

SUMMARY OF TERMS OF PROPOSED PRIVATE PLACEMENT OFFERING
BY
EQUITY PERFORMANCE SCIENCES, LLC

Issuer:	Equity Performance Sciences, LLC (EPS), a Rhode Island limited liability company (the “ <i>Company</i> ”)
Purchasers:	Accredited Investors
Amount of Offering:	\$5,000,000
Pre-Money Valuation:	\$25,000,000
Securities Offered:	Five Million (5,000,000) common LLC units of the Company (the “Units”)
Capitalization:	If all of the Units offered are purchased, the Purchasers will own the following percentages of all LLC membership units, on a fully-diluted basis, as of the Closing as follows: Existing members: 80% Investors: 20%
Purchase Price:	\$1.00 per Unit with an expected purchase of Five Million (5,000,000) Units (\$5,000,000); provided, however, that the Company reserves the right to accept less than the \$200,000 minimum purchase amount from one or more investors.
Minimum Investment:	\$200,000 (may be waived by the Company in its sole discretion)
Payment of Purchase Price:	Upon execution of the Subscription and Securities Purchase Agreement (the “Purchase Agreement”), Investor Questionnaire and Signature Pages to the Company’s Amended and Restated Operating Agreement, the total purchase price which is non-refundable, subject to applicable state law.
Membership in the Company:	No investor shall become a member of the Company until such investor pays the full amount of the purchase price.
Transferability of Units:	Transfer of the Units are subject to restrictions based on (a) federal and state securities laws, (b) a right of first refusal in favor of the Company and the other Members (as described in the Company’s Amended and Restated Operating Agreement (the “Operating Agreement”) and (c) the other terms and conditions of the Operating Agreement.
Preemptive Rights:	Owners of the Units will have certain preemptive rights to purchase certain new issuances of equity by the Company, subject to certain exceptions and the terms and conditions of the Operating Agreement.

Information Rights:	Owners of the Units will have the right to receive Company information and reports as described in the Operating Agreement.
Voting Rights:	All shares have the same voting rights.
Conversion:	The Company has the right to convert into a corporation should its Manager deem it advisable. In such event, owners of Units would receive capital stock substantially economically equivalent to the Units as described in the Operating Agreement.
Operating Agreement:	The Units will be subject to the terms and conditions of the Operating Agreement for the Company which should be reviewed thoroughly by each prospective investor prior to purchasing any Units of the Company.
Expiration Date:	The offering will expire on December 31, 2019, unless extended by the Company.
Use of Proceeds:	<p><u>Annual Costs:</u></p> <p>Full-Time Professionals: \$1,316,250 Part-Time Consultants: \$310,000 Sales & Marketing: \$424,000 Office & Operations: \$120,000 Professional Services: \$144,000 Recruitment Costs: \$100,000</p> <p>Total Annual Costs: \$2,404,250 ... for Two (2) Years: \$4,808,500</p> <p>Capital for next Raise: \$100,000 Startup Equipment: \$85,000</p> <p>Total Capital Needed: \$4,993,500</p>
Placement Agent:	The Company may elect to sell Units through placement agents who are registered broker dealers with customary commission payments paid out of the proceeds of the offering.