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

iHealthScreen, Inc.
132-02 89th Av, Suite 214
Richmond Hill, NY 11418
https://www.ihealthscreen.org/

Up to $1,234,998.03 in Common Stock at $2.63
Minimum Target Amount: $9,999.26

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: iHealthScreen, Inc.
Address: 132-02 89th Av, Suite 214, Richmond Hill, NY 11418
State of Incorporation: DE
Date Incorporated: May 20, 2015

Terms:

Equity

Offering Minimum: $9,999.26 | 3,802 shares of Common Stock
Offering Maximum: $1,234,998.03 | 469,581 shares of Common Stock
Type of Security Offered: Common Stock
Purchase Price of Security Offered: $2.63
Minimum Investment Amount (per investor): $494.44

**Maximum number of shares offered subject to adjustment for bonus shares. See Bonus info below.*

Voting Rights of Securities Sold in this Offering

Voting Proxy. Each Subscriber shall appoint the Chief Executive Officer of the Company (the "CEO"), or his or her successor, as the Subscriber's true and lawful proxy and attorney, with the power to act alone and with full power of substitution, to, consistent with this instrument and on behalf of the Subscriber, (i) vote all Securities, (ii) give and receive notices and communications, (iii) execute any instrument or document that the CEO determines is necessary or appropriate in the exercise of its authority under this instrument, and (iv) take all actions necessary or appropriate in the judgment of the CEO for the accomplishment of the foregoing. The proxy and power granted by the Subscriber pursuant to this Section are coupled with an interest. Such proxy and power will be irrevocable. The proxy and power, so long as the Subscriber is an individual, will survive the death, incompetency and disability of the Subscriber and, so long as the Subscriber is an entity, will survive the merger or reorganization of the Subscriber or any other entity holding the Securities. However, the Proxy will terminate upon the closing of a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933 covering the offer and sale of Common Stock or the effectiveness of a registration statement under the Securities Exchange Act of 1934 covering the Common Stock.

Investment Incentives & Bonuses*

Time-Based:

Friends and Family Early Birds

Invest within the first 48 hours and receive 15% bonus shares.

Super Early Bird Bonus

Invest within the first week and receive 10% bonus shares.

Early Bird Bonus

Invest within the first two weeks and receive 5% bonus shares.

Amount-Based:

$1,000+ | Tier 1

Invest $1,000 and receive access 2% Bonus Shares.

$2,500+ | Tier 2

Invest $2,500 and receive access 3% Bonus Shares.

$5,000+ | Tier 3

Invest $5,000 and receive access 5% Bonus Shares.

$10,000+ | Tier 4

Invest $10,000 and receive access 10% Bonus Shares + zoom call with iHealthScreen's founder.

**In order to receive perks from an investment, one must submit a single investment in the same offering that meets the minimum perk requirement. Bonus shares from perks will not be granted if an investor submits multiple investments that, when combined, meet the perk requirement. All perks occur when the offering is completed.*

The 10% StartEngine Owners' Bonus

iHealthScreen, Inc. will offer 10% additional bonus shares for all investments that are committed by investors that are eligible for the StartEngine Crowdfunding Inc. OWNer's bonus.

This means eligible StartEngine shareholders will receive a 10% bonus for any shares they purchase in this offering. For example, if you buy 100 shares of Common Stock at $2.63 / share, you will receive 110 shares of Common Stock, meaning you'll own 110 shares for $263. 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 during the investors eligibility period. Investors eligible for this bonus will also have priority if they are on a waitlist to invest and the company surpasses its maximum funding goal. They will have the first opportunity to invest should room in the offering become available if prior investments are canceled or fail.

Investors will receive the highest single bonus they are eligible for among the bonuses based on the amount invested and time of offering elapsed (if any). Eligible investors

will also receive the Owner's Bonus in addition to the aforementioned bonus.

The Company and its Business

Company Overview

iHealthScreen, Inc. ("iHealthScreen" or the "Company") is a C-Corp. organized under the laws of the state of Delaware. iHealthScreen was originally incorporated in Virginia on May 20, 2015, and subsequently filed a Certificate of Incorporation in Delaware on August 22, 2017. The company has a market-ready product: iPredict™ (USPTO trademark and one patent received, multiple patents pending), an AI and telemedicine-based HIPAA-compliant software product for automated screening, prediction, and referral of individuals at risk of developing late age-related macular degeneration (AMD), diabetic retinopathy (DR), glaucoma, Cardiovascular Heart Disease, and stroke.

iHealthScreen has already received CE certification (covering Europe and many other markets), Australian Health, and the Abu Dhabi department of health approval for AMD, DR, and glaucoma screening.

FDA 510K application for AMD screening is already submitted and DR screening tool is now ready for FDA 510K approval application submission (prospective trials completed). The company expects FDA clearance of AMD and DR screening tools by the middle of 2023.

iHealthScreen is in the pre-revenue stage of development.

A Software License Agreement exists between iHealthScreen, Inc and iHealthScreen Ltd (a limited liability company incorporated at Abu Dhabi Global Market). iHealthScreen Ltd will sell or distribute iHealthScreen Inc's software and related products/services in the UAE. Primarily, iHealthScreen Ltd's primary function is to help market iHealthScreen Inc.'s iPredict software solution for automated artificial intelligence in the UAE. iHealthScreen, Inc. and iHealthScreen, Inc. are owned by the same individual, Alauddin Bhuiyan, PhD, CEO of both entities. Beyond the Software License Agreement, allowing for the use of iHealthScreen, Inc.'s software and IP, there is no relationship between the two entities.

Competitors and Industry

The automatic screening industry is one of the most recent trends, gaining popularity with the introduction of the recent CPT code 92229 in 2021. We predict that the screening market size for AMD and DR can be projected at $9.5B given the reimbursement of approximately $50, a total number of 188M of the diabetic population, and a number of individuals above 50. Based on our research, the market is just starting to experience growth and, to the best of our knowledge, approximately less than 1% of the market share is being held by the FDA 510K cleared companies.

Competitors

Digital Diagnostics and Eyenuk received FDA 510K clearance for DR screening. Retina-AI submitted 510K clearance of DR screening tools.

The CPT code is just recently approved and the market is very much open as it is a new technology in the market. For example, Eyenuk announced 2000 screenings in May 2021.

iHealthScreen's Position

We believe the timing is perfect for iHealthScreen to obtain FDA clearance and market entry with multiple disease screening. iHealthScreen already submitted the FDA 510K application for AMD screening and DR application is in the final stage of submission, and the copany aims to get the 510K clearances for both tools by the beginning of the 3rd quarter of 2023. iHealthScreen also runs a 3-year prospective trial on late AMD prediction with NIH funding of $1.8M. AMD screening and Late AMD prediction trials provide a unique position for staying ahead of the competitors.

iHealthScreen already received the CE certificate of AMD, DR, and glaucoma screening as the first company in the world. The company also received Health Australia approval (TGA approval) for screening these diseases.

iHealthScreen already signed a licensing agreement with iCare, Finland, one of the top retinal camera companies in the world. This will allow the company a huge convenience for EU and Asian Market penetration. The company has signed an agreement with the Bangladesh Diabetes Society to screen 5.5 million registered diabetic people in Bangladesh. The company has recently signed an agreement with Burheel (which has 40 hospitals/centers in the Gulf Region), a major hospital network in the UAE is in the process of signing agreements with a number of providers in UAE for DR screening.

Current Stage and Roadmap

iHealthScreen developed and validated the DR, AMD, and glaucoma screening tool to perform these major eye disease screening which is significantly associated with blindness. The tools are now under clinical trial.

iHealthScreen also developed and validated the Late AMD prediction tool which is now under clinical trial with NIH funding of approx. $1.8M. We believe this moves the company above its competitors, making iHealthScreen unique.

iHealthScreen also developed a stroke and heart attack prediction tool - iHealthScreen's AMD, heart disease, and stroke prediction will be one of the first such tools on the market (to the best of our knowledge). iHealthScreen expects to receive an NIH SBIR Phase II grant for stroke prediction which will provide the capability of the clinical trial of this tool.

iHealthScreen's built-in telemedicine capabilities and electronic health record tools will provide us with an additional competitive advantage. iHealthScreen has already received a patent on Late AMD prediction (first patent) and submitted 3 provisional

patents. We believe the Company is poised to be a leader in this new area of autonomous AI-driven disease screening and prevention.

The Team

Officers and Directors

Name: Alauddin Bhuiyan, PhD

Alauddin Bhuiyan, PhD's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** CEO, Sole Director & Founder
  Dates of Service: May, 2015 - Present
  Responsibilities: Administrative and product development; Dr. Alauddin Bhuiyan receives $100K/year salary through the NIH funding. Equity: 9,500,000 common stock shares.

- **Position:** Chief Scientist
  Dates of Service: May, 2015 - Present
  Responsibilities: Research and Development

Name: Ms. Kathleen Adams, MBA

Ms. Kathleen Adams, MBA 's current primary role is with UCONN Technology Incubation Program. Ms. Kathleen Adams, MBA currently services 8-16; Ms. Adams is the Chief Marketing Officer and she works on the marketing strategies and activities. Her hourly rate is $80. hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** Chief Marketing Officer
  Dates of Service: October, 2021 - Present
  Responsibilities: Marketing and Commercialization (on a consulting basis). No salary; Equity: stock options.

Other business experience in the past three years:

- **Employer:** UCONN Technology Incubation Program
  Title: Entrepreneur in Residence
  Dates of Service: February, 2019 - Present
  Responsibilities: Counsel CEOs and other leaders of early-stage life science companies.

Other business experience in the past three years:

- **Employer:** MOVIA Robotics
  Title: Head of Strategic Alliances & Digital Health (consulting)
  Dates of Service: February, 2021 - Present
  Responsibilities: Manage external research collaborations; oversee creation of QMS for new digital health product line; advise on clinical validation of new digital health products

Other business experience in the past three years:

- **Employer:** EntrepreneurLabNYC (Design Technologies)
  Title: Entrepreneurship Coach (consulting; 7-month term)
  Dates of Service: December, 2019 - June, 2020
  Responsibilities: Coaching of start-up entrepreneurs.

Name: Thomas Gerson, MBA

Thomas Gerson, MBA's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** Chief Financial Officer (CFO)
  Dates of Service: September, 2022 - Present
  Responsibilities: Company's Financial Projection. Salary: $4K/month; Equity: stock options.

Other business experience in the past three years:

- **Employer:** CTNext
  Title: Life Science Startup Advisor
  Dates of Service: July, 2019 - Present
  Responsibilities: Consulting

Other business experience in the past three years:

- **Employer:** SECT Tech
  Title: Growth Advisor
  Dates of Service: December, 2012 - June, 2019
  Responsibilities: Consulting

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 iHealthScreen 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 iHealthScreen should consider all of the information provided to such potential investors regarding the iHealthScreen as well as the following risk factors, in addition to the other information listed in the iHealthScreen'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 iHealthScreen.

Our business projections are only projections
There can be no assurance that iHealthScreen will meet our projections. There can be no assurance that iHealthScreen 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 able to provide the service at a level that allows iHealthScreen 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 iHealthScreen. 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 iHealthScreen, 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.

If the Company cannot raise sufficient funds it will not succeed
The Company is offering Common Stock in the amount of up to $5 million in this offering and may close on any investments that are made. Even if the maximum amount is raised, the Company is likely to need additional funds in the future in order to grow, and if it cannot raise those funds for whatever reason, including reasons relating to the Company itself or the broader economy, it may not survive. If the Company manages to raise only the minimum amount of funds, sought, it will have to find other sources of funding for some of the plans outlined in "Use of Proceeds."

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.

Terms of subsequent financings may adversely impact your investment
We will likely need to engage in common equity, debt, or preferred stock financings in the future, which may reduce the value of your investment in the Common Stock. Interest on debt securities could increase costs and negatively impact operating results. Preferred stock could be issued in series from time to time with such designation, rights, preferences, and limitations as needed to raise capital. The terms of preferred stock could be more advantageous to those investors than to the holders of Common Stock. In addition, if we need to raise more equity capital from the sale of Common Stock, institutional or other investors may negotiate terms that are likely to be more favorable than the terms of your investment, and possibly a lower purchase price per share.

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 that 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.

We are reliant on one main type of service
All of our current services are variants of one type of service, providing a platform for online capital formation. Our revenues are therefore dependent upon the market for online capital formation.

We may never have an operational product or service
It is possible that there may never be an operational, commercially available iPredict screening test or that the product may never be used to engage in transactions. It is possible that the failure to release the product is the result of a change in business model upon the Company's making a determination that the business model, or some other factor, will not be in the best interest of the Company and its stockholders/members/creditors.

Some of our products are still in prototype phase and might never be operational products
It is possible that there may never be an operational, commercially available product or that the product may never be used to engage in transactions. It is possible that the failure to release the product is the result of a change in business model upon the Company's making a determination that the business model, or some other factor, will not be in the best interest of the Company and its stockholders.

Developing new products and technologies entails significant risks and uncertainties
We are currently in the research and development stage and have only manufactured a prototype for our iPredict. Delays or cost overruns in the development of our iPredict and failure of the product to meet our performance estimates may be caused by, among other things, unanticipated technological hurdles, difficulties in manufacturing, changes to design and regulatory hurdles. Any of these events could materially and adversely affect our operating performance and results of operations.

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 have agreed to appoint the Chief Executive Officer of the Company (the "CEO"), or his or her successor, as your voting proxy. 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.

You are trusting that management will make the best decision for the company
You are trusting in management discretion. You are buying securities as a minority holder, and therefore must trust the management of the Company to make good business decisions that grow your investment.

Insufficient Funds
The company might not sell enough securities in this offering to meet its operating needs and fulfill its plans, in which case it will cease operating and you will get nothing. Even if we sell all the common stock we are offering now, the Company will (possibly) need to raise more funds in the future, and if it can't get them, we will fail. Even if we do make a successful offering in the future, the terms of that offering might result in your investment in the company being worth less, because later investors might get better terms.

This offering involves "rolling closings," which may mean that earlier investors may not have the benefit of information that later investors have.
Once we meet our target amount for this offering, we may request that StartEngine instruct the escrow agent to disburse offering funds to us. At that point, investors whose subscription agreements have been accepted will become our investors. All early-stage companies are subject to a number of risks and uncertainties, and it is not uncommon for material changes to be made to the offering terms, or to companies' businesses, plans or prospects, sometimes on short notice. When such changes happen during the course of an offering, we must file an amended to our Form C with the SEC, and investors whose subscriptions have not yet been accepted will have the right to withdraw their subscriptions and get their money back. Investors whose subscriptions have already been accepted, however, will already be our investors and will have no such right.

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 an early stage company and have not yet generated any profits
iHealthScreen was formed on May 20, 2015. Accordingly, the Company has a limited history upon which an evaluation of its performance and future prospects can be made. Our current and proposed operations are subject to all business risks associated with new enterprises. These include likely fluctuations in operating results as the Company reacts to developments in its market, managing its growth and the entry of competitors into the market. We will only be able to pay dividends on any shares once our directors determine that we are financially able to do so. iHealthScreen has incurred a net loss and has had limited revenues generated since inception. There is no assurance that we will be profitable in the next 3 years or generate sufficient revenues to pay dividends to the holders of the shares.

We are an early stage company and have limited revenue and operating history
The Company has a short history, few customers, and effectively no revenue. If you are investing in this company, it's because you think that iPredict DR, AMD and glaucoma screening is a good idea, that the team will be able to successfully market, and sell the product or service, that we can price them right and sell them to enough peoples so that the Company will succeed. Further, we have never turned a profit and there is no assurance that we will ever be profitable.

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, copyrights, 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.

We have pending patent approval's that might be vulnerable
One of the Company's most valuable assets is its intellectual property. The Company's intellectual property such as patents, trademarks, copyrights, Internet domain names, and trade secrets may not be registered with the proper authorities. 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 due to its unregistered intellectual property.

Our trademarks, copyrights and other intellectual property could be unenforceable or ineffective
Intellectual property is a complex field of law in which few things are certain. It is possible that competitors will be able to design around our intellectual property, find prior art to invalidate it, or render the patents unenforceable through some other mechanism. If competitors are able to bypass our trademark and copyright protection

without obtaining a sublicense, it is likely that the Company's value will be materially and adversely impacted. This could also impair the Company's ability to compete in the marketplace. Moreover, if our trademarks and copyrights are deemed unenforceable, the Company will almost certainly lose any potential revenue it might be able to raise by entering into sublicenses. This would cut off a significant potential revenue stream for the Company.

The cost of enforcing our trademarks and copyrights could prevent us from enforcing them

Trademark and copyright litigation has become extremely expensive. Even if we believe that a competitor is infringing on one or more of our trademarks or copyrights, we might choose not to file suit because we lack the cash to successfully prosecute a multi-year litigation with an uncertain outcome; or because we believe that the cost of enforcing our trademark(s) or copyright(s) outweighs the value of winning the suit in light of the risks and consequences of losing it; or for some other reason. Choosing not to enforce our trademark(s) or copyright(s) could have adverse consequences for the Company, including undermining the credibility of our intellectual property, reducing our ability to enter into sublicenses, and weakening our attempts to prevent competitors from entering the market. As a result, if we are unable to enforce our trademark(s) or copyright(s) because of the cost of enforcement, your investment in the Company could be significantly and adversely affected.

The loss of one or more of our key personnel, or our failure to attract and retain other highly qualified personnel in the future, could harm our business

To be successful, the Company requires capable people to run its day-to-day operations. As the Company grows, it will need to attract and hire additional employees in sales, marketing, design, development, operations, finance, legal, human resources, and other areas. Depending on the economic environment and the Company's performance, we may not be able to locate or attract qualified individuals for such positions when we need them. We may also make hiring mistakes, which can be costly in terms of resources spent in recruiting, hiring and investing in the incorrect individual and in the time delay in locating the right employee fit. If we are unable to attract, hire and retain the right talent or make too many hiring mistakes, it is likely our business will suffer from not having the right employees in the right positions at the right time. This would likely adversely impact the value of your investment.

Our ability to sell our product or service is dependent on outside government regulation which can be subject to change at any time

Our ability to sell products is dependent on outside government regulations such as the FDA (Food and Drug Administration), FTC (Federal Trade Commission), and other relevant government laws and regulations. The laws and regulations concerning the selling of products may be subject to change and if they do then the selling of products may no longer be in the best interest of the Company. At such point the Company may no longer want to sell product and therefore your investment in the Company may be affected.

We rely on third parties to provide services essential to the success of our business
We rely on third parties to provide a variety of essential business functions for us, including manufacturing, shipping, accounting, legal work, public relations, advertising, retailing, and distribution. It is possible that some of these third parties will fail to perform their services or will perform them in an unacceptable manner. It is possible that we will experience delays, defects, errors, or other problems with their work that will materially impact our operations and we may have little or no recourse to recover damages for these losses. A disruption in these key or other suppliers' operations could materially and adversely affect our business. As a result, your investment could be adversely impacted by our reliance on third parties and their performance.

The Company is vulnerable to hackers and cyber-attacks
As an internet-based business, we may be vulnerable to hackers who may access the data of our investors and the issuer companies that utilize our platform. Further, any significant disruption in service on iHealthScreen or in its computer systems could reduce the attractiveness of the platform and result in a loss of investors and companies interested in using our platform. Further, we rely on a third-party technology provider to provide some of our back-up technology. Any disruptions of services or cyber-attacks either on our technology provider or on iHealthScreen could harm our reputation and materially negatively impact our financial condition and business.

The amount raised in this offering may include investments from officers and directors of the company or their immediate family members.
Once the total amount of funds raised in this offering exceeds the minimum funding goal, officers and directors (and immediate family members) of the company may make investments in this offering. Any such investments will be included in the raised amount reflected on the campaign page.

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
Alauddin Bhuiyan, PhD	9,500,000	Common Stock	100.0%

The Company's Securities

The Company has authorized Common Stock, SAFE, SAFE, and SAFE. As part of the Regulation Crowdfunding raise, the Company will be offering up to 469,581 of Common Stock.

Common Stock

The amount of security authorized is 12,500,000 with a total of 9,510,000 outstanding.

Voting Rights

1 vote per share. Please see Voting Rights of Securities Sold in this Offering below.

Material Rights

<u>Voting Rights of Securities Sold in this Offering</u>

Voting Proxy. Each Subscriber shall appoint the Chief Executive Officer of the Company (the "CEO"), or his or her successor, as the Subscriber's true and lawful proxy and attorney, with the power to act alone and with full power of substitution, to, consistent with this instrument and on behalf of the Subscriber, (i) vote all Securities, (ii) give and receive notices and communications, (iii) execute any instrument or document that the CEO determines is necessary or appropriate in the exercise of its authority under this instrument, and (iv) take all actions necessary or appropriate in the judgment of the CEO for the accomplishment of the foregoing. The proxy and power granted by the Subscriber pursuant to this Section are coupled with an interest. Such proxy and power will be irrevocable. The proxy and power, so long as the Subscriber is an individual, will survive the death, incompetency and disability of the Subscriber and, so long as the Subscriber is an entity, will survive the merger or reorganization of the Subscriber or any other entity holding the Securities. However, the Proxy will terminate upon the closing of a firm-commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933 covering the offer and sale of Common Stock or the effectiveness of a registration statement under the Securities Exchange Act of 1934 covering the Common Stock.

The total amount outstanding includes 10,000 shares to be issued pursuant to stock options, reserved but unissued.

SAFE

The security will convert into Common stock and the terms of the SAFE are outlined below:

Amount outstanding: $500,000.00
Interest Rate: %
Discount Rate: %
Valuation Cap: $16,000,000.00
Conversion Trigger: Qualified Financing

Material Rights

There are no material rights associated with SAFE.

SAFE

The security will convert into Common stock and the terms of the SAFE are outlined below:

Amount outstanding: $125,000.00
Interest Rate: %
Discount Rate: %
Valuation Cap: $16,000,000.00
Conversion Trigger: Qualified Financing

Material Rights

There are no material rights associated with SAFE.

SAFE

The security will convert into Common stock and the terms of the SAFE are outlined below:

Amount outstanding: $125,000.00
Interest Rate: %
Discount Rate: %
Valuation Cap: $16,000,000.00
Conversion Trigger: Qualified Financing

Material Rights

There are no material rights associated with SAFE.

What it means to be a minority holder

As a minority holder of Common Stock of this offering, you have granted your votes by proxy to the CEO of the Company. Even if you were to receive control of your voting rights, as a minority holder, 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:

- **Type of security sold:** SAFE
  Final amount sold: $500,000.00

Use of proceeds: FDA application preparation and hiring employees
Date: January 01, 2022
Offering exemption relied upon: Section 4(a)(2)

- **Type of security sold:** SAFE
  Final amount sold: $125,000.00
  Use of proceeds: Operating Cost
  Date: January 03, 2020
  Offering exemption relied upon: Section 4(a)(2)

- **Type of security sold:** SAFE
  Final amount sold: $125,000.00
  Use of proceeds: Operating Cost
  Date: March 01, 2020
  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:

The Company can operate in lieu of revenue with the NIH SBIR grant until May 31, 2023. The Company may also receive another NIH SBIR Phase II grant from mid-2023 to mid-2025.

Foreseeable major expenses based on projections:

iHealthscreen foresees the major expenses based on projections would be:

(1) Clinical Trials

We are working on the glaucoma screening for FDA approval. As described in various sections throughout this offering memorandum, iHealthscreen plans to conduct these clinical trials as they are important for the company's future plans & operations.

Clinical trials are not free nor are they cheap and iHealthscreen will have to do this screening. As an estimate, we expect these clinical trial would cost around $1M from start to finish.

(2) Marketing

We plan on conducting general marketing like every other dedicated company. This includes digital marketing, paid media marketing, & exhibitions we plan on undertaking like sponsor events and so forth. Like clinical trials, marketing is not free and so expenses will be necessary. For marketing, we plan on spending roughly $2M in marketing.

(3) Research & Development

Research & development would include hiring a research scientist and paying their salary. Research scientists do not work for free nor are research scientists cheap. We would focus this research scientists on researching dementia. In addition, we also plan on gathering data with this research scientist utilizing a variety of different industry data-gathering tools and sources. This would cost roughly 500K for research and development.

Future operational challenges:

The FDA 510K clearance is also a key for the company's success. The company is running 3 clinical trials on AMD, DR, and glaucoma suspect screening for FDA 510K clearance. The company also currently running a clinical trial on Late AMD prediction.

Future challenges related to capital resources:

Market entry and scaling is depending on the fund raising. More specifically, if we had delayed FDA approval this would be a challenge for us in relation to securing future capital resources. In other words, this would be a stump in our growth preventing us from entering the market with FDA approval. Further, customer acquisition without FDA approval would be far more difficult. All of these are factors that would be future challenges related to capital resources

Future milestones and events:

FDA 510K clearance of the AMD and DR screening tools is a key to success of the company. Following this glaucoma suspect screening's 510K clearance, and Denovoapproval for late AMD prediction. The company is also in the process of receiving an NIH SBIR Phase II grant on stroke prediction which will also have a significant impact in company's 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 company has approximately $600K to run the R&D and clinical trial. The company has shareholder loan to the founder and the company also has line of credit offer which was not been taken yet. The company has the potentiality of receiving an NIH SBIR phase II grant in 2023. As of March 2023, the company has 250,000 cash on hand.

Dr. Alauddin Bhuiyan borrowed money for the company from Banks as personal loans, credit card debt, and other personal sources and charge a 10% interest rate. As of March 2023, Alauddin has indicated this is contributed capital and does not expect to be paid back with any interest or maturity date. This has been converted into contributed capital.

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?)

The company has the R&D operating cost for the next couple of years.

From this raise, the company aims to use the fund for completion of the clinical trials, FDA and other regulatory fees, marketing, and ongoing R&D costs. The company has the opportunity to apply for funding from NIH for commercialization with hiring consultants and individuals. The alternate option is to lend money from available sources such as banks and other sources.

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 necessary to market entry and scaling of the company. Otherwise, the company has operating money to run the R&D for next 2-3 years which is current $600K grant in the account and another potential $1.5M in the pipeline.

With $1M, the company aims to complete the two FDA 510K clearnces (AMD and DR screenings), and enter into the market.

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

Obtaining the minimum raise amount has no significant difference in comparison to the company's current viability to date. Hitting only the minimum raise amount would essentially mean we are operating with relatively the same operating expenses we have to date which is mentioned throughout this offering memorandum in various different sections.

Through contributed capital, the company has operating money to run the research and development for the next 2-3 years which includes help from our current $600K

grant in our account.

For marketing, we would still look to place roughly $1M into marketing. In addition, we will try to have funding from other financial sources (e.g., available line of credit).

Since equity crowdfunding is not the only method in which a company can receive funding, we believe we will be able to operate for a period of 1 year while pursuing other traditional methods of fundraising like private placements. During this time we would still be using our expenses on product development, research & development, & marketing.

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

Obtaining the maximum raise amount will assist in the company's operations. Hitting the maximum raise amount would essentially mean we can operating with higher operating expenses in order to hit the three primary initiatives we have outlined throughout this offering memorandum in various different sections.

By reaching the maximum, the company has operating money to spend funds on:

(1) Clinical Trials

We would be working towards glaucoma screening for FDA approval. As described in various sections throughout this offering memorandum, iHealthscreen plans to conduct these clinical trials as they are important for the company's future plans & operations. Clinical trials are not free nor are they cheap and iHealthscreen will have to do this screening. As an estimate, we expect these clinical trial would cost around $1M from start to finish.

(2) Marketing

We plan on conducting general marketing like every other dedicated company. This includes digital marketing, paid media marketing, & exhibitions we plan on undertaking like sponsor events and so forth. Like clinical trials, marketing is not free and so expenses will be necessary. For marketing, we plan on spending roughly $2M in marketing.

(3) Research & Development

Research & development would include hiring a research scientist and paying their salary. Research scientists do not work for free nor are research scientists cheap. We would focus this research scientists on researching dementia. In addition, we also plan on gathering data with this research scientist utilizing a variety of different industry data-gathering tools and sources. This would cost roughly 500K for research and development.

The company will keep working on fundraising following the completion of this round

for a total of $5M. With a successful completion of this round, and potentially two FDA clearances, we believe the company will be in a better position for the next round of growth capital. As a more specific summary, if our maximum goal is hit we will use these proceeds for:

•Our EU/UAE/Australia Market Entry.

•Our conclusion of clinical studies for FDA.

•Our Completion of FDA 510k clearance cycle for first product (DR and AMD screening)

•To fund marketing, sales, and support activities.

•To continue R&D on additional indications (glaucoma; others may include AMD & stroke prediction).

•To start the clinical trials for Stroke and Heart Attack Prediction

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

The Company has potential lines of credit which can be utilized.

Indebtedness

- **Creditor:** EIDL loans
  Amount Owed: $86,900.00
  Interest Rate: 3.25%
  Maturity Date: December 31, 2049

- **Creditor:** Bank loans
  Amount Owed: $10,520.00
  Interest Rate: 5.99%
  Maturity Date: December 31, 2025

Related Party Transactions

Valuation

Pre-Money Valuation: $24,985,000.00

Valuation Details:

iHealthScreen, Inc. ("iHealthScreen" or the "Company") determined its pre-money valuation based on an analysis of the following factors:

Comparable Companies

When calculating the Company's pre-money valuation, the Company looked at comparables and estimated exit ranges. IDx (Digital Diagnostics) raised $22.1M before the FDA approval of DR screening. Following the FDA clearance, the company raised $33M and $75M recently(**total raised over $120M)** based on DR screening 510K clearance. The other FDA 510K cleared company on DR, EyeNuk raised over **$43M** following the FDA clearance.

iHealhscreen has similar technology to Digital Diagnostic and Eyenuk. However, we believe iHealthScreen has additional tools like the already submitted FDA 510K tool for AMD screening, Late AMD prediction patent, and stroke and heart attack prediction model which are already presented in the scientific meetings/accepted and peer-reviewed. If Digital Diagnostics can raise $22.1M pre-FDA approval - in our opinion the iHealthScreen pre-money valuation of $24,985,000 is reasonably justified.

FDA 510K Application

iHealthScreen submitted documents on DR and AMD screening's FDA 510K clearance indication (expected to be cleared these two devices by the 2nd quarter of 2022). The company has already received CE certification, Australian Health, and Abu Dhabi Health approvals. The company signed a licensing agreement with iCare Inc., one of the top retinal camera companies in the world. We believe the $24,985,000 pre-money valuation is justified for a pre-510K company.

Funding

iHealthScreen also has been performing a pivotal clinical trial on Late AMD prediction (one of the first such trials in the world, with NIH funding of **$1.8M**), and developed and validated the stroke and heart attack prediction models (much better than existing Framingham and CHADS2 scores - with 10% higher accuracy). The company has one US patent which is the first in the area of late AMD prediction, the company was featured in ARVO and AAO, two top (No. 1 and No. 2) Ophthalmology conferences. The company raised >$750K in the seed stage at $16M post-money valuation.

Current Traction

We've been awarded over $2M in NIH funding. Our first product, iPredict TM, has the capability to screen for late age-related macular degeneration (AMD), diabetic retinopathy (DR), glaucoma, stroke, heart attack, and cardiovascular heart disease, and we have additional tools in development for Alzheimer's, dementia and hypertensive retinopathy. By facilitating large-scale, low-cost screening, our software presents a wide-reaching impact and huge potential for growth.

The Company set its valuation internally, without a formal-third party independent

evaluation.

The pre-money valuation has not been calculated on a fully diluted basis. The Company only has one class of security authorized and outstanding. The pre-money valuation does not include 10,000 shares to be issued pursuant to options, reserved but unissued.

Use of Proceeds

If we raise the Target Offering Amount of $9,999.26 we plan to use these proceeds as follows:

- *StartEngine Platform Fees*
  3.5%

- *Working Capital*
  96.5%
  Product Launch & Commercialization, FDA clearance, Research and Development of New Products/Tests, Growth Capital

If we raise the over allotment amount of $1,234,998.03, we plan to use these proceeds as follows:

- *StartEngine Platform Fees*
  3.5%

- *Commercialization (Sales, Marketing, Advertsing & Promotion)*
  60.0%
  Hire and Develop Sales & Marketing Teams Needed to Launch and Grow Screening Tests in Multiple Markets, Supported by Targeted Advertising & Promotion Campaigns

- *R & D, Regulatory (e.g., FDA Submissions) and Clinical Studies*
  22.0%
  FDA 510k Submissions, Secure needed regulatory consultants, Initiate and Complete Clinical Trials for AMD and DR Screening

- *Building Corporate Infrastructure*
  14.5%
  Building Corporate Infrastructure (G&A), including needed patent investments to protect intellectual property and implement financial controls Establish vendor relationships for cameras

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 https://www.ihealthscreen.org/ (https://www.ihealthscreen.org/investors).

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/ihealthscreen

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 iHealthScreen, Inc.

[See attached]

IHEALTHSCREEN INC.

FINANCIAL STATEMENTS
YEAR ENDED DECEMBER 31, 2021 AND 2020
(Unaudited)

INDEX TO FINANCIAL STATEMENTS

(UNAUDITED)

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INDEPENDENT ACCOUNTANT'S REVIEW REPORT

To the Board of Directors
iHealthScreen Inc.
Richmond Hill, New York

We have reviewed the accompanying financial statements of iHealthScreen Inc. (the "Company,"), which comprise the balance sheet as of December 31, 2021 and December 31, 2020, and the related statement of operations, statement of shareholders' equity (deficit), and cash flows for the year ending December 31, 2021 and December 31, 2020, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Accountant's Responsibility

Our responsibility is to conduct the review in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

Accountant's Conclusion

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America.

SetApart FS

December 6, 2022
Los Angeles, California

iHealthScreen Inc.
BALANCE SHEET
(UNAUDITED)

As of December 31,	2021	2020
(USD $ in Dollars)		
ASSETS		
Current Assets:		
Cash & cash equivalents	$ 18,312	$ 252
Prepaids and other current assets	1,000	1,000
Total current assets	**19,312**	**1,252**
Property and equipment, net	110,799	8,540
Deferred Tax Assets	7,066	-
Total assets	**$ 137,177**	**$ 9,792**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Credit Card	$ 3,889	$ 20,592
Current portion of loan	155,840	2,897
Line of Credit	16,869	22,935
Other current liabilities	38,931	35,560
Total current liabilities	**215,530**	**81,984**
Promissory Note and Loans	130,412	264,546
Total liabilities	**345,942**	**346,529**
STOCKHOLDERS EQUITY		
Common Stock	50	50
Additional Paid In Capital	1,200	1,200
Retained earnings/(Accumulated Deficit)	(210,014)	(337,987)
Total stockholders' equity	**(208,765)**	**(336,737)**
Total liabilities and stockholders' equity	**$ 137,177**	**$ 9,792**

See accompanying notes to financial statements.

iHEALTHSCREEN INC.
STATEMENTS OF OPERATIONS
(UNAUDITED)

For Fiscal Year Ended December 31,	2021	2020
(USD $ in Dollars)		
Net revenue	$ -	$ -
Cost of goods sold	-	-
Gross profit	-	-
Operating expenses		
General and administrative	641,483	341,882
Sales and marketing	6,632	1,807
Total operating expenses	648,115	343,688
Operating income/(loss)	(648,115)	(343,688)
Interest expense	23,964	10,055
Other Loss/(Income)	(806,222)	(398,350)
Income/(Loss) before provision for income taxes	134,144	44,607
Provision/(Benefit) for income taxes	6,172	69,873
Net income/(Net Loss)	**$ 127,972**	**$ (25,266)**

See accompanying notes to financial statements.

iHEALTHSCREEN INC.
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(UNAUDITED)

(in , $US)	Common Stock Shares	Common Stock Amount	Additional Paid In Capital	Retained earnings/ (Accumulated Deficit)	Total Shareholder Equity
Balance—December 31, 2019	**500,000**	**$ 50**	**$ 50**	**$ (312,720)**	**$ (312,620)**
Capital contribution			1,150		1,150
Net income/(loss)				(25,266)	(25,266)
Balance—December 31, 2020	500,000	50	1,200	$ (337,987)	**$ (336,737)**
Net income/(loss)				127,972	127,972
Balance—December 31, 2021	500,000	**$ 50**	**$ 1,200**	**$ (210,014)**	**$ (208,765)**

See accompanying notes to financial statements.

iHealthScreen Inc.
Statements of Cash Flows
(Unaudited)

For Fiscal Year Ended December 31,	2021	2020
(USD $ in Dollars)		
CASH FLOW FROM OPERATING ACTIVITIES		
Net income/(loss)	$ 127,972	$ (25,266)
Adjustments to reconcile net income to net cash provided/(used) by operating activities:		
Depreciation of property	22,390	9,011
Changes in operating assets and liabilities:		
Deferred Tax Assets	(7,066)	-
Credit Cards	(16,703)	(23,667)
Other current liabilities	3,371	1,175
Net cash provided/(used) by operating activities	**129,965**	**(38,747)**
CASH FLOW FROM INVESTING ACTIVITIES		
Purchases of property and equipment	(124,649)	-
Net cash provided/(used) in investing activities	**(124,649)**	**-**
CASH FLOW FROM FINANCING ACTIVITIES		
Borrowing on Loans and Notes	18,810	6,784
Line of Credit	(6,066)	22,935
Capital contribution	-	1,150
Net cash provided/(used) by financing activities	**12,744**	**30,869**
Change in cash	18,060	(7,878)
Cash—beginning of year	252	8,130
Cash—end of year	**$ 18,312**	**$ 252**
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid during the year for interest	$ 23,964	$ 10,055
Cash paid during the year for income taxes	$ -	$ -
OTHER NONCASH INVESTING AND FINANCING ACTIVITIES AND SUPPLEMENTAL DISCLOSURES		
Purchase of property and equipment not yet paid for	$ -	$ -
Issuance of equity in return for note	-	
Issuance of equity in return for accrued payroll and other liabilities		

See accompanying notes to financial statements.

1. NATURE OF OPERATIONS

iHealthScreen Inc. was incorporated on May 20, 2015, in Charlottesville, Virginia. The financial statements of iHealthScreen 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 Richmond Hill, New York.

HealthScreen (iHS) Inc. has developed iPredict™, an AI and telemedicine-based HIPAA compliant software product for automated screening, prediction, and referral of individuals at risk of developing late age-related macular degeneration (AMD), diabetic retinopathy (DR), glaucoma, Cardiovascular Heart Disease and stroke. iHS received CE certification for AMD, DR, and glaucoma screening.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America ("US GAAP"). The Company has adopted the calendar year as its basis of reporting.

Use of Estimates

The preparation of financial statements in conformity with United States GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include all cash in banks. The Company's cash is deposited in demand accounts at financial institutions that management believes are creditworthy. The Company's cash and cash equivalents in bank deposit accounts, at times, may exceed federally insured limits. As of December 31, 2021, and December 31, 2020, the Company's cash and cash equivalents did not exceed FDIC insured limits.

Property and Equipment

Property and equipment are stated at cost. Normal repairs and maintenance costs are charged to earnings as incurred and additions and major improvements are capitalized. The cost of assets retired or otherwise disposed of, and the related depreciation are eliminated from the accounts in the period of disposal and the resulting gain or loss is credited or charged to earnings.

Depreciation is computed over the estimated useful lives of the related asset type or term of the operating lease using the straight-line method for financial statement purposes. The estimated service lives for property and equipment are as follows:

Category	Useful Life
Computer equipment	5 years
Medical Equipment	5 years

Impairment of Long-lived Assets

Long-lived assets, such as property and equipment and identifiable intangibles with finite useful lives, are periodically evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We look for indicators of a trigger event for asset impairment and pay special attention to any adverse change in the extent or manner in which the asset is being used or in its physical condition. Assets are grouped and evaluated for impairment at the lowest level of which there are identifiable cash flows, which is generally at a location level. Assets are reviewed using factors including, but not limited to, our future operating plans and projected cash flows. The determination of whether impairment has occurred is based on an estimate of undiscounted future cash flows directly related to the assets, compared to the carrying value of the assets. If the sum of the undiscounted future cash flows of the assets does not exceed the carrying value of the assets, full or partial impairment may exist. If the asset carrying amount exceeds its fair value, an impairment charge is recognized in the amount by which the carrying amount exceeds the fair value of the asset. Fair value is determined using an income approach, which requires discounting the estimated future cash flows associated with the asset.

Income Taxes

iHealthScreen inc. is a C corporation for income tax purposes. The Company accounts for income taxes under the liability method, and deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying values of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided on deferred tax assets if it is determined that it is more likely than not that the deferred tax asset will not be realized. The Company records interest, net of any applicable related income tax benefit, on potential income tax contingencies as a component of income tax expense. The Company records tax positions taken or expected to be taken in a tax return based upon the amount that is more likely than not to be realized or paid, including in connection with the resolution of any related appeals or other legal processes. Accordingly, the Company recognizes liabilities for certain unrecognized tax benefits based on the amounts that are more likely than not to be settled with the relevant taxing authority. The Company recognizes interest and/or penalties related to unrecognized tax benefits as a component of income tax expense.

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.

Revenue Recognition

The Company is currently pre-revenue and will follow the provisions and the disclosure requirements described in ASU 2014-09 also referred to as Topic 606. Revenue recognition, according to Topic 606, is determined using the following steps: Recognition of revenue when, or how, a performance obligation is met: Revenues are recognized when or as control of the promised goods or services is transferred to customers.

Revenue recognition, according to Topic 606, is determined using the following steps:

1) Identification of the contract, or contracts, with the customer: the Company determines the existence of a contract with a customer when the contract is mutually approved; the rights of each party in relation to the services to be transferred can be identified, the payment terms for the services can be identified, the customer has the capacity and intention to pay, and the contract has commercial substance.

2) Identification of performance obligations in the contract: performance obligations consist of a promised in a contract (written or oral) with a customer to transfer to the customer either a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

3) Recognition of revenue when, or how, a performance obligation is met: revenues are recognized when or as control of the promised goods or services is transferred to customers.

The company will earn revenues from the sale of iPredict™ to medical clinics through its marketing team. his may also partner with retinal camera companies as a channel to new and existing customers, and to provide direct access to, and discounts on compatible fundus camera systems.

Advertising and Promotion

Advertising and promotional costs are expensed as incurred. Advertising and promotional expenses for the years ended December 31, 2021, and December 31, 2020 amounted to $6,632 and $1,807, which is included in sales and marketing expenses.

Fair Value of Financial Instruments

The carrying value of the Company's financial instruments included in current assets and current liabilities (such as cash and cash equivalents, restricted cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses approximate fair value due to the short-term nature of such instruments).

The inputs used to measure fair value are based on a hierarchy that prioritizes observable and unobservable inputs used in valuation techniques. These levels, in order of highest to lowest priority, are described below:

Level 1—Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2—Observable prices that are based on inputs not quoted on active markets but corroborated by market data.

Level 3—Unobservable inputs reflecting the Company's assumptions, consistent with reasonably available assumptions made by other market participants. These valuations require significant judgment.

Subsequent Events

The Company considers events or transactions that occur after the balance sheet date, but prior to the issuance of the financial statements to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure. Subsequent events have been evaluated through December 6, 2022, which is the date the financial statements were issued.

Recently Issued and Adopted Accounting Pronouncements

FASB issued ASU No. 2019-02, leases, that requires organizations that lease assets, referred to as "lessees", to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases with lease terms of more than twelve months. ASU 2019-02 will also require disclosures to help investors and other financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases and will include qualitative and quantitative requirements. The new standard for nonpublic entities will be effective for fiscal years beginning after December 15, 2021, and interim periods within fiscal years beginning after December 15, 2022, and

early application is permitted. We are currently evaluating the effect that the updated standard will have on the financial statements and related disclosures.

The FASB issues ASUs to amend the authoritative literature in ASC. There have been a number of ASUs to date, including those above, that amend the original text of ASC. Management believes that those issued to date either (i) provide supplemental guidance, (ii) are technical corrections, (iii) are not applicable to us or (iv) are not expected to have a significant impact on our financial statements

3. DETAILS OF CERTAIN ASSETS AND LIABILITIES

Prepaids and other current assets consist of the following items:

As of Year Ended December 31,	2021	2020
Prepayments	1,000	1,000
Total Prepaids Expenses and other Current Assts	**$ 1,000**	**$ 1,000**

Other current liabilities consist of the following items:

As of Year Ended December 31,	2021	2020
Accrued Payroll	25,693	1,683
Tax Liability	13,238	33,877
Total Other Current Liabilities	**38,931**	**35,560**

4. PROPERTY AND EQUIPMENT

As of December 31, 2021, and December 31, 2020, property and equipment consist of:

As of Year Ended December 31,	2021	2020
Computer equipment	$ 135,865	$ 61,023
Medical Equipment	49,807	-
Property and Equipment, at Cost	**135,865**	**61,023**
Accumulated depreciation	(74,873)	(52,483)
Property and Equipment, Net	**$ 60,992**	**$ 8,540**

Depreciation expenses for property and equipment for the fiscal year ended December 31, 2021, and 2020 were in the amount of $22,390 and $9,011, respectively.

5. CAPITALIZATION AND EQUITY TRANSACTIONS

Common Stock

The Company is authorized to issue 1,000,000 shares of Common Stock with a par value of $0.0001. As of December 31, 2021, and December 31, 2020, 500,000 shares have been issued and are outstanding.

6. DEBT

Promissory Notes & Loans

During the years presented, the Company has entered into promissory notes & loans. The details of the Company's loans, notes, and the terms are as follows:

					For the Year Ended December 2021					For the Year Ended December 2020				
Debt Instrument Name	Principal Amount	Interest Rate	Borrowing Period	Maturity Date	Interest Expense	Accrued Interest	Current Portion	Non-Current Portion	Total Indebtedness	Interest Expense	Accrued Interest	Current Portion	Non-Current Portion	Total Indebtedness
Note Payable issued to certain lender	$ 13,000	10.00%	2020	7/31/2022	$ 542	$ 1,083	$ 13,000	$ -	$ 14,083	$ 542	$ 542	$ -	$ 13,000	$ 13,542
Note Payable issued to certain lender	$ 2,000	10.00%	2020	7/31/2022	$ 200	$ 400	$ 2,000	$ -	$ 2,400	$ 200	$ 200	$ -	$ 2,000	$ 2,200
Note Payable issued to Alauddin Bhuiyan	$ 165,000	10.00%	2020	12/31/2022	$ 16,500	$ 33,000	$ 135,752	$ -	$ 168,752	$ 16,500	$ 16,500	$ -	$ 165,542	$ 182,042
EIDL Loan	$ 87,000	3.75%	6/20/2020	6/20/2020	$ 3,263	$ 6,521	$ 5,088	$ 81,812	$ 11,609	$ 3,259	$ 3,259	$ 2,897	$ 84,003	$ 87,262
PPP Loan	$ 48,600	1.00%	4/8/2021	Forgiven	$ -	$ -		$ 48,600	$ 48,600	$ -	$ -	$ -	$ -	$ -
Total					**$ 20,504**	**$ 41,005**	**$ 155,840**	**$ 130,412**	**$ 196,845**	**$ 20,500**	**$ 20,500**	**$ 2,897**	**$ 264,546**	**$ 285,046**

In 2022, the PPP loan was forgiven ($48,600). The summary of the future maturities is as follows:

As of Year Ended December 31, 2021	
2022	$ 155,840
2023	5,088
2024	5,088
Thereafter	71,636
Total	**$ 237,652**

Line of Credit

The Company entered into a Credit Line agreement with Bank of America during fiscal year 2020. The interest rate is 6.75%. The total outstanding balance as of December 31, 2021, and December 31, 2020, was $16,869 and $22,935, respectively. The entire balance is classified as current.

7. INCOME TAXES

Income tax expense (benefit) from continuing operations was as follows:

Current:		
Federal, state, and local	$	13,238
Foreign	$	-
Total	$	13,238
Deferred		
Federal, state, and local	$	(7,066)
Foreign	$	-
Total non-current expense (benefit)	$	(7,066)
Total	$	6,172

Deferred tax assets (liabilities) comprised the following:

Operating Accruals	$	7,066
Total	$	7,066

Total deferred tax assets and deferred tax liabilities were as follows:

Current		
Deferred Tax Assets	$	7,066
Deferred Tax Liabilities	$	-
Net current deferred tax asset	$	7,066

Since the Company has a positive income and it expects to continue operating positively no valuation allowance has been applied against deferred tax assets.

8. RELATED PARTY

The Company issued a Note Payable to the founder and the CEO, Alauddin Bhuiyan, in the amount of $165,000. The note bears an interest rate of 10% per annum. The maturity date is set on December 31, 2022. As of December 31, 2021, and December 31, 2020, the outstanding balance of the note payable is $135,752 and $165,542 and it has been classified as non-current liability.

9. COMMITMENTS AND CONTINGENCIES

Contingencies

The Company's operations are subject to a variety of local and state regulations. Failure to comply with one or more of those regulations could result in fines, restrictions on its operations, or losses of permits that could result in the Company ceasing operations.

Litigation and Claims

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As of December 31, 2021, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations.

10. SUBSEQUENT EVENTS

The Company has evaluated subsequent events for the period from December 31, 2021, through December 6, 2022, which is the date the financial statements were available to be issued.

During 2022, the Company issued Simple Agreements for Future Equity ("SAFE") in the aggregate amount of $750,000. The valuation CAP is set at $16,000,000, with no discount rate.

On October 3, 2022, the Company amended the Article of Corporation and increased the number of shares of authorized Common Stock from 1,000,000 to 12,500,000.

On October 4, 2022, the founder and the CEO, Alauddin Bhuiyan, was granted 9,500,000 shares of Common Stock.

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]

StartEngine is not a bank, broker or agent for the parties on this website.

Medical Devices | Software | Equity

AI-Driven Disease Screening Software

Integrating AI into medical imaging to deliver accurate and cost-effective disease screening, enhancing early detection and patient care across healthcare systems.

Offering Multiple Types of Securities | Reg CF | Minimum Investment $100 | Closing in 14 days | Target Raise $1,070,000 | Pre-Money Valuation $15,000,000

Ed Roland

Founder, Chairman & CEO

Invested $100 in this offering

Target Raise $1,070,000

14 days left	0 Investors
$100 Min. Inv.	$0 Raised

REASONS TO INVEST

- Revolutionizing Early Disease Detection: Our AI-driven software enhances medical imaging to detect diseases like cancer and cardiovascular conditions with high accuracy, addressing critical healthcare challenges and improving patient outcomes.
- Strategic Partnerships and Market Expansion: We are forging partnerships with healthcare providers and leveraging our extensive network of key opinion leaders, ensuring rapid adoption and market penetration in the US and beyond.
- Scalable Technology and Cost-Effective Solution: Our AI software integrates seamlessly with existing medical imaging systems, offering a scalable and cost-effective solution that enhances diagnostic capabilities without requiring significant infrastructure upgrades.
- Experienced Leadership and Strong Financial Backing: The team behind this venture boasts a wealth of experience in healthcare and technology, with strong financial backing and a clear path to profitability.

Target Raise $1,070,000

Pre-Money Valuation $15,000,000

THE ARTICLE

Medical imaging is undergoing a major shift, with AI-driven screening software at the core of this transformation. This technology is revolutionizing early disease detection, enhancing diagnostic accuracy, and improving patient care across healthcare systems. The integration of AI into medical imaging is not just a technological upgrade; it represents a fundamental change in how we approach disease prevention and management. This article explores the current landscape of AI in medical imaging, its potential impacts on healthcare, and the challenges and opportunities that lie ahead.

A New Leader in AI-Driven Disease Prevention

Medical imaging is undergoing a major shift, with AI-driven screening software at the core of this transformation. This technology is revolutionizing early disease detection, enhancing diagnostic accuracy, and improving patient care across healthcare systems. The integration of AI into medical imaging is not just a technological upgrade; it represents a fundamental change in how we approach disease prevention and management. This article explores the current landscape of AI in medical imaging, its potential impacts on healthcare, and the challenges and opportunities that lie ahead.

THE PROBLEM & OUR SOLUTION

Preventative Screening Should Be Easy, Fast, and Accessible

Our core mission revolves around the idea that early disease detection should be accessible to everyone, regardless of their location or circumstances. Traditional screening methods frequently pose barriers, such as geographical limits, financial constraints, and the need for extensive in-person visits. Our AI-driven software aims to overcome these obstacles by offering a non-invasive, cost-effective, and easy-to-use solution that can be performed in various settings, including outpatient clinics and mobile units. This method ensures that more individuals can get screened, leading to earlier diagnoses and better health outcomes.

THE PROBLEM & OUR SOLUTION

A Newly Opened, Multi-Billion-Dollar Global Market

The global medical imaging market is growing rapidly, with large market research firms projecting it will reach a valuation of $5.9B by 2030, with the global breast screening market expected to reach $10.7B by 2030.

The Introduction of FDA-cleared AI-driven software into operational workflows is rapidly gaining momentum, with the market for AI in medical imaging expected to reach $2.3B by 2030, growing at a CAGR of 36.8%. This growth is driven by the increasing adoption of AI-powered diagnostic tools that enhance the accuracy and efficiency of medical imaging. For instance, the FDA has recently approved several AI-driven medical imaging tools, including Viz.ai's stroke detection software and Aidoc's AI platform for various conditions. These approvals underscore the growing acceptance and integration of AI in clinical settings, with more patients and healthcare providers expected to benefit from these advanced diagnostic capabilities.

HealthStream's AI-powered, Wrist-PPG, is another leading, with its clinically validated wrist-worn device that uses photoplethysmography (PPG) to monitor vital signs such as heart rate and blood pressure. We're approximately generated over 2.5 million readings from over 1,000 participants, demonstrating strong accuracy and reliability. Wrist-PPG has been integrated into Bangladesh's national health screening program, enhancing the early detection of hypertension and other cardiovascular conditions, showcasing the potential of AI-driven wearables to extend healthcare access and enhance disease management.

WHY INVEST

Invest in the Future of Preventive Healthcare

StartEngine's Ed Roland is a proven leader in healthcare and technology, with a strong track record of success in both sectors. His extensive experience and deep understanding of the healthcare landscape position him as a key driver of this venture.

Investing in HealthStream Corp. at our research-backed pre-seed valuation presents a compelling opportunity to be part of a transformative venture in medical imaging and diagnostics.

Thank you for your time and consideration in our venture, we are excited for the future. We are confident in our ability to deliver high-quality, cost-effective solutions that enhance healthcare outcomes and drive significant value for our investors.

ABOUT

AI-Driven Disease Screening Software

Medical Devices | Software | Equity

Founded in 2024 | Pre-Revenue | Pre-Money Valuation $15,000,000

HealthStream Corp. is a pre-revenue medical device company with headquarters in Miami, Florida. The company is developing a proprietary AI-driven software designed to enhance early disease detection in medical imaging, including cancer and cardiovascular conditions. The technology aims to improve diagnostic accuracy and efficiency, addressing critical healthcare challenges and potentially reducing healthcare costs. The company is leveraging its extensive network of healthcare providers and key opinion leaders to facilitate rapid adoption and market penetration in the US and beyond. HealthStream Corp. is seeking strategic partnerships with healthcare providers and leveraging its strong financial backing and clear path to profitability to scale its operations and maximize its impact on healthcare outcomes.

TEAM

Hayden Brown, PhD
Chief Operating Officer
Joined on Jan 2, 2025
Time Spent: 40 hours per week

Hayden Brown is a seasoned entrepreneur with a diverse background in medical technology, biotechnology, and consulting. As the Chief Operating Officer at HealthStream Corp., he leverages his expertise in strategic partnerships and market expansion to drive the company's growth and innovation in medical imaging and diagnostics. Hayden's role at HealthStream Corp. involves overseeing operational strategies, fostering partnerships with healthcare providers and key opinion leaders, and ensuring the company's technology meets the needs of the healthcare industry. His previous ventures include founding and managing several companies in the biotechnology and consulting sectors, where he has successfully navigated complex regulatory environments and established strong relationships with stakeholders in the healthcare ecosystem. His deep understanding of the healthcare landscape and his ability to leverage his network of contacts have been instrumental in HealthStream Corp.'s early success and its strategic positioning for future growth.

Hayden holds a PhD in Biomedical Engineering from the University of Miami, where his research focused on the development of novel medical devices and diagnostic tools. His academic background provides him with a strong foundation in the scientific principles underlying HealthStream Corp.'s AI-driven disease screening software. His ability to bridge the gap between scientific innovation and commercial viability has been crucial in the company's early stages, and his leadership will be critical in navigating the complex regulatory landscape and securing the company's long-term success.

Ed Roland
Founder, Chairman & CEO
Joined on Jan 2, 2025
Time Spent: 40 hours per week

Ed Roland is a proven leader with a strong track record of success in both healthcare and technology. As the founder of Infosys, he has demonstrated his ability to navigate complex regulatory environments and establish strong relationships with stakeholders in the healthcare ecosystem. His deep understanding of the healthcare landscape and his ability to leverage his network of contacts have been instrumental in HealthStream Corp.'s early success and its strategic positioning for future growth.

Ed holds a PhD in Biomedical Engineering from the University of Miami, where his research focused on the development of novel medical devices and diagnostic tools. His academic background provides him with a strong foundation in the scientific principles underlying HealthStream Corp.'s AI-driven disease screening software. His ability to bridge the gap between scientific innovation and commercial viability has been crucial in the company's early stages, and his leadership will be critical in navigating the complex regulatory landscape and securing the company's long-term success.

Dr. Ganesh Kumar, MBBS
Medical Advisor
Joined on Jan 2, 2025
Time Spent: 5 hours per week

Dr. Ganesh Kumar, MBBS, is a seasoned medical professional with a wealth of experience in the healthcare industry. As a medical advisor to HealthStream Corp., he brings his expertise in clinical medicine and his understanding of the healthcare landscape to the company's AI-driven disease screening software. His ability to bridge the gap between scientific innovation and clinical practice has been invaluable in the company's early stages, and his leadership will be critical in navigating the complex regulatory landscape and securing the company's long-term success.

Dr. Kumar holds a MBBS from the University of Miami, where his research focused on the development of novel medical devices and diagnostic tools. His academic background provides him with a strong foundation in the scientific principles underlying HealthStream Corp.'s AI-driven disease screening software. His ability to bridge the gap between scientific innovation and clinical practice has been invaluable in the company's early stages, and his leadership will be critical in navigating the complex regulatory landscape and securing the company's long-term success.

TERMS

Offering Summary

Security	Equity
Minimum	$100
Maximum	$1,070,000
Maximum Individual Investment	$107,000
Minimum Individual Investment	$100
Pre-money Valuation	$15,000,000

Minimum number of shares offered: 14,286

Maximum number of shares offered: 142,857

Price per share: $0.70

Pre-money valuation: $15,000,000

Minimum number of shares to be issued if only the minimum is raised: 14,286

Investment Incentives and Bonuses

Early Bird	10% bonus shares for the first 24 hours after the campaign launches
Early Bird	5% bonus shares for the next 24 hours after the first 24 hours after the campaign launches
Early Bird	2% bonus shares for the next 24 hours after the second 24 hours after the campaign launches
Amount Bonuses	5% bonus shares for investments of $5,000 or more
	10% bonus shares for investments of $10,000 or more
	15% bonus shares for investments of $25,000 or more
	20% bonus shares for investments of $50,000 or more
	25% bonus shares for investments of $100,000 or more

Bonuses cannot be combined.

The 10% Amendment Bonus Bonus

Investors who invest in the first 10% of the offering will receive a bonus equal to 10% of their investment. This bonus will be issued in the form of additional shares of the company's Series Seed Preferred Stock, at the same price per share as the investment. The bonus will be issued at the same time as the investment and will be subject to the same terms and conditions as the investment. The company reserves the right to modify or terminate the bonus at any time, but will honor the bonus for all investments made prior to the modification or termination.

Investment Incentives & Bonuses

The 10% Amendment Bonus Bonus

Investors who invest in the first 10% of the offering will receive a bonus equal to 10% of their investment. This bonus will be issued in the form of additional shares of the company's Series Seed Preferred Stock, at the same price per share as the investment. The bonus will be issued at the same time as the investment and will be subject to the same terms and conditions as the investment. The company reserves the right to modify or terminate the bonus at any time, but will honor the bonus for all investments made prior to the modification or termination.

Investment Incentives & Bonuses

Early Bird

Early Bird 10% bonus shares for the first 24 hours after the campaign launches

Early Bird 5% bonus shares for the next 24 hours after the first 24 hours after the campaign launches

Early Bird 2% bonus shares for the next 24 hours after the second 24 hours after the campaign launches

Amount Bonuses

5% bonus shares for investments of $5,000 or more

10% bonus shares for investments of $10,000 or more

15% bonus shares for investments of $25,000 or more

20% bonus shares for investments of $50,000 or more

25% bonus shares for investments of $100,000 or more

Bonuses cannot be combined.

The 10% Amendment Bonus Bonus

Investors who invest in the first 10% of the offering will receive a bonus equal to 10% of their investment. This bonus will be issued in the form of additional shares of the company's Series Seed Preferred Stock, at the same price per share as the investment. The bonus will be issued at the same time as the investment and will be subject to the same terms and conditions as the investment. The company reserves the right to modify or terminate the bonus at any time, but will honor the bonus for all investments made prior to the modification or termination.

**Investment Incentives & Bonuses

EXHIBIT D TO FORM C

VIDEO TRANSCRIPT

Campaign Video

Faces look out of focus. Road signs seem fuzzy, shortness of breath, chest pains.

Millions of Americans are at risk for diseases that are leading causes of blindness and heart disease, but didn't get a screening last year because it was too expensive, too complicated, and required a special visit.

"More than 20 million Americans are suffering from vision threatening diseases.

The National Institutes of Health research shows that the number will be approximately double to over 40 million by 2030, and the prevalence of stroke and heart attack is increasing at a similar pace.

Most of the cases can be prevented with timely screening and early treatment.

For example, 90% of the DR cases are preventable, which would save US Healthcare system billions of dollars."

IHealth Screens iPredict is a HIPAA-compliant AI-powered screening system that is effective, affordable and accessible. iPredict can be used to screen millions of people whose eyesight could be saved with early intervention.

"iHealthscreen was awarded NIH grants totaling over $2.5 million to double up iPredict. We have also applied for additional grants currently under consideration. Our work has been published in leading medical journals, we have multiple patent spending and have recently received ASC mark for access to the European market entry, and our 510K application is in progress with the FDA."

This is how ipredict works. First, retinal images of both eyes are captured by an automated fundus camera. Next, ipredict uploads these images to a secure cloud-based service that screens them for risk factors. Finally, a report is generated and sent to the doctor, who can refer the Patient to a specialist for treatment if warranted.

"Screenings can now occur as part of a routine annual checkup without the need for a specialist visit. I Predict is more than 95% accurate for AMD and DR screening. The scans require less than five minutes to complete and can be done in primary care settings without special training. And doctor's offices can now earn about $50 in reimbursement per patient, significantly increasing clinic revenues."

"This technology could be particularly useful in identifying someone who slipped across the boundary to progress into severity."

"We are confident that we can help to save the eyesight and even the lives of many millions of people. Please join us on our mission of doing well by doing good."

2nd Video

More than 20 million Americans are suffering from diseases that are the leading causes of blindness and heart disease.

These diseases will double by 2030 even though they're preventable with early screening.

ipredict is a screening tool that quickly and accurately analyzes images of your eye for disease screening and prediction and has already received $2.5 million dollars in funding from the NIH. Click to invest in a company that is attempting to revolutionize preventive medicine.

3rd Video

The number of individuals at risk for heart disease and preventable blindness-related conditions in the U.S. will increase to 188,000,000 by 2030. So half of people at risk don't get screened until it's too late. iPredict is a screening system designed to help your primary care doctor detect conditions of concern early at a routine checkup with a more accurate, accessible and affordable screening system.

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 5.5-13% (five and one-half to thirteen) 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.

- As compensation for the services provided by StartEngine Capital, investors are also required to pay StartEngine Capital a fee consisting of a 0-3.5% (zero to three and a half percent) service fee based on the dollar amount of securities purchased in each investment.

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 canceled 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, 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 the 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
$5M 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 canceled 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: There are no investment limits for investing in crowdfunding offerings for accredited investors. Non-accredited 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 either $2,200 or 5% of their annual income or net worth, whichever is greater. 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 greater, but their investments cannot exceed $107,000.

EXHIBIT F TO FORM C

ADDITIONAL CORPORATE DOCUMENTS

[See attached]

STATE OF DELAWARE CFRTIFICATE OF CONVERSION
FROM A FOREIGN CORPORATION
TO A DOMESTIC CORPORATION
PURSUANT TO SECTION 265
OF THE DELAWARE GENERAL CORPORATION LAW

1. The jurisdiction where the Corporation first formed is Virginia.

2. The jurisdiction immediately prior to filing this Certificate is Virginia.

3. The date the Corporation first formed is May 20, 2015.

4. The name of the Corporation immediately prior to filing this Certificate is "iHealthScreen Inc.".

5. The name of the Corporation as set forth in the Certificate of Incorporation is "iHealthScreen Inc.".

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Corporation has executed this Certificate on the 31st day of July, 2017.

Mohammed Alauddin Bhuiyan, Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:16 AM 08/22/2017
FILED 11:16 AM 08/22/2017
SR 20175827161 - File Number 6523075

191612

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:16 AM 08/22/2017
FILED 11:16 AM 08/22/2017
SR 20175827161 - File Number 6523075

CERTIFICATE OF INCORPORATION
OF
IHEALTHSCREEN INC.

(Pursuant to Section 102 of the
General Corporation Law of the State of Delaware)

iHealthScreen Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "**General Corporation Law**"),

DOES HEREBY CERTIFY:

FIRST: The name of this corporation is iHealthScreen Inc. (the "**Corporation**").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 3500 S. DuPont Highway, in the City of Dover, County of Kent, 19901. The name of its registered agent at such address is: Interstate Agent Services, LLC.

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation is to, and the Corporation shall have all necessary corporate power to, engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,000,000 shares of Common Stock, US$0.0001 par value per share ("**Common Stock**"). The holders of the Common Stock are entitled to one vote for each outstanding share of Common Stock held at all meetings of stockholders (and in connection with written consents in lieu of meetings). There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by (in addition to any other votes, consents or approvals that may be required by law or by the provisions of the Certificate of Incorporation of the Corporation (as amended from time to time, the "**Certificate of Incorporation**") or the bylaws of the Corporation (as amended from time to time, the "**Bylaws**")) the affirmative vote (including by written consent in lieu of a meeting) of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law. The holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation (the "**Board of Directors**"), out of any assets of the Corporation legally available therefor, any dividends as may be declared from time to time by the Board of Directors.

FIFTH: The name and mailing address of the sole incorporator is as follows:

Name	Mailing Address
Mohammed Alauddin Bhuiyan	c/o iHealthScreen Inc. 801 W. Main Street, Suite 202 Charlottesville, VA 22903

SIXTH: Except as otherwise required by law, any of the rights, powers, preferences, notices and other terms of the Common Stock set forth herein may be waived on behalf of all holders of outstanding Common Stock (including retroactively or prospectively) with the approval, by written consent or vote at a meeting, of the holders of a majority of the shares of Common Stock then outstanding. A stockholder may also independently waive his, her or its own rights, powers, preferences, notices and/or other terms applicable thereto in writing, without notice to, or the consent or approval of, any other stockholder.

SEVENTH: For the management of the business and for the conduct of the affairs of the Corporation, and in furtherance and not in limitation of the powers of the Corporation and of its directors and of its stockholders or any class or series thereof, as the case may be, conferred by the State of Delaware, it is further provided that:

1. Subject to any other votes, consents or approvals required by the Certificate of Incorporation or the Bylaws of the Corporation, the Board of Directors is expressly authorized to make, repeal, alter, amend, supplement and/or rescind any or all of the Bylaws of the Corporation.

2. Subject to any other votes, consents or approvals required by the Certificate of Incorporation or the Bylaws of the Corporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

EIGHTH: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

NINTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

TENTH: To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended hereafter to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article Tenth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of

the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ELEVENTH: The following indemnification provisions shall apply to the persons enumerated below:

1. Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an "Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liabilities and losses suffered and expenses (including attorney's fees) incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article Eleventh, the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board of Directors.

2. Prepayment of Expenses of Directors and Officers. The Corporation shall pay the expenses (including attorney's fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition; provided, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if and to the extent that it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article Eleventh or otherwise.

3. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Article Eleventh is not paid in full within sixty (60) days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

4. Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service

with respect to employee benefit plans, against all liabilities and losses suffered and expenses (including attorney's fees) incurred by such person in connection with such Proceeding. The ultimate determination as to indemnification of persons who are non-director or non-officer employees or agents shall be made in such manner as is determined by the Board of Directors in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the Board of Directors.

5. Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorney's fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition upon such terms and conditions as may be determined by the Board of Directors.

6. Non-Exclusivity of Rights. The rights conferred on any person by this Article Eleventh shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation or Bylaws of the Corporation, agreement, approval (by written consent or by vote at a meeting) of stockholders or disinterested directors, or otherwise.

7. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officers, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

8. Insurance. The Board of Directors may, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended from time to time, authorize an appropriate officer or officers of the Corporation to purchase and maintain, at the Corporation's expense, insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers, employees or agents under the provisions of this Article Eleventh; and (b) to indemnify or insure directors, officers, employees and/or agents against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article Eleventh.

9. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article Eleventh shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.

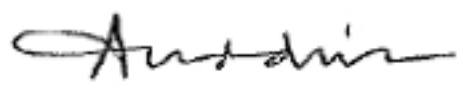
TWELFTH: No stockholder of the Corporation shall, solely in their capacity as such, have a right to purchase shares of capital stock of the Corporation sold or issued by the Corporation, except to the extent that such a right is otherwise expressly provided in favor of such stockholder by the terms of a separate written agreement between the Corporation and such stockholder.

THIRTEENTH: Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the General Corporation Law or the Corporation's certificate of incorporation or bylaws, or (iv) any action asserting a claim against the Corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten (10) days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. If any provision or provisions of this Article Thirteenth shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article Thirteenth (including each portion of any sentence of this Article Thirteenth containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

FOURTEENTH: The Corporation is to have perpetual existence.

[Signature Page Follows]

IN WITNESS WHEREOF, I, Alauddin Bhuiyan, the sole incorporator of iHealthScreen Inc., have executed this Certificate of Incorporation on this 31st day of July, 2017, and do hereby certify under the penalties of perjury that the facts stated in this Certificate of Incorporation are true.



Mohammed Alauddin Bhuiyan,
Sole Incorporator

AMENDMENT
TO CERTIFICATE
OF INCORPORATION
for
iHEALTHSCREEN INC.,
a Delaware corporation

The undersigned, Mohammed Alauddin Bhuiyan, hereby certifies as follows:

1. He is the duly elected, qualified and acting Chief Executive Officer of iHealthscreen Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the **"Corporation"**).

2. Article FOURTH of the Certificate of Incorporation is hereby amended to increase the number of shares of authorized common stock from 1,000,000 to 12,500,000 shares.

3. The amendment set forth herein shall become effective immediately upon the filing of this Certificate of Amendment.

4. The amendment set forth herein has been duly approved and adopted by the Board of Directors of this Corporation.

5. The necessary number of issued and outstanding shares of capital stock of the Corporation required by statute was voted in favor of the amendment.

6. Such amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, iHealthScreen Inc., has caused this certificate to be signed by Alauddin Bhuiyan, its Chief Executive Officer, this 3rd day of October, 2022.

By: _____
Mohammed Alauddin Bhuiyan, CEO

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:04 PM 10/04/2022
FILED 04:04 PM 10/04/2022
SR 20223692723 - File Number 6523075