raising options limited private companies to raising money only from accredited investors, historically the wealthiest ~2% of Americans. Like a Kickstarter campaign, Reg CF allows companies to raise funds online from their early adopters and the crowd. However, instead of providing investors a reward such as a t-shirt or a card, investors receive shares, typically equity, in the startups they back. To learn more about Reg CF and other offering types check out our [blog](#) and [academy](#).

### Making an Investment in GoSun

#### How does investing work?

When you complete your investment on SeedInvest, your money will be transferred to an escrow account where an independent escrow agent will watch over your investment until it is accepted by GoSun. Once GoSun accepts your investment, and certain regulatory procedures are completed, your money will be transferred from the escrow account to GoSun in exchange for your shares. At that point, you will be a proud owner in GoSun.

#### What will I need to complete my investment?

To make an investment, you will need the following information readily available:

1. Personal information such as your current address and phone number
2. Employment and employer information
3. Net worth and income information
4. Social Security Number or government-issued identification
5. ABA bank routing number and checking account number (typically found on a personal check or bank statement)

If you are investing under Rule 506(c) of Regulation D, your status as an Accredited Investor will also need to be verified and you will be asked to provide documentation supporting your income, net worth, revenue, or net assets or a letter from a qualified advisor such as a Registered Investment Advisor, Registered Broker Dealer, Lawyer, or CPA.