

**LASERSCULPT, INC.**

**Private Placement Offering – Principal Terms**

<b>Offeror:</b>	LaserSculpt, Inc. (the “Company”), a newly-formed Delaware corporation
<b>Securities Being Offered:</b>	Units, each comprised of (a) a 10% Convertible Debenture in the original stated principal amount of \$100,000 and subject to conversion into shares of the Company’s common stock (“Common Stock”), par value \$0.0001 per share, at a conversion price of \$1.00 per share and (b) a 5-year Warrant to purchase 50,000 shares of Common Stock at an exercise price of \$1.50 per share
<b>Offering Price Per Unit:</b>	\$100,000.00
<b>Maximum Offering:</b>	30 Units or \$3,000,000.00
<b>Terms of Convertible Debentures:</b>	<p><u>Original Stated Principal Amount:</u> \$100,000.00</p> <p><u>Maturity Date:</u> Second anniversary of date of issuance</p> <p><u>Interest:</u> 10% per annum, payable on first anniversary of date of issuance and on maturity</p> <p><u>Conversion Features:</u></p> <p><i>Voluntary:</i> Convertible Debentures will be convertible at the option of the holder at a conversion price of \$1.00 per share of Common Stock issued upon such conversion (with such conversion price being subject to adjustment upon a stock split, reverse stock split or similar event)</p> <p><u>Prepayment:</u> The Company may prepay any Convertible Debenture, in whole or in part from time to time, upon at least 30-days’ prior notice to the holder thereof.</p>
<b>Terms of Warrants:</b>	<p><u>Duration:</u> Five (5) years from date of issuance</p> <p><u>Coverage:</u> Each Warrant to entitle the holder thereof to purchase 50,000 shares of Common Stock at an exercise price per share of \$1.50 (with such exercise price being subject to adjustment upon a stock split, reverse stock split or similar event)</p>
<b>Current Capitalization:</b>	<u>Authorized capital stock:</u> 50 million, of which 40 million are designated as shares of Common Stock and 10 million are

	<p>designated as “blank check” preferred stock, par value \$0.0001 per share</p> <p><u>Shares – issued and outstanding or reserved for issuance:</u></p> <ul style="list-style-type: none"> <li>• an aggregate of 14 million shares of Common Stock have been issued and are held by management of the Company or affiliates thereof</li> <li>• an additional 2.8 million shares of Common Stock have been reserved for issuance as incentive compensation to be provided to directors, officers, employees and consultants of the Company or its subsidiaries under an incentive plan to be adopted by the Company</li> </ul>
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