Form C

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Cover Page

Name of issuer:

Kiwi Voice Assistant, Inc.

Legal status of issuer:

Form:

Corporation

Jurisdiction of Incorporation/Organization:

MA

Date of organization:

2/7/2025

Physical address of issuer:

32 Worthen Road
Lexington, MA 02421

Website of issuer:

https://kiwibracelet.com/

Name of intermediary through which the offering will be conducted:

Wefunder Portal LLC

CIK number of intermediary:

0001670254

SEC file number of intermediary:

007-00033

CRD number, if applicable, of intermediary:

283503

Amount of compensation to be paid to the intermediary, whether as a dollar amount or a percentage of the offering amount, or a good faith estimate if the exact amount is not available at the time of the filing, for conducting the offering, including the amount of referral and any other fees associated with the offering:

7.9% of the offering amount upon a successful fundraise, and be entitled to reimbursement for out-of-pocket third party expenses it pays or incurs on behalf of the Issuer in connection with the offering.

Any other direct or indirect interest in the issuer held by the intermediary, or any arrangement for the intermediary to acquire such an interest:

No

Type of security offered:

- ☐ Common Stock
- ☐ Preferred Stock
- ☐ Debt
- ☑ Other

Describe the security offered:

Simple Agreement for Future Equity (SAFE)

Target number of securities to be offered:

50,000

Price:

$1.00

Method for determining price:

Pro-rated portion of the total principal value of $50,000; interests will be sold in increments of $1; each investment is convertible to one share of stock as described under Item 13.

Target offering amount:

$50,000.00

Oversubscriptions accepted:

- ☑ Yes
- ☐ No

Disclose how oversubscriptions will be allocated:

- ☐ Pro-rata basis
- ☐ First-come, first-served basis
- ☑ Other

Describe how oversubscriptions will be allocated:

As determined by the issuer

Maximum offering amount (if different from target offering amount):

$1,235,000.00

Deadline to reach the target offering amount:

4/30/2027

NOTE: 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.

Current number of employees:

4

	Most recent fiscal year-end:	Prior fiscal year-end:
Total Assets:	$18,076.00	$0.00
Cash & Cash Equivalents:	$18,076.00	$0.00
Accounts Receivable:	$0.00	$0.00
Current Liabilities:	$1,518.00	$0.00
Non-Current Liabilities:	$95,000.00	$0.00
Revenues/Sales:	$0.00	$0.00
Cost of Goods Sold:	$0.00	$0.00
Taxes Paid:	$0.00	$0.00
Net Income:	($87,680.00)	$0.00

Select the jurisdictions in which the issuer intends to offer the securities:

AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, B5, GU, PR, VI, 1V

Offering Statement

Respond to each question in each paragraph of this part. Set forth each question and any notes, but not any instructions thereto, in their entirety. If disclosure in response to any question is responsive to one or more other questions, it is not necessary to repeat the disclosure. If a question or series of questions is inapplicable or the response is available elsewhere in the Form, either state that it is inapplicable, include a cross-reference to the responsive disclosure, or omit the question or series of questions.

Be very careful and precise in answering all questions. Give full and complete answers so that they are not misleading under the circumstances involved. Do not discuss any future performance or other anticipated event unless you have a reasonable basis to believe that it will actually occur within the foreseeable future. If any answer requiring significant information is materially inaccurate, incomplete or misleading, the Company, its management and principal shareholders may be liable to investors based on that information.

THE COMPANY

1. Name of issuer:

Kiwi Voice Assistant, Inc.

COMPANY ELIGIBILITY

2. ☑ Check this box to certify that all of the following statements are true for the issuer.

- Organized under, and subject to, the laws of a State or territory of the United States or the District of Columbia.
- Not subject to the requirement to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934.
- Not an investment company registered or required to be registered under the Investment Company Act of 1940.
- Not ineligible to rely on this exemption under Section 4(a)(6) of the Securities Act as a result of a disqualification specified in Rule 503(a) of Regulation Crowdfunding.
- Has filed with the Commission and provided to investors, to the extent required, the ongoing annual reports required by Regulation Crowdfunding during the two years immediately preceding the filing of this offering statement (or for such shorter period that the issuer was required to file such reports).
- Not a development stage company that (a) has no specific business plan or (b) has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies.

3. Has the issuer or any of its predecessors previously failed to comply with the ongoing reporting requirements of Rule 202 of Regulation Crowdfunding?

☐ Yes
☑ No

DIRECTORS OF THE COMPANY

4. Provide the following information about each director (and any persons occupying a similar status or performing a similar function) of the issuer.

Director	Principal Occupation	Main Employer	Year Joined
Don Yansen	CEO	Kiwi Senior Health	2024
Allen Armstrong	Retired	Retired	2025

For three years of business experience, refer to Appendix D: Director & Officer Work History.

OFFICERS OF THE COMPANY

5. Provide the following information about each officer (and any persons occupying a similar status or performing a similar function) of the issuer.

Officer	Positions Held	Year Joined
Carson Miller	CFO	2025
Don Yansen	CEO, Treasurer, President	2024
Allen Armstrong	Secretary, Clerk	2025

For three years of business experience, refer to Appendix D: Director & Officer Work History.

PRINCIPAL SECURITY HOLDERS

6. Provide the name and ownership level of each person, as of the most recent practicable date, who is the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power.

Name of Holder	% of Voting Power Prior to Offering
Don Yansen	50%+

Business and Anticipated Business Plan

7. Describe in detail the business of the issuer and the anticipated business plan of the issuer.

Please review your Wefunder profile carefully to ensure it provides all material information, is not false or misleading, and does not omit any information that would cause the information included to be false or misleading.

For a description of our business and our business plan, please refer to the attached Appendix A, Business Description & Plan.

RISK FACTORS

8. Discuss the material factors that make an investment in the issuer speculative or risky:

A crowdfunding investment involves risk. Investors should not invest any funds unless they can afford to lose the 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.

Our near-term business plan is heavily dependent on the successful execution of our pilot program with our initial continuing care retirement community partner. At our minimum funding level, substantially all of our resources will be devoted to this single pilot deployment. The failure of this pilot to demonstrate product effectiveness, achieve user adoption, or convert to a paid contract would significantly impair our ability to attract additional CCRC customers and could undermine our entire go-to-market strategy for the institutional channel.

Even as we expand, we expect to have significant customer concentration risk in our early stages, with a small number of CCRC facilities potentially representing a substantial portion of our revenue. The loss of any major customer, failure to convert pilots to paid contracts, or negative feedback from an early deployment could have a disproportionate impact on our financial performance and reputation in the market. Additionally, continuing care retirement communities may have lengthy sales cycles, complex procurement processes, and specific requirements that could delay or prevent adoption of our product, and there can be no assurance that our initial success, if any, will be replicable across other facilities.

The medical alert and senior monitoring market is highly competitive and includes numerous well-established companies with significantly greater financial resources, brand recognition, distribution networks, and customer bases than we possess. Competitors include traditional medical alert companies, technology companies developing wearable devices, healthcare providers offering monitoring services, and other startups developing similar solutions. Many of these competitors have decades of operating history, established relationships with continuing care retirement communities and senior living facilities, and proven track records of reliability and customer service.

Our competitors may be able to respond more quickly to market changes, devote greater resources to product development and marketing, offer more attractive pricing, or bundle their products with other services in ways that we cannot match. Established competitors may also have greater credibility with risk-averse institutional buyers and may benefit from existing contracts and switching costs that make it difficult for us to displace them. Additionally, large technology companies with substantial resources could enter this market and rapidly achieve scale that would be difficult for us to compete against. If we are unable to differentiate our product, demonstrate superior value, or compete effectively on price and features, we may be unable to acquire customers or may be forced to reduce our pricing in ways that make our business model unsustainable.

Our business involves the collection, storage, transmission, and analysis of sensitive health information and personal data about seniors, including location data, health metrics, activity patterns, and emergency events. This data is subject to stringent privacy and security regulations, including the Health Insurance Portability and Accountability Act (HIPAA) and its implementing regulations, state privacy laws, and potentially other data protection requirements. Compliance with these regulations requires implementation of comprehensive administrative, physical, and technical safeguards, business associate agreements with service providers, breach notification procedures, and ongoing compliance monitoring.

As a small company with limited resources, we may face challenges in implementing and maintaining the robust compliance programs required by healthcare privacy laws. Any data breach, unauthorized access, or improper disclosure of protected health information could result in significant regulatory penalties, mandatory breach notifications, litigation, reputational damage, and loss of customer trust. Additionally, privacy laws are evolving rapidly, with new state laws and potential federal legislation imposing additional requirements that could increase our compliance costs and operational complexity. If we fail to adequately protect the privacy and security of the data we collect, or if we fail to comply with applicable privacy regulations, we could face substantial liability and our business could be materially harmed.

Our success depends in part on our ability to protect our proprietary technology, including our AI algorithms for fall detection, our software systems, our product design, and our trade secrets and know-how. However, we may have limited intellectual property protection for our technology. The information provided does not indicate whether we have obtained patents, registered trademarks, or other formal intellectual property protections, and as an early-stage company, we may not have the resources to pursue comprehensive intellectual property protection strategies.

We rely on trade secrets, proprietary know-how, and confidential information to protect aspects of our technology that may not be patentable or for which patent protection may not be cost-effective. However, trade secret protection can be difficult to maintain, particularly as we expand our team and work with third-party manufacturers and service providers. Additionally, competitors may independently develop similar technologies, reverse engineer our products, or design around any patents we may obtain. We could also face claims that our technology infringes on the intellectual property rights of others, which could result in costly litigation, licensing fees, or the need to redesign our product. As a small company with limited resources, defending our intellectual property or defending against infringement claims could be prohibitively expensive and could divert management attention from operating our business.

The Company may never receive a future equity financing or elect to convert the Securities upon such future financing. In addition, the Company may never undergo a liquidity event such as a sale of the Company or an IPO. If neither the conversion of the Securities nor a liquidity event occurs, the Purchasers could be left holding the Securities in perpetuity. The Securities have numerous transfer restrictions and will likely be highly illiquid, with no secondary market on which to sell them. The Securities are not equity interests, have no ownership rights, have no rights to the Company's assets or profits and have no voting rights or ability to direct the Company or its actions.

Allen Armstrong and Carson miller are part-time officers. As such, it is likely that the company will not make the same progress as it would if that were not the case.

We will require substantial additional capital beyond this offering to fully develop our business, scale manufacturing, expand our sales efforts, and support ongoing operations. Even at our maximum raise target, the funds raised in this offering will only support our operations for a limited period and will be insufficient to achieve sustained profitability or scale. We do not currently have any commitments or arrangements for additional financing, and there can be no assurance that we will be able to raise additional capital on acceptable terms, if at all.

Our ability to obtain additional financing will depend on numerous factors, including our progress in validating product-market fit, our success in converting pilots to paid contracts, market conditions for healthcare technology companies, investor appetite for early-stage investments, and factors beyond our control. If we are unable to raise additional capital when needed, we may be forced to delay, reduce, or eliminate our product development efforts, curtail our sales and marketing activities, reduce headcount, or cease operations entirely. The inability to secure adequate financing would have a material adverse effect on our business and could result in a total loss of investment for our investors.

Our business depends on our ability to manufacture our wearable devices reliably, cost-effectively, and at scale. We currently have an inventory of one hundred units, and our ability to expand beyond initial pilots depends on our capacity to manufacture additional devices. We rely on third-party suppliers and manufacturers for components and assembly, and we are subject to risks associated with supply chain disruptions, component shortages, quality control issues, and manufacturing delays. Global supply chain challenges, geopolitical events, natural disasters, or other factors beyond our control could limit our ability to obtain necessary components or could significantly increase our manufacturing costs.

As a small company with limited purchasing power, we may not be able to secure favorable terms with suppliers or manufacturers, and we may face minimum order quantities that strain our cash resources or result in excess inventory. Quality issues with components or manufacturing defects could result in product failures, recalls, or warranty claims that would be costly to address and damaging to our reputation. Additionally, as we scale production, we may encounter challenges in maintaining consistent quality, managing inventory, or achieving the unit economics necessary for profitability. Any significant disruptions to our supply chain or manufacturing operations could delay product availability, increase costs, and impair our ability to meet customer demand.

Our business is dependent on third-party technology platforms and service providers for critical aspects of our operations. Our product requires reliable cellular or internet connectivity for GPS tracking, emergency alerts, and data transmission to our monitoring systems and caregiver applications. We likely rely on cloud computing services for data storage and processing, third-party APIs for mapping and location services, telecommunications carriers for connectivity, and potentially other technology vendors for various aspects of our platform. Any disruptions, outages, or performance issues with these third-party services could impair the functionality of our product and our ability to serve customers.

We have limited control over these third-party providers and are subject to their terms of service, pricing changes, and business decisions. Service providers could increase their fees, modify their services in ways that are incompatible with our product, experience technical failures, or discontinue services entirely. Additionally, our mobile applications may depend on app stores operated by Apple and Google, which have their own policies, review processes, and technical requirements that could affect our ability to distribute our applications or require costly modifications. Any significant disruptions to third-party services or adverse changes in our relationships with technology providers could materially harm our ability to operate our business and serve our customers.

There is no public market for the SAFE securities being offered, and none is expected to develop. The securities have not been registered under the Securities Act of 1933 or any state securities laws and are being offered in reliance on exemptions from registration requirements. As a result, investors will be subject to restrictions on their ability to resell the securities. Federal securities laws require a minimum holding period, and even after that period, resales may only be made in compliance with registration requirements or available exemptions, which may be difficult or impossible to satisfy.

Investors should expect that they will be unable to liquidate their investment for an indefinite period of time and must be prepared to hold the securities until such time, if ever, as the company completes a liquidity event such as an acquisition or initial public offering. Even if the company is ultimately successful, it may be many years before any liquidity event occurs, and there is no guarantee that any such event will ever take place. The lack of liquidity means that investors will be unable to access their invested capital in the event of personal financial need or changing investment objectives, and the investment should only be made by persons who can afford to hold the securities indefinitely and who can bear the risk of losing their entire investment.

We have not achieved profitability and have limited cash reserves. We expect to continue to incur substantial operating losses for the foreseeable future as we invest in product development, manufacturing, pilot programs, sales and marketing, and building the operational infrastructure necessary to support our business. Our path to profitability is uncertain and depends on our ability to achieve significant scale in device deployments, establish recurring subscription revenue, and optimize our cost structure.

The costs associated with manufacturing hardware, maintaining monitoring infrastructure, providing customer support, and acquiring customers in both the institutional and consumer markets are substantial. We cannot predict when, if ever, we will achieve profitability, and our losses may be larger than we anticipate. If we are unable to achieve and sustain profitability, we may be unable to continue our operations, and investors may lose their entire investment. Even if we do achieve profitability, we may not be able to sustain or increase profitability on a quarterly or annual basis.

Kiwi Voice Assistant Inc was incorporated in February 2025 and has an extremely limited operating history upon which investors can evaluate our business, financial performance, and prospects. We are in the early stages of commercializing our AI-powered medical alert watch and have not yet demonstrated sustained market acceptance, validated our business model, or achieved profitability. Our business plan is based on assumptions about market demand, product performance, and our ability to execute pilot programs with continuing care retirement communities and convert those pilots into paying contracts. There can be no assurance that our assumptions are correct or that we will be successful in achieving our business objectives.

As an early-stage company, we face all of the risks inherent in a new enterprise, including the challenge of establishing our brand, building distribution channels, achieving product-market fit, and competing against established medical alert companies with significantly greater resources and market presence. Our prospects must be considered in light of the substantial risks, expenses, and difficulties frequently encountered by companies in their early stages of development, particularly companies in rapidly evolving technology and healthcare markets. If we are unable to successfully execute our business plan or if our product does not achieve market acceptance, we may never become profitable and investors could lose their entire investment.

Our success depends heavily on the continued services and performance of our small team of four employees, including our founder and key technical and operational personnel. The loss of any member of our limited team could significantly impair our ability to execute our business plan, complete product development, support pilot deployments, or manage customer relationships. Given our early stage and limited resources, we do not have significant organizational depth or redundancy, and the departure of even one team member could create substantial operational challenges.

We do not maintain key person life insurance on any of our personnel. Additionally, as we attempt to scale our operations and expand into multiple continuing care retirement community pilots, we will need to attract, hire, and retain additional qualified employees in areas including engineering, sales, customer support, and regulatory compliance. Competition for qualified personnel in the healthcare technology sector is intense, and we may not be able to attract or retain the personnel necessary to execute our business plan on acceptable economic terms, if at all. Our inability to retain our current team or expand our workforce as needed could materially harm our business and prospects.

We are in the process of validating our business model and have not yet demonstrated sustainable product-market fit in either the continuing care retirement community market or the direct-to-consumer senior market. While we have developed a functional product and established an initial pilot partnership, we have limited data on customer acquisition costs, lifetime value, retention rates, conversion from pilot to paid contract, or the optimal pricing structure for our hardware and monitoring services. Our use of proceeds contemplates a three-to-six-month product-market fit iteration cycle, which acknowledges that significant refinement of our product and business approach may be necessary based on real-world feedback.

Our business model appears to involve both one-time hardware sales and recurring subscription revenue for monitoring services, but the economics of this model remain unproven. We do not yet know whether our target customers will adopt our product at scale, whether our pricing will support profitable unit economics, whether facilities and families will renew subscriptions, or whether our product will

deliver the outcomes necessary to justify its cost relative to competing solutions. If we are unable to validate product-market fit or if our business model proves economically unsustainable, we may need to significantly modify our strategy, pivot to different markets, or cease operations entirely.

Our business depends on the reliable performance of our AI-powered medical alert watch, including critical safety features such as fall detection, GPS tracking, heart rate monitoring, and emergency alert functionality. Any failures, inaccuracies, or malfunctions in these features could result in serious harm to users, including delayed emergency response, false alarms that erode user trust, or failure to detect actual emergencies. While we have developed false alarm cancellation technology, the effectiveness of our fall detection algorithms and other AI-powered features in real-world conditions with diverse user populations remains to be fully validated at scale.
Our product also depends on multiple interconnected technology systems, including wearable hardware, embedded software, cloud-based monitoring infrastructure, mobile applications for caregivers, and integration with emergency response systems. Technical issues with any component of this system—including battery life limitations, connectivity problems, software bugs, server outages, or integration failures—could render our product unreliable or unusable. As we iterate on our product based on pilot feedback, we may introduce new technical issues or discover fundamental limitations in our current design. Any significant product failures or quality issues could result in customer dissatisfaction, contract cancellations, reputational damage, and potential liability exposure.

We will need to raise additional capital through future equity financings to fund our operations and growth. Any such future equity financings will result in dilution to existing investors, including investors in this offering. The SAFE securities being offered will convert into equity securities at a future date, and the percentage ownership that investors ultimately receive will depend on the valuation at which the conversion occurs and the amount of capital raised in subsequent financings.
While the SAFE includes a valuation cap and discount intended to provide some protection against dilution, there is no guarantee that these provisions will adequately compensate investors for the dilution that may occur through future financings, particularly if the company raises capital at valuations below the cap or issues securities with preferential rights. Additionally, future investors may negotiate terms that are more favorable than those provided to SAFE holders, including liquidation preferences, anti-dilution protections, or other rights that could further diminish the value of the securities held by earlier investors. The company has broad discretion over the timing, terms, and amount of future financings, and existing investors will have no control over these decisions.

Our success depends on widespread adoption of our wearable medical alert watch by seniors and acceptance by continuing care retirement communities, families, and caregivers. However, market adoption of wearable technology among seniors is uncertain and may be limited by factors including resistance to new technology, concerns about privacy and surveillance, physical limitations that make wearing devices uncomfortable, aesthetic preferences, and the availability of alternative solutions. Seniors may prefer traditional medical alert systems, may be unwilling to wear a device continuously, or may find our product too complex to use effectively.
Additionally, institutional buyers such as continuing care retirement communities may be slow to adopt new technologies due to budget constraints, risk aversion, regulatory concerns, procurement processes, or satisfaction with existing solutions. Families and caregivers may be unwilling to pay for monitoring services on an ongoing basis, particularly if insurance or other payment mechanisms do not cover our product. The COVID-19 pandemic and other factors may have affected the financial stability of senior living facilities and the spending capacity of families, potentially reducing demand for our product. If market adoption is slower than we anticipate or if demand for our product is insufficient to support our business model, our growth will be limited and we may be unable to achieve our business objectives.

Our AI-powered medical alert watch may be subject to regulation as a medical device by the U.S. Food and Drug Administration and similar regulatory bodies in other jurisdictions. The regulatory classification of our product and the specific requirements that apply to it are not entirely clear from the information provided, and we may face uncertainty regarding whether our device requires FDA clearance or approval, whether it qualifies for exemptions, or what classification it falls under. Medical device regulations are complex and evolving, particularly for AI-powered and software-based devices, and regulatory requirements could change in ways that affect our product.
If our device is determined to require FDA clearance or approval, the process of obtaining such authorization could be lengthy, expensive, and uncertain, potentially requiring clinical trials, extensive documentation, and significant delays before we can legally market our product. Even if our current product does not require FDA authorization, modifications to our device or changes in regulatory interpretation could trigger new requirements. Failure to comply with applicable FDA regulations could result in warning letters, fines, injunctions, product recalls, or prohibition on marketing our product, any of which could have a material adverse effect on our business. Additionally, we may face similar regulatory requirements in other countries if we expand internationally, further increasing our compliance burden and costs.

Our medical alert watch is designed to detect falls and facilitate emergency response for seniors, a vulnerable population where product failures could result in serious injury or death. Despite our efforts to design a reliable product, we face significant risk of product liability claims if our device fails to detect a fall, provides false alarms, malfunctions during an emergency, or otherwise fails to perform as intended. Even if our product performs as designed, users or their families may claim that our device was defective, inadequately tested, or improperly marketed, particularly in cases where a senior experiences injury or death while using our product.
Product liability litigation can be extremely costly to defend, even if claims are without merit, and could result in substantial damage awards or settlements that could exceed any insurance coverage we may have. As an early-stage company, we may not have adequate product liability insurance or may not be able to obtain such insurance on commercially reasonable terms. Additionally, we could face other types of litigation, including claims related to privacy violations, employment matters, contract disputes with customers or suppliers, or regulatory enforcement actions. Any significant litigation could consume substantial management time and financial resources, damage our reputation, and materially harm our business, regardless of the outcome.

Investors in this offering will hold a minority position in the company and will have no ability to control or influence company decisions, strategy, or operations. The company's management and any future board of directors will have broad discretion over all business decisions, including decisions regarding future financings, acquisitions, strategic direction, hiring, compensation, and whether and when to pursue a liquidity event. SAFE holders typically have very limited rights and are not entitled to vote on company matters, approve major transactions, or participate in governance.
Management may make decisions that investors disagree with or that are not in the best interests of minority investors, including decisions to raise capital on dilutive terms, pursue strategies that prioritize growth over profitability, delay or forego liquidity events, or take other actions that could diminish the value of investors' holdings. Investors will have limited access to information about the company's operations and financial performance and will have no ability to compel the company to provide additional information beyond what management chooses to share. The lack of control and information rights means that investors must rely entirely on management's judgment and integrity, with no ability to protect their interests if they disagree with the direction of the company.

The securities being offered are Simple Agreements for Future Equity (SAFEs), which are not traditional equity or debt instruments and carry unique risks. SAFEs have no maturity date and do not accrue interest, meaning investors will not receive any return on their investment unless and until a conversion event occurs. Conversion events typically include future equity financings, sale of the company, or an initial public offering, but there is no guarantee that any such event will ever occur. If the company does not raise additional capital, is not acquired, and does not go public, SAFE holders may never receive any equity or return on their investment.
When conversion does occur, the number of shares that SAFE holders receive will depend on the valuation at which the conversion takes place and the specific terms negotiated in the future financing round. While the SAFE includes a valuation cap and discount, these provisions may not adequately protect investors if the company's valuation at conversion is significantly different from current expectations, if the company raises capital on unfavorable terms, or if the company issues securities with rights and preferences that are senior to those received by SAFE holders. Additionally, the conversion mechanics of SAFEs can be complex, and investors may receive a smaller ownership percentage than anticipated, particularly if the company has raised multiple rounds of financing with different terms. Investors should understand that SAFE securities are highly speculative instruments with uncertain outcomes.

An investment in the SAFE securities offered hereby is highly speculative and involves a high degree of risk. Investors should be prepared for the possibility of losing their entire investment. The company is in the early stages of development with limited operating history, unproven business model, and substantial uncertainty regarding its ability to achieve its business objectives. The company faces intense competition, significant regulatory and operational challenges, and will require substantial additional capital to execute its business plan. Many early-stage companies fail, and even those that survive often do so at valuations that result in little or no return to early investors.

The SAFE securities will convert into equity only if certain future events occur, and there is no guarantee that such events will happen or that the equity received upon conversion will have any value. If the company is unable to raise additional capital, fails to achieve product-market fit, cannot compete effectively, or encounters any of the numerous other risks described in this offering, the company may be forced to cease operations, and investors will lose their entire investment. This investment is suitable only for investors who understand and can bear the risk of total loss.

The founder of Kiwi Voice Assistant Inc has designated themself as the spv proxy who will sign documents and make decisions on behalf of all investors in the special purpose vehicle structure being used for this offering. This arrangement creates a significant conflict of interest because the founder simultaneously represents the interests of the company (as its founder and presumably an officer or director) and the interests of the investors (as the lead investor representative). These interests may not always align and in many situations will be directly adverse to one another.

As the company's founder, this individual has an interest in maximizing the company's flexibility, minimizing investor rights, raising capital on terms favorable to the company, and making decisions that benefit the company's growth and their own equity position. As the investor representative, this same individual is supposed to advocate for investor protections, favorable terms, information rights, and decisions that maximize returns to investors. When these interests conflict—such as in negotiations over future financing terms, decisions about whether to accept an acquisition offer, or disputes between the company and investors—the founder cannot adequately represent both sides. Investors in this offering will have no independent third-party advocate representing their interests, and the founder's dual role may result in decisions that favor the company over investors. This structure is highly unusual and creates governance risks that investors should carefully consider before investing.

The Offering

USE OF FUNDS

9. What is the purpose of this offering?

The Company intends to use the net proceeds of this offering for working capital and general corporate purposes, which includes the specific items listed in Item 10 below. While the Company expects to use the net proceeds from the Offering in the manner described above, it cannot specify with certainty the particular uses of the net proceeds that it will receive from this Offering. Accordingly, the Company will have broad discretion in using these proceeds.

10. How does the issuer intend to use the proceeds of this offering?

If we raise: **$50,000**

Use of Proceeds: If only the minimum target amount is raised, Kiwi Senior Health expects to use proceeds approximately as follows: 50% CCRC Pilot Deployment & Onboarding, 27% Engineering & Software Support, 15.1% Working Capital & Operations, and 7.9% Wefunder fee and related offering expenses. Management intends to allocate proceeds as described but may adjust priorities based on pilot timing, partner readiness, and operational needs as they arise.

If we raise: **$1,235,000**

Use of Proceeds: If the maximum offering amount is raised, including any oversubscriptions, Kiwi Senior Health expects to use proceeds approximately as follows: 27% Device Manufacturing & Inventory Scale, 18% Multi-Site CCRC Pilot Deployment, 23% Engineering, Dashboard & Product Iteration, 13% B2B Sales & Business Development, 11.1% Working Capital & Operations, and 7.9% Wefunder fee and related offering expenses. Management expects to allocate proceeds across these areas but may adjust the relative emphasis among categories depending on pilot outcomes, manufacturing lead times, and market conditions.

DELIVERY & CANCELLATIONS

11. How will the issuer complete the transaction and deliver securities to the investors?

Book Entry and Investment in the Co-Issuer. Investors will make their investments by investing in interests issued by one or more co-issuers, each of which is a special purpose vehicle ("SPV"). The SPV will invest all amounts it receives from investors in securities issued by the Company. Interests issued to investors by the SPV will be in book entry form. This means that the investor will not receive a certificate representing his or her investment. Each investment will be recorded in the books and records of the SPV. In addition, investors' interests in the investments will be recorded in each investor's "Portfolio" page on the Wefunder platform. All references in this Form C to an Investor's investment in the Company (or similar phrases) should be interpreted to include investments in a SPV.

12. How can an investor cancel an investment commitment?

NOTE: Investors may cancel an investment commitment until 48 hours prior to the deadline identified in these offering materials.

The intermediary will notify investors when the target offering amount has been met. If the issuer reaches the target offering amount prior to the deadline identified in the offering materials, it may close the offering early if it provides notice about the new offering deadline at least five business days prior to such new offering deadline.

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

If an investor does not reconfirm his or her investment commitment after a material change is made to the offering, the investor's investment commitment will be canceled and the committed funds will be returned.

An Investor's right to cancel. An Investor may cancel his or her investment commitment at any time until 48 hours prior to the offering deadline.

If there is a material change to the terms of the offering or the information provided to the Investor about the offering and/or the Company, the Investor will be provided notice of the change and must re-confirm his or her investment commitment within five business days of receipt of the notice. If the Investor does not reconfirm, he or she will receive notifications disclosing that the commitment was cancelled, the reason for the cancellation, and the refund amount that the investor is required to receive. If a material change occurs within five business days of the maximum number of days the offering is to remain open, the offering will be extended to allow for a period of five business days for the investor to reconfirm.

If the Investor cancels his or her investment commitment during the period when cancellation is permissible, or does not reconfirm a commitment in the case of a material change to the investment, or the offering does not close, all of the Investor's funds will be returned within five business days.

Within five business days of cancellation of an offering by the Company, the Company will give each investor notification of the cancellation, disclose the reason for the cancellation, identify the refund amount the Investor will receive, and refund the Investor's funds.

The Company's right to cancel. The Investment Agreement you will execute with us provides the Company the right to cancel for any reason before the offering deadline.

If the sum of the investment commitments from all investors does not equal or exceed the target offering amount at the time of the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.

Ownership and Capital Structure

THE OFFERING

13. Describe the terms of the securities being offered.

To view a copy of the SAFE you will purchase, please see Appendix B, Investor Contracts. The main terms of the SAFEs are provided below.

The SAFEs. We are offering securities in the form of a Simple Agreement for Future Equity ("SAFE"), which provides Investors the right to **Preferred Stock** in the Company (**"Preferred Stock"**), when and if the Company sponsors an equity offering that involves **Preferred Stock**, on the standard terms offered to other Investors.

Conversion to Preferred Equity. Based on our SAFEs, when we engage in an offering of equity interests involving **Preferred Stock**, **Investors will receive a number of shares of Preferred Stock** calculated using the method that results in the greater number of **Preferred Stock**:

i. the total value of the Investor's investment, divided by
   a. the price of **Preferred Stock** issued to new Investors
ii. if the valuation for the company is more than **$10,000,000.00** (the "Valuation Cap"), the amount invested by the Investor divided by the quotient of
   a. the Valuation Cap divided by
   b. the total amount of the Company's capitalization at that time.

Additional Terms of the Valuation Cap. For purposes of option (ii) above, the Company's capitalization calculated as of immediately prior to the Equity Financing and (without double-counting, in each case calculated on an as-converted to Common Stock basis):

- Includes all shares of Capital Stock issued and outstanding;
- Includes all Converting Securities;
- Includes all (i) issued and outstanding Options and (ii) Promised Options; and
- Includes the Unissued Option Pool, except that any increase to the Unissued Option Pool in connection with the Equity Financing shall only be included to the extent that the number of Promised Options exceeds the Unissued Option Pool prior to such increase.

Liquidity Events. If the Company has an initial public offering or is acquired by, merged with, or otherwise taken over by another company or new owners prior to Investors in the SAFEs receiving **Preferred Stock**, Investors will receive

- proceeds equal to the greater of (i) the Purchase Amount (the "Cash-Out Amount") or (ii) the amount payable on the number of shares of Common Stock equal to the Purchase Amount divided by the Liquidity Price (the "Conversion Amount")

Liquidity Priority. In a Liquidity Event or Dissolution Event, this Safe is intended to operate like standard nonparticipating Preferred Stock. The Investor's right to receive its Cash-Out Amount is:

i. Junior to payment of outstanding indebtedness and creditor claims, including contractual claims for payment and convertible promissory notes (to the extent such convertible promissory notes are not actually or notionally converted into Capital Stock);
ii. On par with payments for other Safes and/or Preferred Stock, and if the applicable Proceeds are insufficient to permit full payments to the Investor and such other Safes and/or Preferred Stock, the applicable Proceeds will be distributed pro rata to the Investor and such other Safes and/or Preferred Stock in proportion to the full payments that would otherwise be due; and
iii. Senior to payments for Common Stock.

Securities Issued by the SPV

Instead of issuing its securities directly to investors, the Company has decided to issue its securities to the SPV, which will then issue interests in the SPV to investors. The SPV is formed concurrently with the filing of the Form C. Given this, the SPV does not have any financials to report. The SPV is managed by Wefunder Admin, LLC and is a co-issuer with the Company of the securities being offered in this offering. The Company's use of the SPV is intended to allow investors in the SPV to achieve the same economic exposure, voting power, and ability to assert State and Federal law rights, and receive the same disclosures, as if they had invested directly in the Company. While the Issuer may be required to pay an annual administrative fee for the maintenance of the SPV, investors should note the Company's use of the SPV will not result in any additional fees being charged to investors.

The SPV has been organized and will be operated for the sole purpose of directly acquiring, holding and disposing of the Company's securities, will not borrow money and will use all of the proceeds from the sale of its securities solely to purchase a single class of securities of the Company. As a result, an investor investing in the Company through the SPV will have the same relationship to the Company's securities, in terms of number, denomination, type and rights, as if the investor invested directly in the Company.

Voting Rights

If the securities offered by the Company and those offered by the SPV have voting rights, those voting rights may be exercised by the investor or his or her proxy. The applicable proxy is the Lead Investor, if the Proxy (described below) is in effect.

Proxy to the Lead Investor

The SPV securities have voting rights. With respect to those voting rights, the investor and his, her, or its transferees or assignees (collectively, the "Investor"), through a power of attorney granted by Investor in the Investor Agreement, has appointed or will appoint the Lead Investor as the Investor's true and lawful proxy and attorney (the "Proxy") with the power to act alone and with full power of substitution, on behalf of the Investor to: (i) vote all securities related to the Company purchased in an offering hosted by Wefunder Portal, and (ii) execute, in connection with such voting power, any instrument or document that the Lead Investor determines is necessary and appropriate in the exercise of his or her authority. Such Proxy will be irrevocable by the Investor unless and until a successor lead investor ("Replacement Lead Investor") takes the place of the Lead Investor. Upon notice that a Replacement Lead Investor has taken the place of the Lead Investor, the Investor will have five (5) calendar days to revoke the Proxy. If the Proxy is not revoked within the 5-day time period, it shall remain in effect.

Restriction on Transferability

The SPV securities are subject to restrictions on transfer, as set forth in the Subscription Agreement and the Limited Liability Company Agreement of Wefunder SPV, LLC, and may not be transferred without the prior approval of the Company, on behalf of the SPV.

14. Do the securities offered have voting rights?

☐ Yes
☑ No

15. Are there any limitations on any voting or other rights identified above?

See the above description of the Proxy to the Lead Investor.

16. How may the terms of the securities being offered be modified?

Any provision of this Safe may be amended, waived or modified by written consent of the Company and either:

i. the Investor or
ii. the majority-in-interest of all then-outstanding Safes with the same "Post-Money Valuation Cap" and "Discount Rate" as this Safe (and Safes lacking one or both of such terms will be considered to be the same with respect to such term(s)), provided that with respect to clause (ii):
   A. the Purchase Amount may not be amended, waived or modified in this manner,
   B. the consent of the Investor and each holder of such Safes must be solicited (even if not obtained), and
   C. such amendment, waiver or modification treats all such holders in the same manner. "Majority-in-interest" refers to the holders of

the applicable group of Safes whose Safes have a total Purchase Amount greater than 50% of the total Purchase Amount of all of such applicable group of Safes.

Pursuant to authorization in the Investor Agreement between each Investor and Wefunder Portal, Wefunder Portal is authorized to take the following actions with respect to the investment contract between the Company and an investor:

A. Wefunder Portal may amend the terms of an investment contract, provided that the amended terms are more favorable to the investor than the original terms; and

B. Wefunder Portal may reduce the amount of an investor's investment if the reason for the reduction is that the Company's offering is oversubscribed.

Restrictions on Transfer of the Securities Being Offered:

The securities being offered may not be transferred by any purchaser of such securities during the one year period beginning when the securities were issued, unless such securities are transferred:

1. to the issuer;
2. to an accredited investor;
3. as part of an offering registered with the U.S. Securities and Exchange Commission; or
4. to a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a 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.

NOTE: The term "accredited investor" means any person who comes within any of the categories set forth in Rule 501(a) of Regulation D, or who the seller reasonably believes comes within any of such categories, at the time of the sale of the securities to that person.

The term "member of the family of the purchaser or the equivalent" includes a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the purchaser, and includes adoptive relationships. The term "spousal equivalent" means a cohabitant occupying a relationship generally equivalent to that of a spouse.

Description of Issuer's Securities

17. What other securities or classes of securities of the issuer are outstanding? Describe the material terms of any other outstanding securities or classes of securities of the issuer.

Class of Security	Authorized	Outstanding	Voting rights
Common Stock	275000	236500	☑

Class of Security	Total Pool
Warrants	None
Options	41250

Describe any other rights:

The company has not yet authorized preferred stock, which investors in the SAFE (if converted) will receive. Preferred stock has liquidation preferences over common stock.

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18. How may the rights of the securities being offered be materially limited, diluted or qualified by the rights of any other class of security identified above?

The holders of a majority-in-interest of voting rights in the Company could limit the Investor's rights in a material way. For example, those interest holders could vote to change the terms of the agreements governing the Company's operations or cause the Company to engage in additional offerings (including potentially a public offering).

These changes could result in further limitations on the voting rights the Investor will have as an owner of equity in the Company, for example by diluting those rights or limiting them to certain types of events or consents.

To the extent applicable, in cases where the rights of holders of convertible debt, SAFES, or other outstanding options or warrants are exercised, or if new awards are granted under our equity compensation plans, an Investor's interests in the Company may be diluted. This means that the pro rata portion of the Company represented by the Investor's securities will decrease, which could also diminish the Investor's voting and/or economic rights. In addition, as discussed above, if a majority-in-interest of holders of securities with voting rights cause the Company to issue additional equity, an Investor's interest will typically also be diluted.

Based on the risk that an Investor's rights could be limited, diluted or otherwise qualified, the Investor could lose all or part of his or her investment in the securities in this offering, and may never see positive returns.

Additional risks related to the rights of other security holders are discussed below, in Question 20.

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19. Are there any differences not reflected above between the securities being offered and each other class of security of the issuer?

No.

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20. How could the exercise of rights held by the principal shareholders identified in Question 6 above affect the purchasers of the securities being offered?

As holders of a majority-in-interest of voting rights in the Company, **the shareholders** may make decisions with which the Investor disagrees, or that negatively affect the value of the Investor's securities in the Company, and the Investor will have no recourse to change these decisions. The Investor's interests may conflict with those of other investors, and there is no guarantee that the Company will develop in a way that is optimal for or advantageous to the Investor.

For example, **the shareholders** may change the terms of the articles of incorporation for the company, change the terms of securities issued by the Company, change the management of the Company, and even force out minority holders of securities. **The shareholders** may make changes that affect the tax treatment of the Company in ways that are unfavorable to you but favorable to them. They may also vote to engage in new offerings and/or to register certain of the Company's securities in a way that negatively affects the value of the securities the Investor owns. Other holders of securities of the Company may also have access to more information than the Investor, leaving the Investor at a disadvantage with respect to any decisions regarding the securities he or she owns.

The shareholders have the right to redeem their securities at any time. **Shareholders** could decide to force the Company to redeem their **securities** at a time that is not favorable to the Investor and is damaging to the Company. Investors' exit may affect the value of the Company and/or its viability.

In cases where the rights of holders of convertible debt, SAFES, or other outstanding options or warrants are exercised, or if new awards are granted under our equity compensation plans, an Investor's interests in the Company may be diluted. This means that the pro rata portion of the Company represented by the Investor's securities will decrease, which could also diminish the Investor's voting and/or economic rights. In addition, as discussed above, if a majority-in-interest of holders of securities with voting rights cause the Company to issue additional stock, an Investor's interest will typically also be diluted.

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21. How are the securities being offered being valued? Include examples of methods for how such securities may be valued by the issuer in the future, including during subsequent corporate actions.

The offering price for the securities offered pursuant to this Form C has been determined arbitrarily by the Company, and does not necessarily bear any relationship to the Company's book value, assets, earnings or other generally accepted valuation criteria. In determining the offering price, the Company did not employ investment banking firms or other outside organizations to make an independent appraisal or evaluation. Accordingly, the offering price should not be considered to be indicative of the actual value of the securities offered hereby.

The initial amount invested in a SAFE is determined by the investor, and we do not guarantee that the SAFE will be converted into any particular number of **shares of Preferred Stock**. As discussed in Question 13, when we engage in an offering of equity interests involving

Preferred Stock, Investors may receive a number of shares of **Preferred Stock** calculated as either (i) the total value of the Investor's investment, divided by the price of the **Preferred Stock** being issued to new Investors, or (ii) if the valuation for the company is more than the Valuation Cap, the amount invested divided by the quotient of (a) the Valuation Cap divided by (b) the total amount of the Company's capitalization at that time.

Because there will likely be no public market for our securities prior to an initial public offering or similar liquidity event, the price of the **Preferred Stock** that Investors will receive, and/or the total value of the Company's capitalization, will be determined by our **board of directors**. Among the factors we may consider in determining the price of **Preferred Stock** are prevailing market conditions, our financial information, market valuations of other companies that we believe to be comparable to us, estimates of our business potential, the present state of our development and other factors deemed relevant.

In the future, we will perform valuations of our **stock (including both common stock and Preferred Stock)** that take into account, as applicable, factors such as the following:

- unrelated third party valuations;
- the price at which we sell other securities in light of the relative rights, preferences and privileges of those securities;
- our results of operations, financial position and capital resources;
- current business conditions and projections;
- the marketability or lack thereof of the securities;
- the hiring of key personnel and the experience of our management;
- the introduction of new products;
- the risk inherent in the development and expansion of our products;
- our stage of development and material risks related to our business;
- the likelihood of achieving a liquidity event, such as an initial public offering or a sale of our company given the prevailing market conditions and the nature and history of our business;
- industry trends and competitive environment;
- trends in consumer spending, including consumer confidence;
- overall economic indicators, including gross domestic product, employment, inflation and interest rates; and
- the general economic outlook.

We will analyze factors such as those described above using a combination of financial and market-based methodologies to determine our business enterprise value. For example, we may use methodologies that assume that businesses operating in the same industry will share similar characteristics and that the Company's value will correlate to those characteristics, and/or methodologies that compare transactions in similar securities issued by us that were conducted in the market.

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22. What are the risks to purchasers of the securities relating to minority ownership in the issuer?

An Investor in the Company will likely hold a minority position in the Company, and thus be limited as to its ability to control or influence the governance and operations of the Company.

The marketability and value of the Investor's interest in the Company will depend upon many factors outside the control of the Investor. The Company will be managed by its officers and be governed in accordance with the strategic direction and decision-making of its Board Of Directors, and the Investor will have no independent right to name or remove an officer or member of the Board Of Directors of the Company.

Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured.

The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

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23. What are the risks to purchasers associated with corporate actions, including additional issuances of securities, issuer repurchases of securities, a sale of the issuer or of assets of the issuer or transactions with related parties?

Additional issuances of securities. Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured. The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

Issuer repurchases of securities. The Company may have authority to repurchase its securities from shareholders, which may serve to decrease any liquidity in the market for such securities, decrease the percentage interests held by other similarly situated investors to the Investor, and create pressure on the Investor to sell its securities to the Company concurrently.

A sale of the issuer or of assets of the issuer. As a minority owner of the Company, the Investor will have limited or no ability to influence a potential sale of the Company or a substantial portion of its assets. Thus, the Investor will rely upon the executive management of the Company and the Board of Directors of the Company to manage the Company so as to maximize value for shareholders. Accordingly, the success of the Investor's investment in the Company will depend in large part upon the skill and expertise of the executive management of the Company and the Board of Directors of the Company. If the Board Of Directors of the Company authorizes a sale of all or a part of the Company, or a disposition of a substantial portion of the Company's assets, there can be no guarantee that the value received by the Investor, together with the fair market estimate of the value remaining in the Company, will be equal to or exceed the value of the Investor's initial investment in the Company.

Transactions with related parties. The Investor should be aware that there will be occasions when the Company may encounter potential conflicts of interest in its operations. On any issue involving conflicts of interest, the executive management and Board of Directors of the Company will be guided by their good faith judgement as to the Company's best interests. The Company may engage in transactions with affiliates, subsidiaries or other related parties, which may be on terms which are not arm's-length, but will be in all cases consistent with the duties of the management of the Company to its shareholders. By acquiring an interest in the Company, the Investor will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

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24. Describe the material terms of any indebtedness of the issuer:

None.

INSTRUCTION TO QUESTION 24: name the creditor, amount owed, interest rate, maturity date, and any other material terms.

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25. What other exempt offerings has the issuer conducted within the past three years?

Offering date	Exemption	Security type	Amount sold	Use of proceeds
5/2026	Regulation D, 506(b)	SAFE	$83,000	General operations

26. Was or is the issuer or any entities controlled by or under common control with the issuer a party to any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, where the amount involved exceeds five percent of the aggregate amount of capital raised by the issuer in reliance on Section 4(a)(6) of the Securities Act during the preceding 12-month period, including the amount the issuer seeks to raise in the current offering, in which any of the following persons had or is to have a direct or indirect material interest:

1. any director or officer of the issuer;
2. any person who is, as of the most recent practicable date, the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power;

3. if the issuer was incorporated or organized within the past three years, any promoter of the issuer;
4. or any immediate family member of any of the foregoing persons.

- [ ] Yes
- [x] No

For each transaction specify the person, relationship to issuer, nature of interest in transaction, and amount of interest.

FINANCIAL CONDITION OF THE ISSUER

27. Does the issuer have an operating history?

Yes

28. Describe the financial condition of the issuer, including, to the extent material, liquidity, capital resources and historical results of operations.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview of the Business and Financial Condition

Develops remote health monitoring hardware and software ecosystems tailored for older adults; voice-enabled AI solutions for user interaction, productivity, and communication. Pre-revenue since inception.

We are an early-stage company and have incurred operating losses and negative cash flows from operations since inception. We expect to continue to incur operating losses in the near term.

As of October 23, 2026, we had cash and cash equivalents of approximately $32,271.

Our ability to continue operations is dependent on managing our expenses and, if necessary, obtaining additional financing.

This discussion should be read in conjunction with the financial statements and related notes included in this offering statement.

Business and Operating Uncertainty

Our business operates in an environment subject to various risks, uncertainties, and changing conditions, which makes it difficult to evaluate our business, financial condition, and prospects and may limit the comparability of our results of operations from period to period.

Financial Condition

As of December 31, 2025, our total assets were $18,076 and our current and non-current liabilities, as reflected in available financial statement fields, were $96,518.

Our financial statements reflect an early-stage company with limited operating history. Investors should not place undue reliance on historical financial information given the company's limited operating history and the likelihood that future results will differ from historical results.

Liquidity and Capital Resources

As of December 31, 2025, we had cash and cash equivalents of approximately $18,076.

Based on our current operations, we have a monthly net cash burn of approximately $21,000.

Our monthly net cash burn or profit may vary significantly from month to month due to the timing of receipts and expenditures and other short-term factors. As a result, period-to-period comparisons may not be meaningful.

Based on our current plan, we do not expect to have sufficient cash to fund operations for at least the next 12 months. The main drivers of our limited runway include:

- Buying inventory or other direct costs

Our historical operations have been funded primarily through external financing.

Liquidity Assumptions

Our assessment of our liquidity and ability to fund operations is not a projection and is based on current assumptions regarding operating expenses, cash requirements, and capital needs. These assumptions may change, and actual results may differ materially due to changes in operating conditions, timing of receipts and payments, and other factors.

Dependence on Additional Financing

There can be no assurance that additional financing will be available on acceptable terms, or at all. If we are unable to raise additional capital when needed, we may be required to materially reduce or suspend operations.

Indebtedness and Capital Structure

As of the date of this offering statement, we did not have any outstanding indebtedness.

(For the avoidance of doubt, SAFEs are not treated as indebtedness.)

During the past three years, we have conducted exempt offerings, resulting in the issuance of securities in aggregate amounts of approximately $83,000. The founder has also added contributions of approximately $116,865.00 to the company as well.

Known Trends, Events, and Uncertainties

Management is not currently aware of any known trends, events, or uncertainties that are reasonably likely to have a material adverse effect on our financial condition or results of operations over the next 12 months.

The absence of a discussion of any particular trend, event, or uncertainty should not be interpreted to mean that such matters do not exist; rather, it reflects management's judgment based on information currently available.

Changes Since the Date of the Financial Statements

There have been no material changes in our operations or financial condition since the date of the financial statements included in this offering.

Impact of This Offering

The proceeds from this offering are expected to be used to execute the commercial launch of Kiwi 1, our AI-powered senior health wearable, and to prove product-market fit in the CCRC market before scaling nationally. The timing and extent of our use of proceeds will depend on the amount of proceeds raised and future operating conditions. Additional detail regarding our planned use of proceeds is provided in Item 10 of this Form C.

There can be no assurance that the proceeds of this offering will be sufficient to fund our operations or achieve our business objectives.

Certain information relevant to understanding our financial condition and liquidity is presented elsewhere in this offering statement, including in the financial statements, related notes, and the sections describing indebtedness and prior financings.

Forward-Looking Statements

This discussion contains forward-looking statements that are based on management's current expectations and assumptions. Actual results may differ materially from those expressed or implied by these statements.

FINANCIAL INFORMATION

29. Include financial statements covering the two most recently completed fiscal years or the period(s) since inception, if shorter:

Refer to Appendix C, Financial Statements.

I, Don Yansen, certify that:

(1) the financial statements of Kiwi Voice Assistant, Inc. included in this Form are true and complete in all material respects; and

(2) the tax return information of Kiwi Voice Assistant, Inc. included in this Form reflects accurately the information reported on the tax return for Kiwi Voice Assistant, Inc. filed for the most recently completed fiscal year.

Don Yansen

Don Yansen
CEO

STAKEHOLDER ELIGIBILITY

30. With respect to the issuer, any predecessor of the issuer, any affiliated issuer, any director, officer, general partner or managing member of the issuer, any beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, any promoter connected with the issuer in any capacity at the time of such sale, any person that has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with such sale of securities, or any general partner, director, officer or managing member of any such solicitor, prior to May 16, 2016:

(1) Has any such person been convicted, within 10 years (or five years, in the case of issuers, their predecessors and affiliated issuers) before the filing of this offering statement, of any felony or misdemeanor:

i. in connection with the purchase or sale of any security? ☐ Yes ☑ No

ii. involving the making of any false filing with the Commission? ☐ Yes ☑ No

iii. arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities? ☐ Yes ☑ No

(2) Is any such person subject to any order, judgment or decree of any court of competent jurisdiction, entered within five years before the filing of the information required by Section 4A(b) of the Securities Act that, at the time of filing of this offering statement, restrains or enjoins such person from engaging or continuing to engage in any conduct or practice:

i. in connection with the purchase or sale of any security? ☐ Yes ☑ No

ii. involving the making of any false filing with the Commission? ☐ Yes ☑ No

iii. arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities? ☐ Yes ☑ No

(3) Is any such person subject to a final order of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that:

i. at the time of the filing of this offering statement bars the person from:

A. association with an entity regulated by such commission, authority, agency or officer? ☐ Yes ☑ No

B. engaging in the business of securities, insurance or banking? ☐ Yes ☑ No

C. engaging in savings association or credit union activities? ☐ Yes ☑ No

ii. constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative or deceptive conduct and for which the order was entered within the 10-year period ending on the date of the filing of this offering statement? ☐ Yes ☑ No

(4) Is any such person subject to an order of the Commission entered pursuant to Section 15(b) or 15B(c) of the Exchange Act or Section 203(e) or (f) of the Investment Advisers Act of 1940 that, at the time of the filing of this offering statement:

i. suspends or revokes such person's registration as a broker, dealer, municipal securities dealer, investment adviser or funding portal? ☐ Yes ☑ No

ii. places limitations on the activities, functions or operations of such person? ☐ Yes ☑ No

iii. bars such person from being associated with any entity or from participating in the offering of any penny stock? ☐ Yes ☑ No

(5) Is any such person subject to any order of the Commission entered within five years before the filing of this offering statement that, at the time of the filing of this offering statement, orders the person to cease and desist from committing or causing a violation or future violation of:

i. any scienter-based anti-fraud provision of the federal securities laws, including without limitation Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act, Section 15(c)(1) of the Exchange Act and Section 206(1) of the Investment Advisers Act of 1940 or any other rule or regulation thereunder? ☐ Yes ☑ No

ii. Section 5 of the Securities Act? ☐ Yes ☑ No

(6) Is any such person suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade? ☐ Yes ☑ No

(7) Has any such person filed (as a registrant or issuer), or was any such person or was any such person named as an underwriter in, any registration statement or Regulation A offering statement filed with the Commission that, within five years before the filing of this offering statement, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is any such person, at the time of such filing, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued? ☐ Yes ☑ No

(8) Is any such person subject to a United States Postal Service false representation order entered within five years before the filing of the information required by Section 4A(b) of the Securities Act, or is any such person, at the time of filing of this offering statement, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations? ☐ Yes ☑ No

If you would have answered "Yes" to any of these questions had the conviction, order, judgment, decree, suspension, expulsion or bar occurred or been issued after May 16, 2016, then you are NOT eligible to rely on this exemption under Section 4(a)(6) of the Securities Act.

OTHER MATERIAL INFORMATION

31. In addition to the information expressly required to be included in this Form, include:

- (1) any other material information presented to investors; and

- (2) such further material information, if any, as may be necessary to make the required statements, in light of the circumstances under which they are made, not misleading.

The Lead Investor. As described above, each Investor that has entered into the Investor Agreement will grant a power of attorney to make voting decisions on behalf of that Investor to the Lead Investor (the "Proxy"). The Proxy is irrevocable unless and until a Successor Lead Investor takes the place of the Lead Investor, in which case, the Investor has a five (5) calendar day period to revoke the Proxy. Pursuant to the Proxy, the Lead Investor or his or her successor will make voting decisions and take any other actions in connection with the voting on Investors' behalf.

The Lead Investor is an individual that is chosen to act in the role of Lead Investor on behalf of Investors that have a Proxy in effect. The Lead Investor will be chosen by the Company and approved by Wefunder Inc. and the identity of the initial Lead Investor will be disclosed to Investors before Investors make a final investment decision to purchase the securities related to the Company.

The Lead Investor can quit at any time or can be removed by Wefunder Inc. for cause or pursuant to a vote of investors as detailed in the Lead Investor Agreement. In the event the Lead Investor quits or is removed, the Company will choose a Successor Lead Investor who must be approved by Wefunder Inc. The identity of the Successor Lead Investor will be disclosed to Investors, and those that have a Proxy in effect can choose to either leave such Proxy in place or revoke such Proxy during a 5-day period beginning with notice of the replacement of the Lead Investor.

The Lead Investor will not receive any compensation for his or her services to the SPV. The Lead Investor may receive compensation if, in the future, Wefunder Advisors LLC forms a fund ("Fund") for accredited investors for the purpose of investing in a non-Regulation Crowdfunding offering of the Company. In such circumstances, the Lead Investor may act as a portfolio manager for that Fund (and as a supervised person of Wefunder Advisors) and may be compensated through that role.

Although the Lead Investor may act in multiple roles with respect to the Company's offerings and may potentially be compensated for some of its services, the Lead Investor's goal is to maximize the value of the Company and therefore maximize the value of securities issued by or related to the Company. As a result, the Lead Investor's interests should always be aligned with those of Investors. It is, however, possible that in some limited circumstances the Lead Investor's interests could diverge from the interests of Investors, as discussed in section 8 above.

Investors that wish to purchase securities related to the Company through Wefunder Portal must agree to give the Proxy described above to the Lead Investor, provided that if the Lead Investor is replaced, the Investor will have a 5-day period during which he or she may revoke the Proxy. If the Proxy is not revoked during this 5-day period, it will remain in effect.

Tax Filings. In order to complete necessary tax filings, the SPV is required to include information about each investor who holds an interest in the SPV, including each investor's taxpayer identification number ("TIN") (e.g., social security number or employer identification number). To the extent they have not already done so, each investor will be required to provide their TIN within the earlier of (i) two (2) years of making their investment or (ii) twenty (20) days prior to the date of any distribution from the SPV. If an investor does not provide their TIN within this time, the SPV reserves the right to withhold from any proceeds otherwise payable to the Investor an amount necessary for the SPV to satisfy its tax withholding obligations as well as the SPV's reasonable estimation of any penalties that may be charged by the IRS or other relevant authority as a result of the investor's failure to provide their TIN. If applicable, the Company may also be required to pay Wefunder certain fees for the preparation of tax filings. Such fees and the Company's obligation to deliver required tax documents are further specified in the related Tax Services Agreement ("TSA").

Investors should carefully review the terms of the SPV Subscription Agreement for additional information about tax filings.

Potential Dissolution of the SPV. The Company has agreed that it will pay an administrative fee and / or certain tax fees to Wefunder, in addition to delivering required tax information in the manner prescribed by the TSA, where applicable. Failure to pay such fees or provide Wefunder with required tax information could result in the dissolution of the SPV (an "SPV Dissolution Event"). Subsequent to an SPV Dissolution Event, the securities held by the SPV would be distributed directly and proportionally to the individual investors. This could create administrative complexities, as investors would need to manage the securities themselves rather than having them held and administered by the SPV. Additionally, the unplanned distribution of securities may not align with investors' intended investment strategy or asset allocation.

Upon an SPV Dissolution Event, the Investor hereby consents to and agrees to accept direct assignment of the SPV's rights and obligations under any investment agreements between the SPV and the Company that is located in the Form C or C/A offering materials. The Investor acknowledges they will be bound by all terms and conditions of such agreements as if they were an original party thereto.

ONGOING REPORTING

32. The issuer will file a report electronically with the Securities & Exchange Commission annually and post the report on its website, no later than:

120 days after the end of each fiscal year covered by the report.

33. Once posted, the annual report may be found on the issuer's website at:

https://kiwibracelet.com/|invest

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

1. the issuer is required to file reports under Exchange Act Sections 13(a) or 15(d);
2. the issuer has filed at least one annual report and has fewer than 300 holders of record;
3. the issuer has filed at least three annual reports and has total assets that do not exceed $10 million; or
4. the issuer or another party purchases or repurchases all of the securities issued pursuant to Section 4(a)(6), including any payment in full of debt securities or any complete redemption of redeemable securities; or the issuer liquidates or dissolves in accordance with state law.

APPENDICES

Appendix A: Business Description & Plan

Appendix B: Investor Contracts

- SPV Subscription Agreement
- SAFE (Simple Agreement for Future Equity)

Appendix C: Financial Statements

- Financials 1

Appendix D: Director & Officer Work History

- Allen Armstrong
- Carson Miller
- Don Yansen

Appendix E: Supporting Documents

- Series Appendix — Kiwi Voice Assistant II
- Wefunder SPV, LLC Agreement

Signatures

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

The issuer certifies that it has established means to keep accurate records of the holders of the securities it would offer and sell through the intermediary's platform.

The following documents will be filed with the SEC:

Cover Page XML

Offering Statement (this page)

Appendix A: Business Description & Plan

Appendix B: Investor Contracts

- SPV Subscription Agreement
- SAFE (Simple Agreement for Future Equity)

Appendix C: Financial Statements

- Financials 1

Appendix D: Director & Officer Work History

- Allen Armstrong

Carson Miller

Don Yansen

Appendix E: Supporting Documents

Series Appendix — Kiwi Voice Assistant II

Wefunder SPV, LLC Agreement

Wefunder Portal will review the information you provide before we agree to submit a Form C to the SEC. Our review is designed to assess whether the information you have provided is complete and not inaccurate, misleading or otherwise fraudulent. Despite our review, the company submitting this Form C may be held responsible for all information provided through it, and for ensuring that the information it submits is not false or misleading in any material way and does not omit any information that would cause the information included to be false or misleading. By submitting your Form C to us, you acknowledge this. You also agree to provide any additional information or clarification we may request from you so that the Form C we submit on your behalf, in our reasonable, good faith review, does not contain incorrect information. Wefunder Portal will not submit a Form C that we believe, in our sole discretion, omits material information or contains false or misleading information. As a result, there is no guarantee that we will submit a Form C on your behalf.

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

The issuer certifies that it has established means to keep accurate records of the holders of the securities it would offer and sell through the Form C.

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

I authorize Wefunder Portal to submit a Form C to the SEC based on the information I provided through this online form and my company's Wefunder profile.

As an authorized representative of the company, I appoint Wefunder Portal as the company's true and lawful representative and attorney-in-fact, in the company's name, place and stead to make, execute, sign, acknowledge, swear to and file a Form C, any future non-material Form C-A, any future Form C-U, and any future Form C-W on the company's behalf. This power of attorney is coupled with an interest and is irrevocable. The company hereby waives any and all defenses that may be available to contest, negate or disaffirm the actions of Wefunder Portal taken in good faith under or in reliance upon this power of attorney.

Before you click on the button below, please review the information you have provided carefully.

We strongly recommend you have your company's lawyer review the information as well. The company submitting this Form C is responsible for all information provided through it, and for ensuring that the information it submits is not false or misleading in any material way and does not omit any information that would cause the information included to be false or misleading.

☑ I verify the Form C is 100% accurate

☑ I agree to the Wefunder Listing Agreement

☑ I agree to the Investor Representative Proxy Agreement

☑ I agree to the Rule 3a-9 Undertakings Agreement

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

Kiwi Voice Assistant, Inc.

By

Don E. Yansen

Founder

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

Don E. Yansen

Founder

11/19/2026

Carson Miller

CFO

11/19/2026

Allen Edgar Armstrong

Secretary

11/19/2026

The Form C must be signed by the issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least a majority of the board of directors or persons performing similar functions.