

**Offering Memorandum: Part II of Offering Document (Exhibit A to Form C)**

BREAKING NORMAL, INC.  
3808 Tower View Ct  
Austin, TX 78723  
<http://breakingnormal.com/>

Up to \$107,000.00 in Common Stock at \$2.00  
Minimum Target Amount: \$10,000.00

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.

## Company:

**Company:** BREAKING NORMAL, INC.

**Address:** 3808 Tower View Ct , Austin, TX 78723

**State of Incorporation:** DE

**Date Incorporated:** March 19, 2018

## Terms:

### Equity

**Offering Minimum:** \$10,000.00 | 5,000 shares of Common Stock

**Offering Maximum:** \$107,000.00 | 53,500 shares of Common Stock

**Type of Security Offered:** Common Stock

**Purchase Price of Security Offered:** \$2.00

**Minimum Investment Amount (per investor):** \$108.00

*\*Maximum subject to adjustment for bonus shares. See Bonus info below.*

### Perks\*

If you invest \$500+, you will receive a 5% discount on anything on BreakingNormal.com for purchase.

If you invest \$1,000+, you will receive a 10% discount on anything on BreakingNormal.com for purchase.

If you invest \$2,500+, you will receive a 15% discount on anything on BreakingNormal.com for purchase.

If you invest \$5,000+, you will receive a 20% discount on anything on BreakingNormal.com for purchase including a personal meeting with Daniel Eisenman.

*\*All perks occur after the offering is completed.*

### The 10% Bonus for StartEngine Shareholders

Breaking Normal, Inc. will offer 10% additional bonus shares for all investments that are committed by StartEngine Crowdfunding Inc. shareholders who invested over \$1,000 in StartEngine's own offerings.

StartEngine shareholders who invested \$1,000 or more in any StartEngine offering will receive a 10% bonus on this offering. This means you will receive a bonus for any shares you purchase. For example, if you buy 100 shares of Common Stock at \$2.00 / share, you will receive 110 Common Stock shares, meaning you'll own 110 shares for \$200. Fractional shares will not be distributed and share bonuses will be determined by rounding down to the nearest whole share.

This 10% bonus is only valid for one year from the time StartEngine Crowdfunding Inc. investors received their countersigned StartEngine Crowdfunding Inc. subscription agreement.

## **The Company and its Business**

### *Company Overview*

BREAKING NORMAL, INC.'s app is the MUST HAVE app for internet addicted millennials needing to upgrade the way they communicate. A groundbreaking technology which catalyzes authentic communication, inspiring genuine human connection. Users share perspective on trending topics in the form of timed videos engineered to stimulate creativity.

The Breaking Normal app is owned by Breaking Normal Inc., and is being updated to be reactivated soon. Breaking Normal Inc. is a business entity that operates independently. Investors will be investing in Breaking Normal, Inc.'s communication technology the 'Breaking Normal app.'

Legal Name and Date Formed

Breaking Normal INC.\_ March 2018

### *Competitors and Industry*

Top competitors include mainstream social networking apps, game apps, group counselling apps, and video messenger apps. Whereas modern media apps offer the illusion of connection, BREAKING NORMAL gives the user an authentic experience of relating in a tribe. Gone are the days of compulsive scrolling. Enter the new generation of content creation.

### *Current Stage and Roadmap*

BREAKING NORMAL INC.'s app is fully functional on most IOS and Android devices. 600+ users have already downloaded the app and thousands more have experienced the cutting edge communication and self-expression techniques in person at live events. In the future BREAKING NORMAL will strive to license its technology for corporate use as well as incentivize quality engagement through the introduction of a signature coin and blockchain by Q4 2019.

We decided to hold off on working with cryptocurrency based on advice with regards to its volatility. The mention of the use of cryptocurrency was an idea that could serve as an incentive to app users if implemented however, it is not necessary to the functioning of the app or is it a must have. Due to our decision to forgo the use of cryptocurrency on the app at this time, we would not be coming up with a start date in that regard.

## **The Team**

## Officers and Directors

**Name:** Daniel Eisenman

Daniel Eisenman's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** President & CEO  
**Dates of Service:** March 19, 2018 - Present  
**Responsibilities:** Visionary + Integrator
- **Position:** Treasurer  
**Dates of Service:** March 19, 2018 - Present  
**Responsibilities:** Financial Management
- **Position:** Secretary  
**Dates of Service:** March 19, 2018 - Present  
**Responsibilities:** Correspondence

Other business experience in the past three years:

- **Employer:** Breaking Normal LLC  
**Title:** Author  
**Dates of Service:** May 19, 2017 - Present  
**Responsibilities:** Story teller

Other business experience in the past three years:

- **Employer:** International Tribe Design  
**Title:** Co-Founder  
**Dates of Service:** January 01, 2016 - Present  
**Responsibilities:** Retreat facilitator

**Name:** Florence Enueme

Florence Enueme's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** Executive Assistant  
**Dates of Service:** February 18, 2019 - Present  
**Responsibilities:** Coordination and Organization

Other business experience in the past three years:

- **Employer:** Protect U Guard  
**Title:** Social Media/Digital Marketing Personnel  
**Dates of Service:** September 24, 2018 - December 13, 2018  
**Responsibilities:** Social Media Coordinator

Other business experience in the past three years:

- **Employer:** The University of Tampa  
**Title:** Graduate Mentor and Social Media Representative  
**Dates of Service:** May 22, 2017 - May 29, 2018  
**Responsibilities:** Mentor, Event and Social Media Coordinator

## **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.

These are the risks that relate to the Company:

### ***Uncertain Risk***

An investment in the Company (also referred to as “we”, “us”, “our”, or “Company”) involves a high degree of risk and should only be considered by those who can afford the loss of their entire investment. Furthermore, the purchase of any of the common stock should only be undertaken by persons whose financial resources are sufficient to enable them to indefinitely retain an illiquid investment. Each investor in the Company should consider all of the information provided to such potential investor regarding the Company as well as the following risk factors, in addition to the other information listed in the Company’s Form C. The following risk factors are not intended, and shall not be deemed to be, a complete description of the commercial and other risks inherent in the investment in the Company.

### ***Our business projections are only projections***

There can be no assurance that the Company will meet our projections. There can be no assurance that the Company will be able to find sufficient demand for our product, that people think it’s a better option than a competing product, or that we will be able to provide the service at a level that allows the Company to make a profit and still attract business.

### ***Any valuation at this stage is difficult to assess***

The valuation for the offering was established by the Company. 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.

***The transferability of the Securities you are buying is limited***

Any COMMON STOCK purchased through this crowdfunding campaign is subject to SEC limitations of transfer. This means that the stock/note that you purchase cannot be resold for a period of one year. The exception to this rule is if you are transferring the stock back to the Company, to an “accredited investor,” as part of an offering registered with the Commission, to a member of your family, trust created for the benefit of your family, or in connection with your death or divorce.

***Your investment could be illiquid for a long time***

You should be prepared to hold this investment for several years or longer. For the 12 months following your investment there will be restrictions on how you can resell the securities you receive. More importantly, there is no established market for these securities and there may never be one. As a result, if you decide to sell these securities in the future, you may not be able to find a buyer. The Company may be acquired by an existing player in the educational software development industry. However, that may never happen or it may happen at a price that results in you losing money on this investment.

***We may not have enough capital as needed and may be required to raise more capital.***

We anticipate needing access to credit in order to support our working capital requirements as we grow. Although interest rates are low, it is still a difficult environment for obtaining credit on favorable terms. If we cannot obtain credit when we need it, we could be forced to raise additional equity capital, modify our growth plans, or take some other action. Issuing more equity may require bringing on additional investors. Securing these additional investors could require pricing our equity below its current price. If so, your investment could lose value as a result of this additional dilution. In addition, even if the equity is not priced lower, your ownership percentage would be decreased with the addition of more investors. If we are unable to find additional investors willing to provide capital, then it is possible that we will choose to cease our sales activity. In that case, the only asset remaining to generate a return on your investment could be our intellectual property. Even if we are not forced to cease our sales activity, the unavailability of credit could result in the Company performing below expectations, which could adversely impact the value of your investment.

***Management Discretion as to Use of Proceeds***

Our success will be substantially dependent upon the discretion and judgment of our management team with respect to the application and allocation of the proceeds of this Offering. The use of proceeds described below is an estimate based on our current business plan. We, however, may find it necessary or advisable to re-allocate portions of the net proceeds reserved for one category to another, and we will have broad discretion in doing so.

***Projections: Forward Looking Information***

Any projections or forward looking statements regarding our anticipated financial or operational performance are hypothetical and are based on management's best estimate of the probable results of our operations and will not have been reviewed by our independent accountants. These projections will be based on assumptions which management believes are reasonable. Some assumptions invariably will not materialize due to unanticipated events and circumstances beyond management's control. Therefore, actual results of operations will vary from such projections, and such variances may be material. Any projected results cannot be guaranteed.

***Minority Holder; Securities with Voting Rights***

The COMMON STOCK that an investor is buying has voting rights attached to them. However, you will be part of the minority shareholders of the Company and therefore will have a limited ability to influence management's decisions on how to run the business. You are trusting in management discretion in making good business decisions that will grow your investments. Furthermore, in the event of a liquidation of our company, you will only be paid out if there is any cash remaining after all of the creditors of our company have been paid out.

***Our new product could fail to achieve the sales projections we expected***

Our growth projections are based on an assumption that with an increased advertising and marketing budget our products will be able to gain traction in the marketplace at a faster rate than our current products have. It is possible that our new products will fail to gain market acceptance for any number of reasons. If the new products fail to achieve significant sales and acceptance in the marketplace, this could materially and adversely impact the value of your investment.

***We face significant market competition***

We will compete with larger, established companies who currently have products on the market and/or various respective product development programs. They may have much better financial means and marketing/sales and human resources than us. They may succeed in developing and marketing competing equivalent products earlier than us, or superior products than those developed by us. There can be no assurance that competitors will render our technology or products obsolete or that the products developed by us will be preferred to any existing or newly developed technologies. It should further be assumed that competition will intensify.

***We are competing against other recreational activities***

Although we are a unique company that caters to a select market, we do compete against other recreational activities. Our business growth depends on the market interest in the Company over other activities.

***We have existing patents that we might not be able to protect properly***

One of the Company's most valuable assets is its intellectual property. The Company's owns ONE trademarks, Internet domain names, and trade secrets. We believe one of the most valuable components of the Company is our intellectual property portfolio. Due to the value, competitors may misappropriate or violate the rights owned by the

Company. The Company intends to continue to protect its intellectual property portfolio from such violations. It is important to note that unforeseeable costs associated with such practices may invade the capital of the Company.

***The prices of blockchain assets are extremely volatile. Fluctuations in the price of digital assets could materially and adversely affect our business, and the Tokens may also be subject to significant price volatility***

A decrease in the price of a single blockchain asset may cause volatility in the entire blockchain asset industry and may affect other blockchain assets including the Tokens. For example, a security breach that affects investor or user confidence in Bitcoin may also cause the price of the Tokens and other blockchain assets to fluctuate. Projected date for cryptocurrency release as suggested by Daniel (founder) is January 1st 2020. In the meantime, we would use a token that could potentially convert to cryptocurrency with increase in users by January 1st 2020. This feature is not a necessity for the app operation however, it could be an advantageous avenue for incentive for app users.

## Ownership and Capital Structure; Rights of the Securities

### Ownership

The following table sets forth information regarding beneficial ownership of the company's holders of 20% or more of any class of voting securities as of the date of this Offering Statement filing.

| Stockholder Name | Number of Securities Owned | Type of Security Owned | Percentage |
|------------------|----------------------------|------------------------|------------|
| Daniel Eisenman  | 1,000,000                  | Common Stock           | 100.0      |

### The Company's Securities

The Company has authorized equity stock. As part of the Regulation Crowdfunding raise, the Company will be offering up to 53,500 of Common Stock.

#### *Common Stock*

The amount of security authorized is 10,000,000 with a total of 1,000,000 outstanding.

#### *Voting Rights*

one vote per share

#### *Material Rights*

There are no material rights associated with Common Stock.

### What it means to be a minority holder

As a minority holder of COMMON STOCK of the company, you will have limited rights in regards to the corporate actions of the company, including additional issuances of securities, company repurchases of securities, a sale of the company or its significant assets, or company transactions with related parties. Further, investors in this offering may have rights less than those of other investors, and will have limited influence on the corporate actions of the company.

### Dilution

Investors should understand the potential for dilution. 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, 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).

## Transferability of securities

For a year, the securities can only be resold:

- In an IPO;
- To the company;
- To an accredited investor; and
- 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 the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

## Recent Offerings of Securities

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

- **Name:** Common Stock  
**Type of security sold:** Equity  
**Final amount sold:** \$10.00  
**Number of Securities Sold:** 1,000,000  
**Use of proceeds:** Bank Operations Setup  
**Date:** March 19, 2018  
**Offering exemption relied upon:** Section 4(a)(2)

## Financial Condition and Results of Operations

### Financial Condition

*You should read the following discussion and analysis of our financial condition and results of our operations together with our financial statements and related notes appearing at the end of this Offering Memorandum. This discussion contains forward-looking statements reflecting our current expectations that involve risks and uncertainties. Actual results and the timing of events may differ materially from those contained in these forward-looking statements due to a number of factors, including those discussed in the section entitled "Risk Factors" and elsewhere in this Offering Memorandum.*

### Results of Operations

### **How long can the business operate without revenue:**

BREAKING NORMAL, INC. can operate for up to a minimum of five months and maximum a year without revenue generation in this case, with no staff on payroll or vendors being paid for maintenance tasks. Since the business product is the app, marketing can be done through social media, taking advantage of the existing network of the founder. This process of organic marketing through social media does not require funding. The app can operate solely through targeting organic customer. Funds that can be generated by the app will be useful in upgrading and adding more features for customers however, the running of the app and product offering is not dependent on those funds.

-Breaking Normal founder's access to large networks can be helpful for marketing, sales, talent, capital, and beyond. With access to a market through founders' networks, the app through testing period has been able to reach a wide range of clients in the market.

-In a homogeneous market like the mobile app market, fixed costs and customization costs are greatly reduced and the potential for growth within such a market is expedited. Also, the product is available to a homogenous market with a niche offering which raises competitive advantage over competitors in the market.

If funds are raised;

BREAKING NORMAL, Inc. can operate fully with the minimum of \$10,000 for a duration of three months. This estimate is based on payroll expenses for current officers and the growth of the company which may result in the need for more officers.

BREAKING NORMAL, Inc. can operate fully with the maximum amount of \$107,000 for a duration of two years. This estimate is based upon payroll expenses for current officers.

### **Foreseeable major expenses based on projections:**

Payroll expenses for company operations and further app upgrades may arise in the foreseeable future. Payroll expenses will be targeted at bringing in more skilled minds onto the Breaking Normal vision which we envision will provide a return on investment in scaling the growth of the business to even greater heights.

Our investors will be happy to know that the technology we are providing is one that is in it unique way breaching the gap that is left by the present social media tools. Expenses will go into keeping the app updated and at optimal functionality.

The Breaking Normal App will have a viable product of the game available on ios and google play as soon as next week (the week of the May 20th 2019). The games purpose is to leverage the use of mobile devices but filling the void (gap) being left by other social media apps. Taboo topics are used to connect people beyond agreement, promoting heart sync over group think.

The game not only provides a platform to communicate authentically which is catalyzed through players feedbacks, it has different levels and layers to which communication is created. The game can be played in groups with strangers and there is a choice to create a community with any group of people you feel most connected with.

The feedback aspect is an important piece to look at because it is what keeps the game authentic. The rule of the game is to give feedback to receive feedback and the more authentic feedback available the more you can grow your community.

More feedback will create more points that will provide game tokens to players with which they can access more materials on the platform.

Expenses will be used towards creating a functional token system for the game specifically through hiring engineers to build that aspect of the app. This system is envisioned to create a return on investment for our product by making accessible more materials such as (in-person game experiences, game merchandise etc.) which will be attractive to players that are invested what the app is offering which is real connections through authentic communication.

We intend on introducing the token to the user within six months of the launch. Which from the present moment will be in November of 2019

**Future operational challenges:**

Retaining current user experience post scaling operation.

This challenge may reduce the percentage of return to the investors however, it is not a situation without a solution. If this occurs our team will channel more efforts towards improving user base.

**Future challenges related to capital resources:**

Potentially underestimating cost of creating tokenized securities.

As stated previously, the token can be used as an incentive system to encourage more use by users and with this, it will be important that we design the system in the most functional way. This design may require investments on talent to create results. In which case investors capital is required.

**Future milestones and events:**

StartEngine crowdfunding, BREAKING NORMAL online store launch, and other public relations involving Daniel Eisenman and future partners.

We believe our launch on StartEngine will allow us to bring our technology to the hand of investors. Results from app beta testing were impressive and encouraging and a full launch is our next step towards success.

**Liquidity and Capital Resources**

**What capital resources are currently available to the Company? (Cash on hand, existing lines of credit, shareholder loans, etc...)**

The founder of BREAKING NORMAL, INC. personally is dedicating value in terms of time personal funds, access to a large market of clients through social media influence towards seeing this project become a success as well as partnering with private investors. Breaking Normal, Inc. will be making appearance at the Biohacking conference for the purpose of networking and collaborating with other entrepreneurs.

If our goal is met we will be able to operate the company for 2 years with a potential for longer term growth as we evaluate the possibilities through the years.

**How do the funds of this campaign factor into your financial resources? (Are these funds critical to your company operations? Or do you have other funds or capital resources available?)**

These funds factor in by contributing to strategic partnering. They are not critical, yet can be paramount to the speed and degree that BREAKING NORMAL is able to scale.

**Are the funds from this campaign necessary to the viability of the company? (Of the total funds that your company has, how much of that will be made up of funds raised from the crowdfunding campaign?)**

The funds are not necessary to the viability, the BREAKING NORMAL Inc can be successfully scales with the use of the current network and followership base of the founder.

**How long will you be able to operate the company if you raise your minimum? What expenses is this estimate based on?**

BREAKING NORMAL, Inc. can operate with the minimum of \$10,000 for a duration of three months. This estimate is based on payroll expenses for current officers and the growth of the company which may result in the need for more officers.

**How long will you be able to operate the company if you raise your maximum funding goal?**

BREAKING NORMAL, Inc. can operate with the maximum amount of \$107,000 for a duration of two years. This estimate is based upon payroll expenses for current officers.

**Are there any additional future sources of capital available to your company? (Required capital contributions, lines of credit, contemplated future capital raises, etc...)**

For future purposes, lines of credits may be explored, capital could be raised through

campaigns, investors contributions, sales of merchandise.

## **Indebtedness**

The Company does not have any material terms of indebtedness.

## **Related Party Transactions**

The Company has not conducted any related party transactions

## **Valuation**

**Pre-Money Valuation:** \$2,000,000.00

### **Valuation Details:**

As a result of research into IPO's of competitors, legal counselling and advice from experts in the field including a Pre-Money Valuation report from Gust.

-Successful ventures are typically comprised of complementary skill sets, most commonly a business-person, technologist, and designer. Breaking Normal, Inc. works with skilled personnel with reasonable experience in the field.

-Breaking Normal founder's access to large networks can be helpful for marketing, sales, talent, capital, and beyond. With access to a large market through founders networks, our product through testing period has been able to reach a handful of clients in the market.

-In a homogeneous market like the mobile app market, fixed costs and customization costs are greatly reduced and the potential for growth within such a market is expedited. Also, the product is available to a homogenous market with a niche offering which raises competitive advantage over competitors in the market.

-Within a year of opening, we have been able to run multiple tests for the app, successfully reaching an increasing target market with testimonials to attest to the effectiveness of the design.

-Value in terms of sweat equity such as time/hours spent on building this project, to ensure the best value is being offered to potential investors.

-Once Breaking Normal gains more traction, we have ongoing projects and offering in terms of products that is targeted at adding more value to the business and its potential investors.

-Track record of past successfully ran businesses and partnerships by founder Daniel Eisenman e.g. International Tribe Design, Breaking Normal LLC, Sales of over book copies and alot more in the works.

## Use of Proceeds

If we raise the Target Offering Amount of \$10,000.00 we plan to use these proceeds as follows:

- *StartEngine Platform Fees*  
6.0%
- *Marketing*  
28.0%  
Commercial advertising, sponsorship, and cross-promotion is how these proceeds will be used. Sponsoring influencers to use the app and share their experience, inviting mass users.
- *Research & Development*  
40.0%  
Staying current with the cryptocurrency universe and computer technology. Improving app functioning and user experience.
- *Company Employment*  
16.0%  
Hiring a team to execute marketing campaigns. Paying computer programmers to work full time on app. Payment to current officers.
- *Operations*  
5.0%  
Covering expenses relating to taxes, networking, funding, etc.
- *Working Capital*  
5.0%  
Investing in recent hardware/software, etc.

If we raise the over allotment amount of \$107,000.00, we plan to use these proceeds as follows:

- *StartEngine Platform Fees*  
6.0%
- *Marketing*  
28.0%  
Commercial advertising, sponsorship, and cross-promotion is how these proceeds will be used. Sponsoring influencers to use the app and share their experience, inviting mass users.
- *Research & Development*  
40.0%  
Staying current with the cryptocurrency universe and computer technology. Improving app functioning and user experience.

- *Company Employment*  
16.0%  
Hiring a team to execute marketing campaigns. Paying computer programmers to work full time on app. Payment to current officers.
- *Operations*  
5.0%  
Covering expenses relating to taxes, networking, funding, etc.
- *Working Capital*  
5.0%  
Investing in recent hardware/software, etc.

The Company may change the intended use of proceeds if our officers believe it is in the best interests of the company.

## **Regulatory Information**

### **Disqualification**

No disqualifying event has been recorded in respect to the company or its officers or directors.

### **Compliance Failure**

The company has not previously failed to comply with the requirements of Regulation Crowdfunding.

### **Ongoing Reporting**

The Company will file a report electronically with the SEC annually and post the report on its website no later than April 29 (120 days after Fiscal Year End). Once posted, the annual report may be found on the Company's website at <http://breakingnormal.com/> (<http://breakingnormal.com/about>).

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

- (1) it is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;
- (2) it has filed at least one (1) annual report pursuant to Regulation Crowdfunding and has fewer than three hundred (300) holders of record and has total assets that do not exceed \$10,000,000;
- (3) it has filed at least three (3) annual reports pursuant to Regulation Crowdfunding;
- (4) it 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) it liquidates or dissolves its business in accordance with state law.

## **Updates**

Updates on the status of this Offering may be found at:  
[www.startengine.com/breakingnormal](http://www.startengine.com/breakingnormal)

## **Investing Process**

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

**EXHIBIT B TO FORM C**

**FINANCIAL STATEMENTS AND INDEPENDENT ACCOUNTANT'S REVIEW FOR BREAKING  
NORMAL, INC.**

*[See attached]*

I, Daniel Eisenman CEO of Breaking Normal, Inc., hereby certify that the financial statements of Breaking Normal, Inc., and notes thereto for the period ending, December 31, 2018 included in this Form C offering statement are true and complete in all material respects and that the information below reflects accurately the information reported on our federal income tax returns.

For the period beginning March 19, 2018 (the inception of the company) and ending December 31, 2018 (the end of the fiscal year) the amounts reported on our tax returns were total income of \$-----0-----; taxable income of \$-----0----- and total tax of \$-----0-----.

IN WITNESS THEREOF, this Principal Executive Officer's Financial Statement Certification has been executed as of the 31<sup>st</sup> day of May 2019.

 (Signature)

Daniel Eisenman (CEO) (Title)

6/2/2019 (Date)

**BREAKING NORMAL, INC.**

**FINANCIAL STATEMENTS  
(UNAUDITED)**

**AS OF AND FOR THE YEARS ENDED  
DECEMBER 31, 2018**

Breaking Normal, Inc.  
Index to Financial Statements  
(unaudited)

|  | <b><u>Pages</u></b> |
|--|---------------------|
| Balance Sheets as of Inception December 31, 2018   | 4                   |
| Statements of Operations Since Inception (March 19, 2018) to December 31, 2018           | 5                   |
| Statements of Stockholders' Equity Since Inception (March 19, 2018) to December 31, 2018 | 6                   |
| Statements of Cash Flows Since Inception (March 19, 2018) to December 31, 2018           | 7                   |
| Notes to the Financial Statements  | 8-10                |

**BEAKING NORMAL, INC.**  
**BALANCE SHEETS**  
**AS OF DECEMBER 31, 2018**  
(unaudited)

|   | <b>December 31, 2018</b> |
|---|--------------------------|
| <b>ASSETS</b>   |                          |
| Current Assets  |                          |
| Cash and Cas Equivalents  | -                        |
| Total Current Assets  | -                        |
| <b>TOTAL ASSETS</b>   | <b>\$ -</b>              |
| <br><b>LIABILITIES &amp; EQUITY</b>   |                          |
| Equity  |                          |
| Common Stock, \$0.00001 par value<br>10,000,00 shares authorized, 1,000,000<br>issued and outstanding | 10                       |
| Additional Paid In Capital-Common Stock   | -                        |
| Subscription Receivable   | (10)                     |
| Retained Earnings   | -                        |
| Net Income  | -                        |
| Total Equity  | -                        |
| <b>TOTAL LIABILITIES &amp; EQUITY</b>   | <b>\$ -</b>              |

**BREAKING NORMAL, INC.**  
**STATEMENTS OF OPERATIONS**  
**AS OF INCEPTION (MARCH 19, 2018) TO DECEMBER 31, 2018**  
(unaudited)

|                                     | <b>December 31, 2018</b> |
|-------------------------------------|--------------------------|
| <b>Revenue</b>                      | \$ -                     |
| Cost of Goods Sold                  | -                        |
| <b>Gross Profit</b>                 | -                        |
| Expenses                            |                          |
| General and Administrative Expenses | -                        |
| Total Expenses                      | -                        |
| Operating Income                    | -                        |
| Other Income                        | -                        |
| Other Expense                       | -                        |
| Income Tax                          | -                        |
| <b>Net income</b>                   | <b>\$ -</b>              |

**BREAKING NORMAL, INC**  
**STATEMENTS OF STOCKHOLDERS' EQUITY**  
**AS OF INCEPTION (MARCH 19, 2018) TO DECEMBER 31, 2018**  
(unaudited)

|                                     | Common stock     | Subscription<br>Receivable | Additional<br>Paid-in<br>Capital | Accumulated<br>Earnings | Total<br>Stockholders'<br>Equity |
|-------------------------------------|------------------|----------------------------|----------------------------------|-------------------------|----------------------------------|
| Shares                              | Amount           |                            |                                  |                         |                                  |
| Inception (March 18, 2018)          | -                | \$ -                       | \$ -                             | \$ -                    | \$ -                             |
| Issuance of Founders Shares         | 1,000,000        | 10                         | -                                | -                       | -                                |
| Contribution                        | -                | -                          | -                                | -                       | -                                |
| Distribution                        | -                | -                          | -                                | -                       | -                                |
| Net income (loss)                   | -                | -                          | -                                | -                       | -                                |
| <b>Balance at December 31, 2018</b> | <b>1,000,000</b> | <b>10</b>                  | <b>-</b>                         | <b>-</b>                | <b>-</b>                         |

**BREAKING NORMAL, INC**  
**STATEMENTS OF CASH FLOWS**  
**AS OF INCEPTION (MARCH 19, 2018) TO DECEMBER 31, 2018**  
(unaudited)

|   | <b>December 31, 2018</b> |
|---|--------------------------|
| Cash flows from operating activities                                    |                          |
| Net income  | \$ -                     |
| Adjustments to reconcile Net Income to Net Cash provided by operations: | -                        |
|   | -                        |
| <b>Net Cash Provided By Operating Activities:</b>                       | <b>-</b>                 |
| Cash flows from Financing activities                                    |                          |
| Contribution  | -                        |
|   | -                        |
| <b>Net cash received from Financing Activities</b>                      | <b>-</b>                 |
| Net (decrease) increase in cash and cash equivalents                    | -                        |
| Cash and cash equivalents at beginning of period                        | -                        |
|   | -                        |
| <b>Cash and cash equivalents at end of period</b>                       | <b>\$ -</b>              |
| Non Cash Investing and Financing Activities:                            |                          |
| Subscription Receivable   | \$ 10                    |

## NOTE 1 – NATURE OF OPERATIONS

Breaking Normal, Inc was formed on March 19, 2018 (“Inception”) in the State of Delaware. The financial statements of Breaking Normal, Inc (which may be referred to as the "Company", "we," "us," or "our") are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The Company’s headquarters are located in Encinitas, California.

BREAKING NORMAL, INC.'s app is the MUST HAVE app for internet addicted millennials needing to upgrade the way they communicate. A groundbreaking technology which catalyzes authentic communication, inspiring genuine human connection. Users share perspective on trending topics in the form of timed videos engineered to stimulate creativity.

The Breaking Normal app is owned by Breaking Normal Inc., and is being updated to be reactivated soon. Breaking Normal Inc. is a business entity that operates independently. Investors will be investing in Breaking Normal, Inc.'s communication technology the 'Breaking Normal app.'

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### *Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amount of expenses during the reporting periods. Actual results could materially differ from these estimates. It is reasonably possible that changes in estimates will occur in the near term.

### *Fair Value of Financial Instruments*

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants as of the measurement date. Applicable accounting guidance provides an established hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company’s assumptions about the factors that market participants would use in valuing the asset or liability. There are three levels of inputs that may be used to measure fair value:

Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - Include other inputs that are directly or indirectly observable in the marketplace.

Level 3 - Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

Fair-value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2018. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values.

### *Cash and Cash Equivalents*

For purpose of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

#### *Revenue Recognition*

The Company will recognize revenues from a monthly app subscription fees, potential collaborations with other companies alike through ads sponsorships as well as app investors when (a) persuasive evidence that an agreement exists; (b) the service has been performed; (c) the prices are fixed and determinable and not subject to refund or adjustment; and (d) collection of the amounts due is reasonably assured.

#### *Income Taxes*

The Company applies ASC 740 Income Taxes (“ASC 740”). Deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial statement reported amounts at each period end, based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized. The provision for income taxes represents the tax expense for the period, if any and the change during the period in deferred tax assets and liabilities.

ASC 740 also provides criteria for the recognition, measurement, presentation and disclosure of uncertain tax positions. A tax benefit from an uncertain position is recognized only if it is “more likely than not” that the position is sustainable upon examination by the relevant taxing authority based on its technical merit.

The Company is subject to tax in the United States (“U.S.”) and files tax returns in the U.S. Federal jurisdiction and CA state jurisdiction. The Company is subject to U.S. Federal, state and local income tax examinations by tax authorities for all periods since Inception. The Company has filed its 2018 tax return and is not currently under examination by any tax authority.

#### *Concentration of Credit Risk*

The Company maintains its cash with a major financial institution located in the United States of America which it believes to be creditworthy. Balances are insured by the Federal Deposit Insurance Corporation up to \$250,000. At times, the Company may maintain balances in excess of the federally insured limits.

#### **NOTE 3 – DEBT**

This company does not currently have any debt.

#### **NOTE 4 – COMMITMENTS AND CONTINGENCIES**

We are currently not involved with or know of any pending or threatening litigation against the Company or any of its officers.

#### **NOTE 5 – STOCKHOLDERS’ EQUITY**

##### *Common Stock*

We have authorized the issuance of 10,000,000 shares of our common stock with par value of \$0.00001. 1,000,000 shares have been issued and outstanding for a consideration of \$10 as of December 31, 2018.

#### **NOTE 6 – RELATED PARTY TRANSACTIONS**

There are no related party transactions.

**NOTE 7 – SUBSEQUENT EVENTS**

The Company has evaluated subsequent events that occurred after December 31, 2018 through May 31, 2019, the issuance date of these financial statements. There have been no other events or transactions during this time which would have a material effect on these financial statements.

**EXHIBIT C TO FORM C**  
**PROFILE SCREENSHOTS**  
*[See attached]*

HTTP Basic: Access denied.



## EXHIBIT D TO FORM C

### VIDEO TRANSCRIPT

So a few months ago, I was terrified to hit the record button on a camera. Let alone do Facebook lives. Let alone know how to express myself in a radical authentic way my struggle before using the breaking normal app was not using my voice not being the person that I really knew that I could be but it was stuck somewhere.

I was almost sidhu. Just into thinking that by scrolling through thousands of people's social media profiles that was actually being connected to them before using the breaking normal app. I had no easy language to describe my non traditional lifestyle and beliefs before I feared a lot of being exposed and being vulnerable so.

Breaking normal has given me the chance to do that and it's transformed my language and how I am in my everyday life and with myself [00:01:00] so okay. Here we go. I'm here to explain to you why the breaking normal app is the next unicorn that's getting ready. But released in the market. It's an artificial intelligence that activates intuition by leveraging a taboo topic putting people on the spot and make getting them to answer it in 30 seconds or less in one take with a 5 second timer to start.

They're going to get feedback from the whole Community. The job of the community is to upgrade their communication upgrade their confidence any misalignment or incongruencies. They see with their communication. We offer that perspective because we are actually getting paid to give that perspective which I'll tell you more about it.

Basically you can earn a coin by giving feedback and that coin can be converted to a cryptocurrency and the way this works is I once I answer my. I'm going to get all kinds of feedback from all kinds of people. They're going to show up as coins. I can't watch their feedback until I give them feedback first.

And this is how this is how in the heavens the breaking normal app is flipping the script of social media as we know it rather [00:02:00] than about how many followers you have the new metrics of success. Is how much feedback you've given and we've actually monetize that rather than about how much your recognition you get.

It's about how much connection can be made in the most effective and efficient period time possible rather than mindlessly consuming content and being in a hypnotic trance scrolling. This stops the scrolling and it gets everyone to become a creator of content because in my opinion that's where the real goal of using social media is.

Is download the breaking normal app and really give it your all and really see the transformations in the breakthroughs that will come from it for me. It's been incredible. I've been using the brake normal app for about a month now and it's unlike any other app I've ever used most apps. Aimed to develop community and relationships and give you a dopamine hit that's only a placebo for real connection the breaking normal app develops that real connection and creates real relationships among its users.

The [00:03:00] breaking normal app has helped me to be more succinct and more aligned and

more specific and less flowery with my dreams and my visions of my purpose like a free education on. Listen, give like life-changing advice or feedback in 30 second. This is really freaking awesome. I really appreciate that.

It's taught me to sort of think on my toes and just allow what comes through naturally to come through. I love talking to these people that I've never met from all parts of the world that I would never have an opportunity to do. So if I had not signed up for the app also gets me out of my comfort zone.

Time under tension so that I actually grow and the variety of feedback that you get I think is helpful because different people see different things. I think it Taps into. [00:04:00] Emotional openness that the world's longing for I think it's congruent with what people are wanting as far as community and connection and breaking outside of the box.

It's not just the communication app. Yeah, it's much more. It's a beautiful training ground. We can express herself. We can play around with ideas of new self expression. We can really say in a child the breaking normal app to be a massive Catalyst for growth in my life whether that's breathing a business.

Be more content or transforming the way that I communicate with myself and others. I can now communicate a lot more freely out in public regardless of what anyone thinks it's awesome this app because I think there is no separation no limitation between the app. In fact in the real life. We take a moment to say thank you for this app.

And for what you're doing with it your stewarding because it means a lot to me. It's like having Toastmasters except on your phone. Who doesn't want that?

## STARTENGINE SUBSCRIPTION PROCESS (Exhibit E)

### Platform Compensation

- As compensation for the services provided by StartEngine Capital, the issuer is required to pay to StartEngine Capital a fee consisting of a 6-8% (six to eight percent) commission based on the dollar amount of securities sold in the Offering and paid upon disbursement of funds from escrow at the time of a closing. The commission is paid in cash and in securities of the Issuer identical to those offered to the public in the Offering at the sole discretion of StartEngine Capital. Additionally, the issuer must reimburse certain expenses related to the Offering. The securities issued to StartEngine Capital, if any, will be of the same class and have the same terms, conditions and rights as the securities being offered and sold by the issuer on StartEngine Capital's website.

### Information Regarding Length of Time of Offering

- Investment Cancellations: Investors will have up to 48 hours prior to the end of the offering period to change their minds and cancel their investment commitments for any reason. Once within 48 hours of ending, investors will not be able to cancel for any reason, even if they make a commitment during this period.
- Material Changes: Material changes to an offering include but are not limited to: A change in minimum offering amount, change in security price, change in management, material change to financial information, etc. If an issuer makes a material change to the offering terms or other information disclosed, including a change to the offering deadline, investors will be given five business days to reconfirm their investment commitment. If investors do not reconfirm, their investment will be cancelled and the funds will be returned.

### Hitting The Target Goal Early & Oversubscriptions

- StartEngine Capital will notify investors by email when the target offering amount has hit 25%, 50% and 100% of the funding goal. If the issuer hits its goal early, and the minimum offering period of 21 days has been met, the issuer can create a new target deadline at least 5 business days out. Investors will be notified of the new target deadline via email and will then have the opportunity to cancel up to 48 hours before new deadline.
- Oversubscriptions: We require all issuers to accept oversubscriptions. This may not be possible if: 1) it vaults an issuer into a different category for financial statement requirements (and they do not have the requisite financial statements); or 2) they reach \$1.07M in investments. In the event of an oversubscription, shares will be allocated at the discretion of the issuer.
- If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.
- If a StartEngine issuer reaches its target offering amount prior to the deadline, it may conduct an initial closing of the offering early if they provide notice of the new offering deadline at least five business days prior to the new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). StartEngine will notify investors when the issuer meets its

target offering amount. Thereafter, the issuer may conduct additional closings until the offering deadline.

### Minimum and Maximum Investment Amounts

- In order to invest, to commit to an investment or to communicate on our platform, users must open an account on StartEngine Capital and provide certain personal and non-personal information including information related to income, net worth, and other investments.
- Investor Limitations: Investors are limited in how much they can invest on all crowdfunding offerings during any 12-month period. The limitation on how much they can invest depends on their net worth (excluding the value of their primary residence) and annual income. If either their annual income or net worth is less than \$107,000, then during any 12-month period, they can invest up to the greater of either \$2,200 or 5% of the lesser of their annual income or net worth. If both their annual income and net worth are equal to or more than \$107,000, then during any 12-month period, they can invest up to 10% of annual income or net worth, whichever is less, but their investments cannot exceed \$107,000.