

EnergyCite, Inc.

Residential Energy Management System & Smart Utilities Metering

Private Placement Offering Memorandum

\$5,000,000.00
1,666,667 Shares @ \$3.00 Ea.

August 20, 2018

EnergyCite, Inc.
204 West Spear Street 3779
Carson City, Nevada 89703
Tel: +1-916-482-2000

<http://energycite.com>

**The Date of this Memorandum is August 20, 2018
Private Offering Memorandum On-line by invitation**

CONFIDENTIAL PRIVATE OFFERING MEMORANDUM

EnergyCite, Inc.

\$5,000,000

Common Stock

1,666,667 Shares at \$3.00 Per Share

Minimum Unit Investment: 8,334 Shares (\$25,002.00)

For Accredited or Sophisticated Investors Only

Energycite, Incorporated is a Nevada Corporation with administrative, engineering and production offices in Carmichael, California, formed in June 2018. The company is engaged in the design, development, commercialization and marketing of various electronic products in the field of home automation, energy conservation and state-of-the-art electronic utility metering systems for use by electric, gas and water utility customers.

Energycite, Inc. is a late stage investment grade development company preparing to launch its products and services. The company strives to position itself for a future acquisition by a major industry player or an IPO in the 2020-2022 time frame.

Energycite Inc.'s business model produces strong recurring revenue based on licensing fees paid by utility companies to practice our patents, subscription services fees paid by consumers, financial transaction fees, and product sales based on our rich suite of energy conservation IoT and smart meter-smart home [catalogue of products](#).

The company is being built on work originally conducted by USCL Corporation from 2001 through 2010. USCL discontinued its business operations in 2010 due to the devastation of the private and VC investment capital markets after the 2008 world economic crisis. USCL was a private corporation privately funded through ["family & friends" investors](#).

Over a ten year period approximately \$2.9 million dollars was invested into USCL as seed capital by these "family and friends" investors. Approximately \$225,000 was contributed by Tom and Emily Tamarkin as recorded on the USCL financial statements.

At the time of the closing of this offering 10% of the then outstanding shares of Energycite, excluding Tom & Emily Tamarkin, will be issued to the past shareholders of USCL prorata

to each USCL shareholders contribution to the capital stock of USCL. This 10% block of Energycite, Inc. shares will be class B non-voting common stock shares.

USCL branded its developing technology and services as Energycite. USCL received a United States Patent and Trademark Office issued trademark on EnergyCite. The Energycite trademark as lapsed. It will be renewed by EnergyCite, Inc. as registered owner.

Tom Tamarkin is the principal inventor of [three granted U.S. patents](#), numbers 7,379,791, 8,306,668, and 8,639,390 which have been [assigned](#) to Energycite, Inc contemporaneously with the filing of the SEC form D noticing this security offering, August 24, 2018

The Company's EMS-2020 energy management system has been designed for residential and small business use. The product line is currently in the preproduction final design stage with working models at the Company's California office.

The Company's principal investment objectives are:

1. Complete the commercialization of the Company's patented proprietary EMS-2020 system and the commencement of field trials and efficacy studies by partnering with utility companies and the United States Department of Energy.
2. Execute the product launch in dual marketing channels.

The Company is offering 1,666,667 shares of Common Stock, ("the shares"), for a purchase price of \$3.00 per Share. This constitutes 45% of the company once fully subscribed. See "DESCRIPTION OF CAPITAL STOCK."

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURTIES AND EXCHANGE COMMISSION NOR HAS THE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS INACCURATE AND CRIMINAL.

(1) This offering will terminate on August 20, 2019, unless extended by the Company for up to an additional 180 days (the Sales Termination Date). There is no requirement that any minimum number of shares be sold and therefore no escrow will be established for subscription funds. Subscription funds may be deposited by the Company directly into its operating account for use as described in this Memorandum. See "TERMS OF OFFERING" and "USE OF PROCEEDS."

(2) The shares will be offered on a "best-efforts" basis by the officers, employees, directors, and shareholders of the Company, and may be offered by independent referral sources and through broker-dealers selected by the Company who are registered members of the National Association of Securities Dealers, Inc. ("NASD"). Referral fees may be paid to finders and selling commissions may be paid to registered broker-dealers, in the form of

cash, stock options, warrants and shares of the Company's common Stock, for sales of Shares made through or by them. The Company will indemnify participating broker-dealers, if any, with respect to disclosures made in this Memorandum. See "PLAN OF DISTRUBUTION."

(3) The amounts shown are before deducting organizational and offering costs to the Company, which include legal, accounting, printing, due diligence, marketing, selling, and other costs incurred in the offering and sales of the Shares.

(4) The shares will be sold only to accredited and a limited number of non-accredited but sophisticated investors as those terms are used in Regulation D rule 504 promulgated under the Securities Act of 1933, as amended. The Company has the option at its sole discretion to accept less than the minimum investment from a limited number of subscribers. The Company also has the option in its sole discretion to increase the maximum amount of this initial offering of shares by up to an additional \$500,000 for a total maximum offering of \$5,500,000 consistent with the extension provision of paragraph one above.

STATE NOTICE REQUIREMENTS

NOTICE REQUIREMENTS IN STATES WHERE SHARES MAY BE SOLD ARE AS FOLLOWS:

1. **FOR CALIFORNIA RESIDENTS:** THE SALE OF THE SECURITIES WHICH ARE THE SUBJECT OF THIS OFFERING HAS NOT BEEN QUALIFIED WITH THE COMMISSIONER OF CORPORATIONS OF THE STATE OF CALIFORNIA AND IS BEING MADE PURSUANT TO THE EXEMPTION FROM QUALIFICATION UNDER THE NATIONAL SECURITIES MARKET IMPROVEMENT ACT OF 1996 OR, IN THE ALTERNATIVE, PURSUANT TO THE EXEMPTION AVAILABLE IN SECTION 25102(f) OF THE CALIFORNIA CORPORATIONS CODE FOR PRIVATE PLACEMENTS.
2. **FOR FLORIDA RESIDENTS:** THESE SECURITIES HAVE NOT BEEN REGISTERED WITH THE FLORIDA DIVISION OF SECURITIES. EACH FLORIDA RESIDENT WHO SUBSCRIBES FOR THE PURCHASE OF SECURITIES HEREIN HAS THE RIGHT, PURSUANT TO SECTION 517.061(11)(a)(5) OF THE FLORIDA SECURITIES ACT, TO WITHDRAW SUCH SUBSCRIPTION FOR SUCH PURCHASE AND RECEIVE A FULL REFUND OF ALL MONIES PAID WITHIN THREE BUSINESS DAYS AFTER THE EXECUTION OF THE SUBSCRIPTION AGREEMENT OR PAYMENT FOR THE PURCHASE HAS BEEN MADE, WHICHEVER IS LATER. WITHDRAWAL WILL BE WITHOUT ANY FURTHER LIABILITY TO ANY PERSON. TO ACCOMPLISH THIS WITHDRAWAL, A SUBSCRIBER NEED ONLY SEND A LETTER OR TELEGRAM TO THE COMPANY AT ITS ADDRESS SET FORTH IN THE TEXT OF THIS MEMORANDUM INDICATING THE SUBSCRIBER'S INTENTION TO WITHDRAW. SUCH LETTER OR TELEGRAM SHOULD BE SENT AND POSTMARKED PRIOR TO THE END OF THE AFOREMENTIONED THIRD BUSINESS DAY. IT IS ADVISABLE TO SEND SUCH LETTER BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED TO ENSURE THAT IT IS RECEIVED AND ALSO TO EVIDENCE THE TIME IT WAS MAILED. IF THE REQUEST IS MADE ORALLY (IN PERSON OR BY TELEPHONE TO THE COMPANY AT THE NUMBER LISTED IN THE TEXT OF THIS MEMORANDUM, A WRITTEN CONFIRMATION THAT THE REQUEST HAS BEEN RECEIVED SHOULD BE REQUESTED.

SEE THE SUBSCRIPTION AGREEMENT FOR OTHER STATE NOTICES, IF APPLICABLE.

THE OFFER AND SALE OF THE SHARES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"). NO SHARES MAY BE RESOLD, ASSIGNED OR OTHERWISE TRANSFERRED UNLESS A REGISTRATION STATEMENT UNDER THE ACT IS IN EFFECT, OR THE COMPANY HAS RECEIVED EVIDENCE SATISFACTORY TO IT THAT SUCH TRANSFER DOES NOT INVOLVE A TRANSACTION REQUIRING REGISTRATION UNDER THE ACT AND IS IN COMPLIANCE WITH THE ACT.

THE SHARES HAVE NOT BEEN QUALIFIED UNDER CERTAIN STATE SECURITIES LAWS IN RELIANCE UPON THE APPLICABLE EXEMPTIONS FROM REGISTRATION FOR PRIVATE OFFERS AND SALES OF SECURITIES. NO SHARES MAY BE SOLD, ASSIGNED OR OTHERWISE TRANSFERRED UNLESS THE COMPANY HAS RECEIVED EVIDENCE SATISFACTORY TO IT THAT SUCH TRANSFER DOES NOT INVOLVE A TRANSACTION REQUIRING QUALIFICATION UNDER SAID STATE SECURITIES LAWS AND IS IN COMPLIANCE WITH SUCH LAWS.

THIS MEMORANDUM IS NOT KNOWN TO CONTAIN AN UNTRUE STATEMENT OF A MATERIAL FACT, NOR TO OMIT MATERIAL FACTS WHICH IF OMITTED, WOULD MAKE THE STATEMENTS HEREIN MISLEADING. IT CONTAINS A FAIR SUMMARY OF THE MATERIAL TERMS OF DOCUMENTS PURPORTED TO BE SUMMARIZED HEREIN. HOWEVER, THIS IS A SUMMARY ONLY AND DOES NOT PURPORT TO BE COMPLETE. ACCORDINGLY, REFERENCE SHOULD BE MADE TO THE CERTIFICATION OF RIGHTS, PREFERENCES AND PRIVILEGES AND OTHER DOCUMENTS REFERRED TO HEREIN, COPIES OF WHICH ARE ATTACHED HERETO OR WILL BE SUPPLIED UPON REQUEST, FOR THE EXACT TERMS OF SUCH AGREEMENTS AND DOCUMENTS.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION IN ANY JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION WOULD BE UNLAWFUL. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS CONCERNING THE COMPANY OTHER THAN THOSE CONTAINED IN THIS MEMORANDUM, AND IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON.

PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS MEMORANDUM, OR OF ANY PRIOR OR SUBSEQUENT COMMUNICATIONS FROM THE COMPANY OR ANY OF ITS EMPLOYEES, AGENTS OR AFFILIATES, AS INVESTMENT, LEGAL, FINANCIAL OR TAX ADVICE. EACH INVESTOR SHOULD CONSULT THE INVESTOR'S OWN COUNSEL, ACCOUNTANT AN OTHER PROFESSIONAL ADVISORS AS TO LEGAL, TAX AND OTHER RELATED MATTERS CONCERNING THE INVESTOR'S INVESTMENT.

THE PRIVATE PLACEMENT OF THESE SECURITIES IS BEING MADE IN RELIANCE ON THE EXEMPTION FROM REGISTRATION AVAILABLE IN RULE 504 OF REGULATION D OF THE FEDERAL SECURITIES ACT OF 1933 AS AMENDED AND PURSUANT TO THE NATIONAL SECURITES MARKET IMPROVEMENT ACT OF 1996.

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Energycite Incorporated

PRIVATE PLACEMENT OFFERING MEMORANDUM

August 20, 2018

THE SECURITIES OFFERED BY THIS PRIVATE OFFERING CIRCULAR ARE OFFERED IN RELIANCE UPON EXEMPTION FROM REGISTRATION PURSUANT TO REGULATION D, RULE 504 OF THE FEDERAL SECURITIES ACT OF 1933 AS AMENDED. THEREFORE, THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, THE SECURITIES ACT OF THE STATE OF NEVADA, OR THE SECURITIES LAW OF ANY OTHER STATE.

This private offering memorandum represents one of a limited number of counterparts prepared by Energycite, Inc. for qualified investors.

No person has been authorized to give any information or to make any representation to the contrary of that which is contained in this private offering memorandum. If given or made, such information or representation must not be relied upon as having been authorized unless, at the company's consent, additional information is furnished to the offeree or representative thereof.

This memorandum is intended solely for the use of the person to whom it is addressed. Its reproduction or circulation to other persons or parties has not been authorized. The receipt of this memorandum constitutes the agreement of the offeree to return it to the company in the event the offer is not accepted within 30 days or immediately upon the company's request.

The Company:

Energycite, Inc. is a Nevada Corporation engaged in the business of developing, manufacturing, and marketing a proprietary residential and small business energy management system meant to help consumers and small business reduce electricity and in the future, gas and water bills. The company's founder, Tom D. Tamarkin, is the principal inventor of granted U.S. patents number 7,379, 791, 8,306,668, and 8,639,390. These patents have been assigned to Energycite, Inc. The company plans to file for additional patents on key portions of its novel systems and financial transactions topology. As of August 2018, the company is planning to launch its products for use in the electricity energy management area. In the future natural gas and water management features will be provided as the population of gas and water smart meters with compatible wireless communications technology matures.

Today 75 million homes in America have smart meters. By 2022 there will be over 100 million.

Utility companies realize that smart meters solve many of their problems including power outage detection, demand response management, remote service connect/disconnect, power factor monitoring, implementation of multi-variable rate tariffs, reduction of meter reading costs, and, in theory, increased customer satisfaction. The favorable economics to utilities has driven nationwide deployment of smart meters at a rapid rate.

Tom Tamarkin filed an [amicus curiae](#) or technical “friend of the court brief” with the California Public Utilities Commission (CPUC) in 2005. A year later, Tom provided Southern California Edison a design specification and prototype of a [revolutionary smart meter](#) as required by the CPUC. Tom’s smart meter design specification became the industry benchmark standard.

Thanks to Tom’s efforts, smart meters aren’t just a breakthrough for utility companies. Inside every smart meter is a hidden ZigBee radio unit designed to communicate power data with the consumer and automatic control devices. The same ZigBee technology that many home automation systems use today. This radio allows the customer to see their instantaneous and accumulated power use and up to the second costs. Valuable information such as variable rate structures, based on accumulated tiers, time of use, and peak demand, are automatically calculated and displayed, if the consumer has the technology to connect to the meter.

Tom first [proposed the ZigBee](#) radio specification, IEEE 802,15,4, as part of his work with Southern California Edison in 2006. Through OpenAMI this was driven to become the industry standard.

However, very few if any utilities are telling this to their customers.

The data sent to the customer by this ZigBee radio is the same data the utility receives from the meter and uses to bill the customer. However, the customer has the capability to receive up to the second data whereas the utility receives aggregated data every 24 hours at best. When this real time data is coupled with data residing in the utility’s billing system, the customer has an exact record of all charges including taxes, offsets, and assessments, as well as the synchronization of the ending of the previous billing period and beginning of the current billing period. This can be displayed anytime, anywhere, by a smart phone and the EnergyCite app.

Tom Tamarkin has been granted [7 patents worldwide](#) on this system topology whereby utility billing data, real time power data and the display and control of power are integrated. In recognition of his work, Tom Tamarkin was named a [Top 50 Industry Pioneer](#). Whereas some companies (Nest Labs Thermostat & Honeywell as examples) offer smart home systems which control lights, appliances, thermostats, and the like, none of these

systems communicates directly with the utility through the smart meter; nor do the smart learning communicating thermostats. They only receive price and control signals from the utility; not information derived from the smart meter and utility billing computers.

In order for these other companies to offer this real time energy management system technology they would have to develop relationships with the utility companies and practice our patents on an equitable basis or face infringement litigation.

Some utilities do offer account profiles on line but the power use data is based on a 24 hour period from data that's one to three days old. This cannot be used to monitor and control real time power usage.

EnergyCite's Home Automation Gateway allows utility customers to connect their smart meter's radio to a computer, tablet or mobile device that has the EnergyCite app. Additionally, specific loads such as air conditioners, appliances, pool motors, etc., can be remotely controlled by the customer, based on the total amount of power the house is using in real time.

EnergyCite's [home automation products](#) automate the process to insure energy usage is optimized for lowest cost. The EnergyCite Gateway learns the patterns of a household's energy use. Using artificial intelligence, the Gateway will automatically improve energy management over time.

Customers using the EnergyCite products will be able to pay their bill through the app and buy power as needed. This is similar to buying data for your phone, gas for your car, or groceries. No surprises. No more paying whatever the utility company bills you, to keep from having your power turned off.

The company plans to negotiate contracts with financial institutions capable is issuing debit-credit cards to the EnergyCite product users so that payments may be made for the purchased electricity as frequently as a customer wishes. In the case of credit challenged customers, cash transactions can be made at automatic teller machines nationwide.

The company plans to sell the EMS-2020 through two distinct sales and distribution channels:

- Retail home hardware and building supply centers.

The California total available market for the EMS-2020 system is 11.5 Million systems.

The national total available market for the EMS-2020 system is 75 Million devices.

- Utility companies.

EnergyCite's product line consists of a wireless local area network to connect electric, gas and water meters with the EMS-2020 in-home energy management gateway, inline

appliance power monitors, temperature sensors, and HVAC thermostats. USCL has working prototypes of product devices.

The company's products are catalogued and specifications provided on its website at: <https://energycite.com>

TERMS OF THE OFFERING:

Entity: Energycite, Inc. is a Nevada Corporation in good standing incorporated on June 16, 2018. The company has been engaged in the design, development, manufacture, and sales of various electronic products since inception.

Amount of Subscriptions: The securities offered consist of shares of Energycite, Inc.'s Class A voting Common Stock. The maximum aggregate of this offering will be \$5,000,000.00 consisting of 1,666,667 shares at \$3.00 per share unless extended as described above.

The Purchase Price: The purchase price will be \$3.00 per share.

Subscription Period: The subscription will begin on August 20, 2018 and close on August 20, 2019. Energycite, Inc., reserves the right to close the subscription period any time before August 20, 2018.

Determination of Offering Price: The \$3.00 per share offering price is based on Energycite, Inc.'s current internally calculated valuation. The total number of shares offered is based upon the best estimate of the projected costs to successfully complete the software development for the company's new products and take the products to the marketplace with sufficient traction to sustain business operations and future traditional financing.

Dilution:

<u>% Of Company:</u>	<u>Shares:</u>	<u>Shareholder:</u>
22.5%	833,334	Tom & Emily Tamarkin
10%	370,370	Pat Boone
5%	185,185	Don London
4%	148,148	Lynn Provencio
3%	111,111	Rabbi Avi Schwartz
0.5%	18,519	Pre Offering Investors
10%	370,370	Early Seed Capital Investors
<u>45%</u>	<u>1,666,667</u>	Current Offering
100%	3,703,705	Total Post Offering Close

Early Seed Capital Investors: Energycite, Inc. is being built on work originally conducted by USCL Corporation from 2001 through 2010. USCL discontinued its business operations in 2010 due to the devastation of the private and VC investment capital markets after the 2008 world economic crisis. USCL was a private corporation privately funded through “family & friends” investors.

Over a ten year period approximately \$2.9 million dollars was invested into USCL as seed capital by these “family and friends” investors. Approximately \$225,000 was contributed by Tom and Emily Tamarkin as recorded on the USCL financial statements.

At the time of the closing of this offering 10% of the then outstanding shares of Energycite, excluding Tom & Emily Tamarkin, will be issued to the past shareholders of USCL prorata to each USCL shareholders contribution to the capital stock of USCL. This 10% block of Energycite, Inc. shares will be class B non-voting common stock shares.

USCL branded its developing technology and services as Energycite. USCL received a United States Patent and Trademark Office issued trademark on EnergyCite. The Energycite trademark as lapsed. It will be renewed by EnergyCite, Inc. as registered owner.

Tom Tamarkin is the principal inventor of three [granted U.S. patents](#), numbers 7,379,791, 8,306,668, and 8,639,390 which have been [assigned to Energycite, Inc](#) contemporaneously with the filing of the SEC form D noticing this security offering, August 24, 2018

Share Repurchase Commitments: There are no outstanding commitments by Energycite, Inc. to repurchase any shares offered under the terms and conditions of this security.

Payment of Subscription: Subscriptions are a firm commitment to contribute to the capital of Energycite, Inc. and are payable in full pursuant to the terms of the Subscription Agreement or by special arrangements approved by the Chief Executive Officer of Energycite, Inc.

Plan of Distribution: The common stock will be offered by Energycite, Inc. by its officers, certain employees, the Company Spokesperson and the Director of Investor Relations; if any. A shareholder referral plan allows the company to compensate existing shareholders resulting from this offering in shares to the extent an investment is made by an outsider referred by an existing shareholder. Such compensation will be made by common stock at \$3.00 per share based on a 6% compensation rate. No cash compensation will be paid.

Investor Suitability: This memorandum is being provided, and offers and sales of Common Stock will be made to persons selected by Energycite, Inc. who, by virtue of their investment experience, wealth, sophistication, state of residence, and other criteria, are to be considered qualified investors. Energycite, Inc. has not authorized the use of any promotional material or sales literature in connection with the offer or sale of the Common Stock other than this Private Placement Offering Memorandum, the exhibits included by reference herein and the

company's secure website at: <https://energygite.com> In addition, no person(s) has been authorized to give any information or make any representations other than contained in this memorandum or its exhibits.

Use of Proceeds: The net proceeds of this offering will be used for the research, development, software development, sales, and marketing of the products that Energygite, Inc. is presently developing or anticipates developing in the future, for inventory procurement, and for operations. Additional information on the products appears in the Products section of the company's website at: <https://energygite.com>. Proceeds from the sale of these securities will not be used for the payment of (i) dividends or (ii) material undisclosed claims existing as of the Closing. The following illustrates EnergyCite, Inc.'s estimates of the use of the offering proceeds based on the full funding of this offering:

General & Administrative

Employee Compensation	205,000	
Consultants/contractor	50,000	
Rent	30,000	
Office Equipment	2,500	
Computers	6,000	
Software	2,750	
Furniture & Fixtures	5,000	
Repairs & Maintenance	3,000	
Utilities	6,000	
Security	1,200	
Communications/Internet	5,400	
Legal	25,000	
Patent and IP maintenance	45,000	
D&O Liability Insurance	12,000	
General insurance	10,000	
Audit & tax	25,000	
Office Supplies	7,500	
Postage & Shipping	3,600	
Reference Materials	3,000	
Dues & Subscriptions	1,500	
Travel & Entertainment	25,000	
Automobile Expense	3,900	
Bank Charges	<u>1,000</u>	
Subtotal G&A		\$479,350

Product Development (R&D)

Employee Compensation	280,000	
Consultants/Contractors	1,200,000	
Materials consumed	15,000	
Tools & Supplies	5,500	
Computers & Test Equipment	30,000	
Test & Certification	25,000	
Travel & Entertainment	<u>30,000</u>	
Subtotal Product Development		\$1,585,500
Sales & Marketing		
Employee Compensation	260,000	
Sales samples	45,000	
Consortium Organization	200,000	
IP Claim Chart development	35,000	
Collateral Materials	15,000	
Website development & mtn.	45,000	
Advertising	18,000	
Media development	60,000	
Regulatory Management	125,000	
Travel & entertainment	<u>60,000</u>	
Subtotal Sales & Marketing		\$863,000
Beta Site Project Management		
Employee Compensation	180,000	
System Deployment Equipment	300,000	
Tools & test equipment	4,000	
Computers software	6,000	
Travel and entertainment	<u>38,000</u>	
Subtotal Beta Site		\$528,000
Inventory procurement		
NRE	225,000	
Minimum Acceptable Device Order	<u>650,000</u>	
Subtotal Inventory		\$875,000
Energycite LTD Management Fee*		<u>\$60,000</u>
Total projected costs		\$4,390,850

Energycite LTD Management Fee: Energycite LTD, a Nevada Limited Liability Corporation, was organized by Tom Tamarkin, Pat Boone, and Don London effective July 21, 2015 as a special purpose vehicle to manage the continuation of the design and development work of USCL Corp, the payment of patent maintenance fees, business consulting fees, and the organization of Energy, Inc. No salaries were paid by Energycite LTD during this time frame. Tom Tamarkin has been accruing a \$20,000 annual payment from July 2015 through July 2018 for his full time efforts in managing the entity and its business.

SUBSCRIPTION TERMS:

Subscriptions for the class A voting common stock will be offered for a minimum investment unit of \$10,000 at a purchase price of \$3.00 per share. At the sole desecration of Energycite, Inc., half units may be offered for sale at \$5,000.00. Additional investments may be made by an existing stockholder with a minimum investment of \$1,000.00.

The subscription commences August 20, 2018 and will terminate on August 18, 2019, subject to the right to close the subscription period at any time prior to August 20, 2019. Subscription proceeds received prior to the close of the subscription period will be placed in an account at a federally insured lending institution and Energycite, Inc. has the right to use the proceeds of the offering. Additional subscriptions to this offering will not be received after the subscription period is closed. The Common Stock will not be subject to additional assessments.

A subscription is a firm commitment to contribute the amount thereof to the capital of Energycite, Inc.

Suitability Standards: The offering described herein is being made as an exempt offering under the Securities Act of 1933, as amended, and on Regulation D, Rule 504, promulgated thereunder. These laws impose limitations on the persons to whom offers of the Common Stock of USCL Corporation can be made and from whom Subscriptions can be accepted. The Company will require compliance with all conditions necessary to establish the availability of the applicable exemptions, and may impose disclosure requirements on certain investors in addition to those stated herein.

Participation in Energycite, Inc. is intended only for those investors of substantial means who can assume the risk of a speculative investment on a long-term basis. Investments in this offering will be accepted from no more than 35 non-accredited investors. All other investors must meet the qualifications of an accredited investor or from those selected persons or entities deemed by Energycite, Inc. as otherwise qualified to analyze and make an investment of this nature. All non-accredited investors must be sophisticated in terms of their ability to judge this investment based on this offering memorandum and other courses of due diligence.

Method of Subscribing: A qualified investor to whom this offering is made may subscribe to this offering by executing duplicate copies of the Class A Common Stock subscription Agreement to be furnished by Energycite, Inc., a copy of which is included with the exhibits to this Memorandum, and paying the full amount of the subscription. Energycite, Inc. may reject any subscription, in whole or in part, for any reason. After an investor's subscription is received and approved, Energycite, Inc will provide each investor a Common Stock certificate evidencing the number of shares subscribed for by the investor as well as the class of shares. Energycite, Inc. will notify each investor of the total number of shares sold through the offering, after the offering has been closed.

Sales of Common Stock may be made in some states by registered broker-dealers who will earn cash commissions. Such commissions will be paid out of the proceeds of the offering.

MANAGEMENT:

As of August 20, 2018 the following are the executive officers of USCL Corporation.:

<u>Name:</u>	<u>Age:</u>	<u>Position:</u>
Tom D. Tamarkin	65	CEO, President
Avraham Schwartz	55	Vice President
Emily J. Tamarkin	65	Corporate Secretary

Brent Welch:

Contingent upon the company obtaining sufficient funding, Brent Welch will join EnergyCite as V.P Sales & Marketing. An agreement between Brent and the company has been reached.

Brent Welch has spent his career bringing new technology based products to market and taking existing technology products to the next level. Brent's experience spans several industries, but most notably serving the Utilities and Automotive industries where his personal and business interests lie. His last project prior to accepting the EnergyCite offer was with Landis+Gyr the largest electrical utility smart meter manufacturer in the U.S. Brent was responsible for bringing to market a new Prepay Electricity solution to the North American electrical utility market. As part of that project, Brent saw the potential for expanding that initial Prepay offering well beyond its originally designed capabilities to provide a comprehensive Smart Home Solution. It was shortly after this project that he became aware of EnergyCite and instantly saw the potential for EnergyCite's solution to revolutionize the way that Consumers and Utilities interact. Brent graduated from CSU Sacramento with his Bachelor's Degree in Business Administration, concentrating in Marketing. Brent currently lives in Layton, Utah.

The company plans on engaging appropriate resources to identify and recruit other principal members of its management team including but not limited to CFO, & CTO subject to the approval of the CEO and Board of Directors.

Management Contracts:

Tom D. Tamarkin, founder, President & CEO has a five-year employment contract with Energycite, Inc. commencing on August 18, 2018. The contract automatically renews at the end of its term unless terminated by either party for cause. The material provisions of the contract are:

- 1.0 All of Mr. Tamarkin’s intellectual work product, patents, copyrights, designs, ideas, etc., developed during his term of employment with the Corporation, and which relate to Energycite, Inc.’s line of business shall be pledged to Energycite on a royalty free perpetual basis.
- 2.0 Mr. Tamarkin’s salary shall be proportional to that published by the American Electronics Association for his position in similar business with similar sales revenues.
- 3.0 Mr. Tamarkin shall be entitled to a yearly bonus based on a percentage of net earnings (profits) and as approved by Energycite, Inc.’s Board of Directors.

BOARD OF DIRECTORS:

Tom D. Tamarkin,
Chairman
Carmichael, CA
57

Founder & CEO EnergyCite, Inc. Past president and CEO, USCL Corporation, past president & CEO Tamar Corporation. Past VP & COO, Datamatic, Inc., author of “The Complete Handbook of Automatic Meter Reading” and developer of SAMREIM, Software for Automatic Meter Reading Economic Impact Measurement, for Electric, Gas and Water utilities. Granted 7 patents worldwide on the EMS-2020 system.

Pat Boone, Beverly Hills,
CA, 85

Author, singer, entertainer, and business person. As a recording artist he still holds the Billboard Magazine record for spending 220 consecutive weeks on the charts. The Pat Boone Chevy Showroom aired for 115 episodes when Pat was just 23 years old. He is the author of many books including the number one bestseller, “Twixt Twelve and Twenty” and the star of many films. Pat has written extensively on the future of fossil fuels and power generation with a focus on the need for the development and commercialization of fusion energy.

**Don London Somerset ,
CA
70**

Don London is the founder, owner, and operator of Capitol Ace Hardware located in downtown Sacramento, California. As such, Don is very familiar with the various commercially available “smart thermostats”, load control devices, and energy conservations products. Prior to the organization of Capitol Ace Hardware, Don owned and operated London Construction, a successful home building company of higher end residential properties in the Sacramento and Elk Grove areas.

Avraham Schwartz

Rabbi Avi Schwartz is an experienced digital and multimedia producer with strong skills in social media advertising. He is also an accomplished public speaker, filmmaker, and motivational leader. Rabbi Avi serves as a member of the “Truth in Textbooks” Academic Advisory Board. He attended The Bronx High School of Science graduating with honors in 1982. He received his BA degree from Queens College, CUNY, in 1988 and his MA degree from Queens College, CUNY in 1991. Rabbi Avi obtained his rabbinical education at Yeshiva, Mesivta Tifereth Yerusalem in New York and became an ordained orthodox rabbi in 1997. In 2001 Rabbi Avi obtained a filmmaking degree in writing & directing from the prestigious New York Film Academy.

DESCRIPTION OF COMMON STOCK:

As of the date of commencement of this offering, Energycite, Inc. shall be authorized to issue 3,703,705 shares of Class A, voting Common Stock.

Holders of Class A Voting Common Stock are entitled to one vote per share and may not accumulate votes for the election of directors. In the event of liquidation, dissolution or winding up of the affairs of Energycite, Inc., holders of both Class A and Class B Common Stock will be entitled to share ratably in the assets of Energycite, Inc. legally available to them. Holders of both class of Common Stock have equal rights, share for share, to receive dividends if declared by the Board of Directors. The Common Stock is not redeemable, convertible or entitled to preemptive rights. Energycite, Inc.’s Common Stock may not be sold, transferred, assigned or otherwise disposed of unless a registration statement under the Security Act of 1933 with respect to such disposition shall then be in effect or unless the person requesting the transfer of such shares shall furnish, with respect to such transfer, an opinion of counsel (both counsel and opinion to be satisfactory to the Company) to the effect that such sale, transfer, assignment or disposition will not involve any violation of the Act or any superseding statute or any applicable state law. Energycite, Inc. reserves the right to convert all of its Common Stock to Class A Voting Common Stock at its sole discretion.

EnergyCite Business Plan Executive Summary:

- EnergyCite integrates home & small business Energy Management and Fintech¹
- The business model is based on a highly profitable mix of hardware & software based product
- EnergyCite's market is composed of homeowners & small business served by the installed base of smart meters
- EnergyCite's market channel is the nation's electrical utility companies
- EnergyCite's retail level distribution channel will be a nationwide chain of DIY hardware suppliers
- EnergyCite is directly responsible for virtually all smart meters in the U.S. to incorporate an unused Home Area Network data radio transceiver
- This vast unused population of meter HAN transceivers will be leveraged to build a nationwide utility subscriber side billing and payment remittance network & energy management service
- The implementation of these meter radio sets and related communications systems requires the utility to practice EnergyCite IP controlled by three Tamarkin, et al., U.S. patents
- EnergyCite will submit a United States government DOE ARPA-E project proposal and associated beta site network funding request at the launch of its business
- The ARPA-E sponsored beta site project results will be used in the organization of a consortium of utility companies nationwide licensed to practice the intellectual property
- EnergyCite will seek a "presidential proclamation" recognizing the smart meter and home energy network as a consumer tool to save money and reduce energy consumption contributing to the national security
- EnergyCite has prepared a best practices white paper titled Smart Energy Smart Home which describes system and marketplace attributes

¹*Fintech is technology which enables real time internet based financial transactions associated with billing and payment remittance.*

Corporate Identification: The Company plans to unify its marketing plan to take advantage of the unique EnergyCite name and its related EnergyCite and UtilityCite Internet domains. All marketing programs and materials will feature EnergyCite and stress the company's commitment to conservation, energy cost reduction, and homeowner's peace of mind.

Branding: A brand is a carefully developed set of values that appeals to a specific audience. The process of branding is to communicate the predefined values to the target market effectively. Branding is the sum of all customer-company interactions, including advertising, customer service, product usage experience and Internet web site interaction. In essence, branding is a dialogue with the company's audience, which leads to an enduring relationship with its customers. Overtime, the company anticipates its EnergyCite brand will become

synonymous with the way in which consumers manage their use of electricity and gas utility services and complete the monthly billing and payment transactions.

Advertising and Promotion: The company plans to engage an advertising agency and public relations firm to assist with developing a comprehensive advertising and promotion plan. The overall advertising and promotion objectives are:

- Position the company as the leader in consumer demand side to supply side coupling for energy related products.
- Increase company awareness and brand name recognition among prospective utility customers, corporate partners, channel partners, and consumers.
- Develop, through market research, significant information to create immediate and evolving long-term marketing plans.
- Create product and service advertising programs supporting the company's value proposition.
- Drive traffic to the company's EnergyCite, UtilityCite, and other related web sites.

The company's media objectives are:

- Gain awareness of the company among utility companies, corporate partners, channel partners, and consumers.
- Establish an image of the company as an organization that is professional, reliable, value system driven, and highly positioned in the market.
- Maximize efficiency in selection and scheduling of published ads in publications to cover all targeted markets.

Advertising Campaign: The Company believes that the best way to reach potential customers is through the development of an intense advertising campaign in partnership with utilities and state agencies, to promote the company's basic premise: *Customer control of energy related expenditures*. To establish and maintain the company's image, the delivery and tone of the company's advertisements will be informative and will convey the look and feel of a successful company.

Trade Shows: The Company plans to participate in consumer, homebuilders, and utility industry trade shows. Management plans to exhibit at an increasing number of trade shows each year, both independently and with other companies/partners with which the company has joint marketing and sales agreements.

Online Marketing: The Company plans to use the Internet to help promote the EnergyCite product and services. The company has established several web sites and is in the continual process of enhancing each site. The company's Internet goals include the following:

- Customer access providing 24 hour per day, seven day per week access to the company's web sites.
- Attract as many visitors as possible to the Company's web sites.

- **Maintain the existing customer base through the provision of Press Releases, updates, instructions, documentation and enhanced customer service products.**

Sales Strategy: After creating a favorable environment for sales through its marketing and public relations campaign, the company intends to solicit utility companies and retail channels through direct sales. The company plans to use the retail channel's direct sales force because its services require customer education and post-sales support directly from the company. Management believes that the company's price points, pricing structure and profits are such that its cost of sales are optimized by a person to person selling strategy.

Revenue: Management believes that revenues will be generated from four principal sources:

- **Hardware product sales.**
- **Transaction and media content delivery based service charges.**
- **Royalties and licensing fees.**
- **Billing and collections transaction fees and associated float on the money.**

Intellectual Property Matters: Energycite, Inc. has been assigned U. S. patents 7,379,791, 8,306,668 and 8,639,390 covering the EMS-2020 system topology as well as numerous apparatus claims. The company will continually file for new patents as it develops new concepts and technology.

All inventions and technology developed by company employees and contractors at the expense of the company are perpetually assigned to the company.

Strategic Alliances: The Company has currently partnered with Owon Technologies and its parent company Lilliput, in Xiamen, china who has developed the various products listed on the Energycite website under "Products." The products will be manufactured in China by Lilliput. Energycite expects to develop numerous relationships with major communication's and software companies. The company is pursuing discussions with the U.S. Department of Energy regarding the Star program and well as funding from the DOE under the ARPA-E program for early beta users.

Employees: The Company currently uses the services of various independent subcontractors, part time and full time employees. As the company closes out this offering and prepares for the next round of financing, it will begin the recruitment, identification, and interviewing of talent to build its operating management team.

Funding of EnergyCite Energy Foundation: At the conclusion of Energycite, Inc.'s first profitable year the company shall organize a foundation whose purpose shall be the funding of select advanced energy development projects of high scientific merit and the production and dissemination of educational materials meant to teach the public about the science and economics of energy and its production. These may include games to be played on mobile devices, tablets and PCs as described on the [Games That Matter](#) website. Energycite, Inc. shall "donate" a minimum of 10% of its pretax profits to the foundation annually thereafter. The foundation shall

be 501 c 3 compliant with proper board, management controls, and fully transparent oversight. No funds from the sale of this offering shall be used to create or fund the foundation.

Securities to be sold: Shares of Class A voting Common Stock. All shares sold hereunder have voting rights. These shares are exempt pursuant to the regulations of the Securities and Exchange Commission and are not readily marketable. Upon purchase of the securities, a standard buy/sell agreement will be executed by the acquiring shareholder as part of the purchase transaction.

Terms of eligibility: This offer is limited to accredited and sophisticated investors, as required by Federal Securities Law. Participation is offered on a private basis and only to a limited number of selected persons. Persons who do not meet certain standards are precluded from participation by Federal Rules and Regulations; therefore investors must complete the financial information questionnaire which accompanies this private placement memorandum or warrant their level of sophistication and level of accreditation.

Subscription to purchase units: Common stock will be offered to prospective investors that Energycite, Inc. believes meet the qualifications described above under “Terms of Eligibility”. Any qualified person desiring to subscribe to the purchase of stock should execute the Subscription Agreement attached to this Private Placement Offering Memorandum and tender such document to the company with payment for said shares. Such payment shall be made by check or bank transfer, payable to Energycite, Inc. at the stated cost of \$3.00 per share. A unit shall consist of 10,000 shares and 10,000 shares shall be the minimum number of shares that an investor may purchase except as previously provided in the case of approved one half units. The minimum share purchase requirement for existing shareholders shall be 333 shares for the sum of One Thousand Dollars. The company maintains the right to accept or reject any investment subscription by any prospective investor, including previous investors of the company, at the sole discretion of the company.

GENERAL:

Ownership in Competitive Entities: Except as otherwise described herein, to the best of Energycite, Inc.’s knowledge and belief, none of the officers, directors, or significant shareholders of EnergyCite, Inc. or their respective spouses or relatives, owns directly or indirectly or collectively, a material interest in any entity that is a competitor, customer, or supplier of Energycite, Inc.

Business of the Company: Energycite, Inc. is an ongoing business and Energycite, Inc. has no knowledge or belief that (i) there is pending or threatened any claim or litigation against or affecting Energycite, Inc. contesting its right to produce, manufacture, sell or use any product, process, method, substance, part or other material presently produced, or planned to be produced, manufactured, sold or used by Energycite, Inc. in connection with the operations of Energycite, Inc. ; or (ii) there exists, or there is pending or planed, any patent,

invention, device, application or principle, or any statute, rule, law, regulation, standard or code which would materially adversely affect the condition, financial or otherwise, or the operations of EnergyCite, Inc.; or (iii) there is any other factor (force majeure notwithstanding) that is likely to materially adversely affect the condition, financial or otherwise, or the operations of EnergyCite, Inc. EnergyCite, Inc. is currently engaged in the business as set forth in the Product and Market sections herein and as shown on the company's website at: <http://energycite.com>.

Franchises, Licenses, Trademarks, Patents, Proprietary and Other Rights: To the best of EnergyCite, Inc.'s knowledge and belief, the franchises, permits, licenses and other similar authority which EnergyCite, Inc. currently possess or intends to possess after the close of this offering, constitute all of the franchises, permits, licenses and other similar authority necessary for the conduct of EnergyCite, Inc.'s business. EnergyCite, Inc. possess or shall apply for all patents, patent rights, trademarks, trademark rights, trade names, trade name rights and copy rights necessary to conduct its business without conflict or infringement upon any valid rights of others and, has not received any notice or is otherwise aware of infringement upon or conflict with the asserted rights of others or of any basis upon which infringement of or conflict with such rights could so be asserted.

Employees: To the best of EnergyCite, Inc.'s knowledge and belief, no employee of EnergyCite, Inc. is, or is expected to be, in violation of any enforceable term of any employment contract, proprietary information agreement, non-competition agreement, or any other contract or agreement or any restrictive covenant or any other common law obligation to a former employer relating to the right of any such employee to be employed by EnergyCite, Inc. or to the use of trade secrets or proprietary information of others, and the employment of EnergyCite, Inc.'s employees does not subject EnergyCite, Inc. or its investors to any liability with respect thereto. There is neither pending nor threatened, any actions, suits, proceedings or claims with respect to the preceding sentence.

Disclosure: To the best knowledge and belief of EnergyCite, Inc., this Private Placement Offer Memorandum, and the Exhibits scheduled herein, when read together, do not contain an untrue statement of a material fact and do not omit to state a material fact necessary to make the statements contained herein or therein not misleading in the light of circumstances under which they were made, provided that it is understood that EnergyCite, Inc.'s business plan contains projections and estimates made by EnergyCite, Inc. based on various assumptions that may or may not prove to be correct and that absolutely no warranty or guarantee of such estimates or projections is hereby expressly or by implication made.

Accounts and Records: EnergyCite, Inc. will keep true books and records of account in which full, true, and correct entries will be made of all dealings and transactions in relation to its business and affairs in accordance with generally accepted accounting principles applied on a consistent basis. As a privately held company EnergyCite, Inc.'s policy is not to make copies of its financial statements for shareholders holding less than 5% of the outstanding shares, however, any shareholder may call the company and ask to set a time for said shareholder to come to EnergyCite, Inc.'s office and review the financial statements.

Compliance with Requirements of Governmental Law: Energycite, Inc. and all its subsidiaries, if any, shall dully observe and conform to all valid requirements of governmental authorities relating to the conduct of Energycite, Inc.'s business, properties, and assets.

Maintenance of Corporate Existence, etc.: Energycite, Inc. shall maintain in full force and effect its corporate existence, rights, franchises, licenses, and other rights to use patents, processes, licenses, trademarks, trade names or copyrights owned or possessed by it or any subsidiary and deemed by Energycite, Inc. to be necessary to conduct Energycite, Inc.'s business.

RISK FACTORS:

The purchase of the Common Stock offered hereby involves risks. Each prospective investor should carefully consider the following risk factors in addition to any other risks associated with this investment and should consult with the investor's own legal and financial advisors.

Energycite, Inc. is in the process of developing several new products that have not as yet been proven in the marketplace. The technology and the sales revenues that these products will bring to EnergyCite, Inc. are obvious; however, the products have not established a penetration in the marketplace.

As the securities offered hereby are, in part, providing funding for the development of new products, no assurance can be given that the amounts invested will be recovered or that any corporate profit will be realized. There can be no guarantee that any sales will occur, or if they do, that the market penetration achieved will be large enough to be profitable. Thus, a participant could lose part or all of his investment. Investment in this corporation is recommended only for those persons with regular recurring income subject to higher income tax rates and persons who could afford to lose the entire amount of their investment. The following summary is qualified in the entirety by more detailed information appearing elsewhere in this Private Placement Memorandum.

Cautionary Statements: The following are cautionary statements made pursuant to the Private Securities Litigation Reform Act of 1995 in order for the Company to avail itself of the "safe harbor" provisions of the Reform Act. The discussions and information in this Memorandum may contain both historical and forward-looking statements. To the extent that the Memorandum contains forward-looking statements regarding the financial condition, operating results, business prospects or any other aspect of the Company, please be advised that the Company's actual financial condition and operating results may vary from such forward-looking statements. The differences may be caused by a variety of factors, including but not limited to, adverse economic conditions, intense competition, including entry of new competitors, adverse government regulation, inadequate capital, unexpected costs and operating deficits, lower sales and revenues than forecast, inability to develop or market any commercial products, patent infringement, failure to obtain or

enforce patents or other proprietary rights, inability to license the Energycite, Inc. technology, or any other technology, lack of public acceptance of the Energycite, Inc.'s Energy Management System, failure to obtain customers, the risk of litigation and administrative proceedings involving the Company and its employees, the possible acquisition of new businesses that do not perform as anticipated, the possible fluctuation and volatility of the Company's operating results and financial condition, adverse publicity and news coverage, inability to carry out marketing and sales plans, changes in interest rates, inflationary factors, and other specific risks that may be alluded to in this Memorandum or in other reports issued by the Company.

No Operating History-Speculative Business:

The Company has little operating history with these products and business unit. There can be no assurance at this time that the Company will operate profitably or that it will have adequate working capital to meet its obligations as they become due. The Company believes that its success will depend in large part on its ability to (I) complete development of the EMS-2020 Energy Management System software, (II) Install working prototypes in the field as beta tests, (III) obtain customers, (IV) instill consumer confidence, and (V) achieve name recognition. Without the funds contemplated herein, there is no assurance that the Company will be able to complete the development of the product line, conduct successful field trials, and successfully market its technology. Accordingly, the Company intends to invest heavily in development, technology and operating infrastructure, as well as marketing and promotion. As a result, the Company expects to incur operating losses in the initial stages of its business.

Financial Projections: Financial projections concerning the estimated operating results of the Company may be included with the Memorandum. Any projections would be based on certain data and assumptions which could prove to be inaccurate and which would be subject to future conditions which may be beyond the control of the Company, such as general industry conditions and fierce competition. The Company may experience unanticipated costs, or anticipated revenues may not materialize, resulting in lower revenues than forecasted. There is no assurance that the results illustrated in any financial projections will, in fact, be realized by the Company. Any financial projections would be prepared by management of the Company and would not be examined or compiled by independent certified public accountants. Counsel to the Company has had no participation in the preparation or review of any financial projections prepared by the Company. There is no assurance that the Company will be able to raise capital in this placement of Common Stock, or that it will have sufficient capital to fund its business operations.

No Market for the Securities - Lack of Liquidity: The Shares are not registered under the Securities Act of 1933, as amended, and may not be resold unless such securities are subsequently registered thereunder or an exemption from such registration is available. The Shares are being offered pursuant to Rule 504 promulgated under Regulation D of the Securities Act of 1933, as amended. There is no assurance that any public market for the Shares will develop. There is no assurance that the Company's stock will eventually be

accepted for trading on the pink sheets, the OTC Bulletin Board, a NASDAQ market or on any other stock exchange. The Company will not initially be a public reporting company under the Securities Exchange Act of 1934, as amended, and there is no assurance as to if or when it will become a public reporting company. In order to become a public reporting company, the Company must have audited financial statements and must file a Form 10 with the Securities Exchange Commission. The Company must become a public reporting company in order to be listed for trading on the OTC Bulletin Board, and must satisfy additional financial standards to be listed on the NASDAQ Small Capital Market. The Company may eventually attempt to have its stock traded on the “pink sheets.” Nevertheless, shareholders may not be able to liquidate their investments in the event of emergency or for any other reason. The Shares may not be acceptable as collateral for a loan. A purchase of Shares should be considered only as a long-term investment.

Lock-up - Lack of Liquidity: Pursuant to the terms of the lock-up provisions incorporated in the Subscription Documents, which are attached to this offering memorandum as Exhibits A-E, in the event of an initial public offering by the Company (an “IPO”) the Shares may not be sold, pledged, assigned, or otherwise hypothecated for a period of up to 180 days after the completion of the IPO upon the request of the managing underwriter of the IPO. The existing shareholders of the Company entered into similar agreements with the Company. Accordingly, regardless of whether the Shares may be sold pursuant to Rule 144 of the Securities Act of 1933, as amended, the Shareholders may not be able to liquidate their investment for up to 180 days after an IPO.

No Assurance That Dividends Will Be Paid: The Company does not currently anticipate declaring and paying dividends to its Shareholders in the near future. It is the Company’s current intention to apply net earnings, if any, in the foreseeable future to increasing its capital base and marketing. Prospective investors seeking or needing dividend income or liquidity should therefore not purchase the Shares. There can be no assurance that the Company will ever have sufficient earnings to declare and pay dividends to the holders of the Company’s Common Stock, and in any event, a decision to declare and pay dividends is at the sole discretion of the Company’s Board of Directors.

No Assurance of Profit: The Company’s business is dependent upon the development and acceptance of the Company’s products and services. There is no assurance as to whether the Company will be successful or result in revenue or profit, or develop any commercial products. There is no assurance that the Company will earn significant revenues or that investors will not lose their entire investment.

Failure to Achieve Brand Recognition: The Company believes that establishing and maintaining brand recognition for EnergyCite is a critical aspect of its efforts to attract and expand its customer base. Promotion and enhancement of the EnergyCite brand will depend largely on the Company’s success in providing high quality products and services. In order to attract and retain customers and to promote the EnergyCite brand in response to competitive pressures, the Company may find it necessary to increase substantially its financial commitment to creating and maintaining the EnergyCite brand. There can be no

assurance that the Company will obtain brand recognition for EnergyCite. The failure of the Company to provide high quality products and services or to obtain and maintain brand recognition could have a material adverse effect on the Company's business, results of operations, and financial condition.

Adverse Impact of Government Regulation: The Company's business will be subject to various federal, state and local laws that affect the electronic equipment manufacturing business in general. These laws and regulations include those governing health, safety, working conditions, the rights of employees, employment discrimination, wrongful termination, product advertising, wages, hours, taxes, licensing and other matters. Failure to comply with such laws could subject the Company to substantial liability or force the Company to change its operations significantly.

Determination of Offering Price: The offering price of the Shares were determined by the Company and represent to the best of the Company's knowledge and belief a fair and accurate valuation of the Company based on the assets, results of operations and proprietary intellectual work product developed and owned by the Company.

Dilution - Authorized Shares: The investors who purchase Shares in this offering may experience future dilution beyond that described herein (see "dilution") as a result of subsequent round offerings. Consequently, the Shareholders may experience more dilution in their ownership of the Company in the future.

Reliance on Management and Key Executives: The Company's success is substantially dependent on the performance of its executive officers and key employees. The loss of an officer or director of the Company would have a material adverse impact on the Company. In the short term, the Company will generally be dependent upon Tom Tamarkin for the direction, management and daily supervision of the Company's operations. (See "management")

Uninsured Losses: There is no assurance that the Company will not incur uninsured liabilities and losses as a result of the conduct of its business. The Company will maintain D&O, liability insurance, theft and casualty insurance, property insurance coverage, along with workmen's compensation and related insurance.

HOW TO SUBSCRIBE AND PURCHASE SHARES:

- I. **Execute two copies of the Subscription Agreement. This means completing the bottom section of the Agreement by filling in all blank lines and signing. One copy of the Agreement is bound and follows this page; the second copy was provided in an envelope along with the Private Placement Offering Memorandum. The bound copy must remain attached to the Private Placement Memorandum.**

- II. **Complete the loose copy of the Purchaser Information Sheet; the bound copy following this page must remain with the Private Placement Offering Memorandum.**

- III. **Mail check, Offeree Questionnaire, Investor's/Shareholder Agreement, and Subscription Agreement to Energycite, Inc. at:**

**Energycite Incorporated
5545 El Camino Avenue
Carmichael, California 95608**

- VII. **Energycite, Inc. will return your Stock Certificate and a countersigned copy of the Subscription Agreement to you at the address provided on the Purchaser Information Sheet within 7 business days of receipt of your Purchase Agreements and payment.**

- VIII. **If for any reason Energycite, Inc. is unable to accept your purchase offer, your payment will be returned to you along with a letter of explanation, within 7 business days of receipt of your purchase Agreements and payment.**

- V. **Make check payable to USCL Corporation for number of shares purchased times \$3.00 per share. Note Minimum Investment of Ten Thousand Dollars is required.**

Energycite Incorporated
COMMON STOCK PURCHASER
INFORMATION SHEET

Name: _____

Address: _____

City: _____

State & Zip: _____

Home Telephone: _____

Business Telephone: _____

How do you want your stock titled: This means the name the stock is in:

Social Security or Tax Payer ID Number:

Primary:

Spouse:

Energycite, Incorporated

**5545 El Camino Avenue
Carmichael, California 95608**

SUBSCRIPTION AGREEMENT

I desire to participate in the Energycite, Inc.'s private placement stock offering. Please accept my application for the purchase of _____ shares.

I have hereby remitted the sum of \$ _____ (at the rate of \$3.00 per share) for payment of the company's common stock as set out in the Private Placement Offering Memorandum dated August 20, 2018.

I REPRESENT:

I have, either myself, or together with my advisor, sufficient knowledge and experience in financial, business and tax matters to evaluate the risks and merits of this investment.

I understand that this is a speculative venture and I am able to bear the economic risk of this investment.

I have read the Private Placement Offering Memorandum carefully and understand it. I am purchasing this interest for my own account and not for resale. I hereby state that no other promises or inducements, either oral or written, were made to induce me to sign this application other than my own investigation.

By executing this Subscription Agreement, I empower Energycite, Inc. to: (1) collect and disburse any and all payments for services and production made in my behalf; (2) deduct all proper operating and maintenance charges and taxes therefrom, and; (3) execute the necessary and/or standard operation contracts and agreements in accordance with Energycite, Inc.'s Private Placement Offering Memorandum dated August 20, 2018. The Private Placement Offering Memorandum is made part of this agreement by reference.

I (we) have read and understand the terms, conditions and statements set forth in the Private Placement Memorandum and by signing this Subscription Agreement am in effect agreeing to the terms, conditions and statement of that Private Placement Offering Memorandum.

Name _____

_____ **Phone Number**

Address _____

_____ **Social Security or Tax Identification**

Date: _____

X _____
Subscriber's Signature

Accepted _____
Energycite Incorporated