Name of Offeree: No.:

CONFIDENTIAL PRIVATE OFFERING MEMORANDUM FOR ACCREDITED INVESTORS ONLY

AUTISM DIAGNOSTIC TECHNOLOGIES, INC.

A Private Offering of Common Stock and Common Stock Purchase Warrants
At a price of $1.80 per Unit

Up TO $3,000,000

MINIMUM INVESTMENT
$10,000

Dated February 1, 2019

Autism Diagnostic Technologies, Inc., a Delaware corporation (the "Company" or "ADT"), is conducting, pursuant to this Confidential Private Placement Memorandum (including all exhibits and supplements hereto, this "Memorandum") a private placement pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended (the "Securities Act") and Rule 506(c) promulgated under Regulation D ("Regulation D") of the Securities Act (the "Offering") of up to 1,666,667 units (collectively, the "Units") or $3,000,000 (the "Maximum Offering"), of the Company's common stock par value $0.00001 per share (the "Common Stock") and warrants (the "Warrants") to purchase the Company's Common Stock. Each Unit, which is offered at $1.80, is comprised of (i) two shares of Common Stock and (ii) one Warrant to purchase one share of Common Stock. Accordingly, each holder will be issued a Warrant certificate to purchase up to the number of shares of Common Stock ("Warrant Shares") that is equal to 50% of the number of shares of Common Stock purchased in accordance herewith. The Warrants are for a term of five (5) years and are exercisable at a price of $1.20 per Warrant Share.

This Offering is being undertaken pursuant to Rule 506(c) of Regulation D of the Securities Act of 1934, as amended. The securities offered hereby will only be made available to "accredited investors", as defined in Section 2(15) of the Securities Act and Rule 501 promulgated there under. The prospective investor shall be required to make certain representations and warranties to the Company regarding its "accredited investor" status and shall agree that the Company may request from such prospective investor such additional information as the Company may deem necessary or appropriate to evaluate the eligibility of such investor to participate in the Offering, and the Company may request from time to time such information as it may deem necessary or appropriate to determine the eligibility of such investor to hold the securities or to enable the Company to determine compliance of the Company and with applicable regulatory requirements (including any laws and regulations pertaining to withholding, or money laundering and similar activities) or the Company's tax status, and such investor shall agree to provide such information as may reasonably be requested.

The Units are offered on a "best efforts basis," until the earlier of the sale of all of the Units or expiration of the Offering period. This means that once we accept your subscription agreement, your investment funds will go directly to the Company. Accordingly, you should be aware that we are not required to place your funds in escrow or raise any minimum amount of investor funds before we can use your investment funds for the purposes described herein. The minimum investment is $10,000 (5,556 Units); however, we may, in our sole discretion, accept subscriptions for lesser amounts. No investments will be accepted until the submission to the Company of a fully completed and

executed Subscription Agreement and Confidential Prospective Purchaser Questionnaire. This Offering will terminate upon the earlier of (i) March 31, 2019, unless extended for a period of up to an additional 90 days by the Company and the placement agent for the Offering, Network 1 Financial Securities, Inc. (the "Placement Agent"), (ii) the sale of all of the Units, or (iii) such earlier date as may be determined by the Company and the Placement Agent (the "Termination Date"). The Company and the Placement Agent reserve the right to mutually extend the Offering period for an additional 90 days; in each case without notice to subscribers or investors. The Company also reserves the right to reject subscriptions in whole, or in part, for any reason or for no reason. See "Plan of Distribution."

	# of Units	**Investment**	**Sales Commissions(1)**	**Proceeds to Company(2)(3)**
Per Unit	1	$1.80	$0.18	$1.62
Maximum Offering	1,666,667	$3,000,000	$300,000	$2,700,000

(1) The minimum subscription is for $10,000, although the Company reserves the right to accept subscriptions for less than $10,000. The subscription price is payable to the Company. No investments will be accepted until the submission to the Company of a fully completed and executed Subscription Agreement and Confidential Prospective Purchaser Questionnaire. This Offering will terminate upon the earlier of (i) March 31, 2019, unless extended for a period of up to an additional 90 days by the mutual agreement of the Company and the Placement Agent, (ii) the sale of all of the Units, or (iii) such earlier date as may be determined by the Company and the Placement Agent (the "Termination Date"). The Company and the Placement Agent reserve the right to mutually extend the Offering period for an additional 90 days; in each case without notice to subscribers or investors. We reserve the right to reject subscriptions in whole, or in part, for any reason or for no reason.

(2) We have retained Network 1 Financial Securities, Inc. ("Network 1"), a broker-dealer that is a member of the Financial Industry Regulatory Authority ("FINRA"), as the exclusive Placement Agent for the Offering. Subject to certain exceptions, the Placement Agent will receive a commission of ten percent (10%) of the purchase price for each Unit sold and a non-accountable expense allowance of up to three percent (3%) of the purchase price for each Unit sold. We will also grant to the Placement Agent shares of the Company's Common Stock equal to ten percent (10%) of the aggregate purchase price of the Units sold in the Offering and pay a one-time commitment fee of $10,000 which fee is credited against the aforementioned 3% non-accountable expense allowance.

(3) The table does not give effect to the payment of (i) the non-accountable expense allowance to the Placement Agent ($90,000 if the Maximum Offering is sold) or (ii) other expenses payable by the Company in connection with this Offering, including, but not limited to, legal fees, accounting fees, financial printing costs and other related expenses of the Offering (estimated to be approximately $75,000).

The recipient of this document, prior to delivery, has agreed, and recipient's acceptance constitutes recipient's further agreement, that recipient will hold the information enclosed in this document and the transactions described in this document confidential and will not release or reproduce this document or discuss the information contained in it or use this document for any purpose other than evaluating a potential investment in our securities, without our prior express written permission.

THE SECURITIES OFFERED HEREBY ARE HIGHLY SPECULATIVE, INVOLVE A HIGH DEGREE OF RISK AND SHOULD NOT BE PURCHASED BY ANYONE WHO CANNOT AFFORD THE LOSS OF THEIR ENTIRE INVESTMENT.

NOTICES TO INVESTORS

EACH INVESTOR, BY ACCEPTING A COPY OF THIS MEMORANDUM, ACKNOWLEDGES THAT SUCH INVESTOR MAY RECEIVE CONFIDENTIAL AND PROPRIETARY INFORMATION FROM US, AND AGREES NOT TO DISCLOSE ANY SUCH CONFIDENTIAL INFORMATION TO OTHERS, AND TO USE SUCH CONFIDENTIAL INFORMATION ONLY TO EVALUATE AN INVESTMENT IN THE SECURITIES OFFERED HEREBY AND NOT FOR ANY OTHER PURPOSE. RECIPIENTS OF THIS MEMORANDUM WHO DO NOT WISH TO INVEST IN THE OFFERING SHALL PROMPTLY RETURN TO NETWORK 1 FINANCIAL SECURITIES, INC. ALL MATERIALS RECEIVED FROM NETWORK 1 FINANCIAL SECURITIES, INC. WITH RESPECT TO THE OFFERING, INCLUDING THIS MEMORANDUM, WITHOUT RETAINING COPIES OR EXCERPTS THEREOF.

THE INFORMATION IN THIS MEMORANDUM IS PROVIDED ONLY TO ACCREDITED INVESTORS HAVING THE ABILITY TO ACCEPT THE RISKS AND LACK OF LIQUIDITY INHERENT IN THE PROPOSED INVESTMENT.

THIS OFFERING IS BEING MADE IN RELIANCE ON AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), AND CERTAIN STATE SECURITIES LAWS AS AN OFFER AND SALE OF SECURITIES NOT INVOLVING A PUBLIC OFFERING. THE SECURITIES OFFERED HEREBY MAY NOT BE SOLD, ASSIGNED, PLEDGED, TRANSFERRED OR OTHERWISE DISPOSED OF WITHOUT SATISFACTION OF CERTAIN CONDITIONS, INCLUDING REGISTRATION OR THE AVAILABILITY OF AN EXEMPTION UNDER THE SECURITIES ACT AND THE SECURITIES LAWS OF CERTAIN STATES. PROSPECTIVE INVESTORS SHOULD ASSUME THAT THEY MAY HAVE TO BEAR THE ECONOMIC RISK OF AN INVESTMENT IN THE UNITS FOR AN INDEFINITE PERIOD OF TIME.

THE SECURITIES ARE BEING OFFERED HEREBY WITHOUT REGISTRATION UNDER THE SECURITIES ACT BY REASON OF THE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT SET FORTH IN SECTION 4(a)(2) THEREOF AND RULE 506 OF REGULATION D PROMULGATED THEREUNDER ("RULE 506"). RULE 506 SETS FORTH CERTAIN RESTRICTIONS AS TO THE NUMBER AND NATURE OF PURCHASERS OF SECURITIES OFFERED PURSUANT THERETO. WE HAVE ELECTED TO SELL SECURITIES ONLY TO ACCREDITED INVESTORS, AS SUCH TERM IS DEFINED IN RULE 501(a) OF REGULATION D ("ACCREDITED INVESTORS"). EACH PROSPECTIVE INVESTOR WILL BE REQUIRED TO MAKE REPRESENTATIONS AS TO THE BASIS UPON WHICH IT QUALIFIES AS AN ACCREDITED INVESTOR.

THIS MEMORANDUM IS CONFIDENTIAL AND HAS BEEN PREPARED SOLELY FOR USE IN CONNECTION WITH THE PROPOSED PRIVATE PLACEMENT OF THE UNITS DESCRIBED HEREIN. THIS MEMORANDUM IS PERSONAL TO EACH OFFEREE AND DOES NOT CONSTITUTE AN OFFER TO ANY OTHER PERSON OR TO THE PUBLIC

GENERALLY TO SUBSCRIBE FOR OR OTHERWISE ACQUIRE THE UNITS. DISTRIBUTION OF THIS MEMORANDUM TO ANY PERSON OTHER THAN THE OFFEREE AND THOSE PERSONS, IF ANY, RETAINED TO ADVISE SUCH OFFEREE WITH RESPECT THERETO IS UNAUTHORIZED. ANY DISCLOSURE OF ANY OF ITS CONTENTS, WITHOUT PRIOR WRITTEN CONSENT OF THE COMPANY, IS PROHIBITED. EACH PROSPECTIVE INVESTOR, BY ACCEPTING A COPY OF THIS MEMORANDUM, AGREES TO THE FOREGOING AND TO MAKE NO REPRODUCTION OF THIS MEMORANDUM OR ANY DOCUMENTS REFERRED TO HEREIN.

WE WILL MAKE AVAILABLE TO ANY PROSPECTIVE INVESTOR, PRIOR TO EACH CLOSING, THE OPPORTUNITY TO ASK QUESTIONS OF AND TO RECEIVE ANSWERS FROM OUR REPRESENTATIVES CONCERNING US AND THE TERMS AND CONDITIONS OF THE OFFERING AND TO OBTAIN ANY ADDITIONAL RELEVANT INFORMATION TO THE EXTENT WE POSSESS SUCH INFORMATION OR CAN OBTAIN IT WITHOUT UNREASONABLE EFFORT OR EXPENSE.

THE UNITS Of COMMON STOCK DESCRIBED HEREIN MAY NOT BE SOLD NOR MAY ANY OFFERS TO PURCHASE BE ACCEPTED PRIOR TO THE DELIVERY TO PROSPECTIVE INVESTORS OF CERTAIN UNDERLYING DOCUMENTS INCLUDING, AMONG OTHER THINGS, A PROPOSED SUBSCRIPTION AGREEMENT REFLECTING THE DEFINITIVE TERMS AND CONDITIONS OF THE OFFERING. THE FULL TEXT OF SUCH PROPOSED SUBSCRIPTION AGREEMENT SHOULD BE REVIEWED CAREFULLY PRIOR TO PURCHASE.

WE RESERVE THE RIGHT, IN OUR SOLE DISCRETION AND FOR ANY REASON WHATSOEVER, TO MODIFY, AMEND, CANCEL AND/OR WITHDRAW ALL OR A PORTION OF THE OFFERING AND/OR TO ACCEPT OR REJECT IN WHOLE OR IN PART ANY PROSPECTIVE INVESTMENT IN THE UNITS OF COMMON STOCK OR TO ALLOT TO ANY PROSPECTIVE INVESTOR LESS THAN THE NUMBER OF UNITS OF COMMON STOCK SUCH INVESTOR DESIRES TO PURCHASE. WE SHALL HAVE NO LIABILITY WHATSOEVER TO ANY OFFEREE AND/OR INVESTOR IN THE EVENT THAT ANY OF THE FOREGOING SHALL OCCUR.

THIS MEMORANDUM DOES NOT PURPORT TO BE ALL-INCLUSIVE OR CONTAIN ALL INFORMATION THAT A PROSPECTIVE INVESTOR MAY DESIRE IN INVESTIGATING US. 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. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

THIS MEMORANDUM CONTAINS ALL OF THE REPRESENTATIONS BY US CONCERNING THIS OFFERING AND NO PERSON IS AUTHORIZED TO MAKE DIFFERENT OR BROADER STATEMENTS THAN THOSE CONTAINED HEREIN. INVESTORS ARE CAUTIONED NOT TO RELY UPON ANY INFORMATION NOT EXPRESSLY SET FORTH IN THIS MEMORANDUM.

NO DEALER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS MEMORANDUM AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY US.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR SOLICITATION OF AN OFFER TO BUY ANY SECURITIES OTHER THAN THE UNITS OFFERED HEREBY, NOR DOES IT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY FROM ANY PERSON IN ANY JURISDICTION IN WHICH IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION. NEITHER THE DELIVERY OF THIS MEMORANDUM NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE HEREOF.

FOR RESIDENTS OF ALL STATES

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY AND THE TERMS OF THE OFFERING INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT, AND APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE ABLE TO WITHSTAND A TOTAL LOSS OF THEIR INVESTMENT.

FOR RESIDENTS OF CALIFORNIA

IT IS UNLAWFUL TO CONSUMMATE A SALE OR TRANSFER OF THESE SECURITIES, OR ANY INTEREST THEREIN, OR TO RECEIVE ANY CONSIDERATION THEREFOR, WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMMISSIONER OF CORPORATIONS OF THE STATE OF CALIFORNIA, EXCEPT AS PERMITTED IN THE COMMISSIONER'S RULES.

FOR RESIDENTS OF CONNECTICUT

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER SECTION 36-485 OF THE CONNECTICUT UNIFORM SECURITIES ACT, AND THEREFORE CANNOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT OF THIS STATE, IF

SUCH REGISTRATION IS REQUIRED, OR UNLESS AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE.

FOR RESIDENTS OF FLORIDA

WHERE SALES ARE MADE TO FIVE OR MORE PERSONS IN FLORIDA (EXCLUDING CERTAIN INSTITUTIONAL PURCHASERS DESCRIBED IN SECTION 517.061(7) OF THE FLORIDA SECURITIES AND INVESTOR PROTECTION ACT (THE "ACT')), ANY SUCH SALE MADE PURSUANT TO SECTION 0517.061(11) OF THE ACT SHALL BE VOIDABLE BY THE SUBSCRIBER EITHER WITHIN THREE DAYS AFTER THE FIRST TENDER OF CONSIDERATION IS MADE BY SUCH SUBSCRIBER TO THE ISSUER, OR AN AGENT OF THE ISSUER, OR AN ESCROW AGENT OF THE ISSUER OR WITHIN THREE DAYS AFTER THE AVAILABILITY OF THAT PRIVILEGE IS COMMUNICATED TO SUCH SUBSCRIBER, WHICHEVER OCCURS LATER.

FOR RESIDENTS OF NEW YORK

THIS INVESTMENT MEMORANDUM HAS NOT BEEN FILED WITH OR REVIEWED BY THE ATTORNEY GENERAL OF THE STATE OF NEW YORK PRIOR TO ITS ISSUANCE AND USE. THE ATTORNEY GENERAL OF THE STATE OF NEW YORK HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATIONS TO THE CONTRARY ARE UNLAWFUL.

FOR RESIDENTS OF TEXAS

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OR THE TEXAS SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT OR THE TEXAS SECURITIES ACT, IF SUCH REGISTRATION IS REQUIRED, OR UNLESS AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE.

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FORWARD LOOKING STATEMENTS

Statements included in this Memorandum that do not relate to present or historical conditions are "forward-looking statements". Additional oral or written forward-looking statements may be made by us from time to time and such statements may be included in documents other than this Memorandum. Such forward-looking statements involve risks and uncertainties that could cause results or outcomes to differ materially from those expressed in such forward-looking statements. Forward-looking statements in this Memorandum and elsewhere may include, without limitation, statements relating to our plans, strategies, objectives, expectations, intentions and adequacy of resources.

THE OFFERING

Unless the context otherwise requires i*n this Memorandum, the terms "ADT", "we," "us," "our" and "the Company" refer to Autism Diagnostic Technologies, Inc., a Delaware corporation.*

Issuer	Autism Diagnostic Technologies, Inc.
Securities Offered	Units, each comprised of (i) two shares of Common Stock; and (ii) one Warrant, with each Warrant entitling the holder to purchase one share of the Company's Common Stock, during a term of five (5) years and are exercisable at a price of $1.20 per Warrant Share.
Purchase Price	$1.80 per Unit, minimum $10,000.
Offering Size	The maximum number of Units to be sold pursuant to this Offering is 1,666,667, for an aggregate purchase price of $3,000,000 (the "Maximum Offering").
Voting Rights of Common Stock	Each share of our Common Stock entitles its holder to one vote in the election of each director and on all other matters voted on generally by our stockholders. No share of our Common Stock affords any cumulative voting rights. This means that the holders of a majority of the voting power of the shares voting for the election of directors can elect all directors to be elected if they choose to do so.
Shares of Common Stock Issued Prior to the Offering	8,349,261
Offering Period	The Units are being offered for a period ending March 31, 2019, subject to an extension for up to an additional 90-day period at the discretion of Company and the Placement Agent (the "Termination Date"). See "Plan of Distribution."

Closing Date	An initial closing of this Offering will occur upon receipt and acceptance of subscriptions for Units comprising up to a maximum of $3,000,000 (the "Initial Closing") prior to the Termination Date. Thereafter, additional closings of the Offering may occur, as needed, (each, together with the Initial Closing, a "Closing") following receipt and acceptance of subscriptions for additional Units during the Offering period until the maximum amount is
Plan of Distribution	The Company is offering the Units through Network 1 Securities, Inc., as the exclusive Placement Agent, on a "best efforts" basis until all of the Units are sold or the Offering period terminates, whichever shall first occur. We have agreed to compensate the Placement Agent for its services by the payment of a commission equal to ten percent (10%) of the gross proceeds from the sale of the Units (the "Commission Payment") and the payment of a non-accountable expense allowance equal to three percent (3%) of such proceeds (the "Expense Allowance"). We have also agreed to issue shares of Common Stock to the Placement Agent or its designee(s) in an amount equal to ten Percent (10%) of the total aggregate number of the Units sold in the Offering and to pay a one-time commitment fee of $10,000, which fee will be applied against the 3% Expense Allowance.

Use of Proceeds	Upon completion of this Offering, the Company will receive net proceeds of approximately $2,550,000 assuming the Maximum Offering, after deducting expenses payable by the Company in connection with this Offering, including, but not limited to, legal fees, accounting fees, financial printing costs and other related expenses of the Offering. For a complete description of the proposed uses of the proceeds from this Offering, see "Use of Proceeds."
Risk Factors	An investment in the securities offered involves substantial risks, and potential investors should carefully review the entire Memorandum, and particularly the sections relating to "Risk Factors" and the Exhibits included in this Memorandum prior to making an investment decision. See "Risk Factors."
Additional Information; Available Documents	Each prospective investor and his advisor are invited and encouraged to ask questions of the Company with respect to the terms and conditions of the Offering and the business of the Company and request additional information necessary to verify information in this Memorandum. The Company will seek to provide answers and such information to the extent possessed or obtainable without unreasonable effort or expense. Any documents or information concerning the Company which a prospective purchaser reasonably requests to inspect or have disclosed to him or her will be made available or disclosed subject, in appropriate circumstances, to receipt by the Company of reasonable assurances that such documents or information will be maintained in confidence. See "Further Information."
Subscription Documents	The purchase of the Units shall be made pursuant to the Subscription Agreement (annexed hereto as Exhibit A) and Confidential Private Purchaser Questionnaire (annexed hereto as Exhibit B), which will contain, among other things, customary representations and warranties by the Company, certain covenants of the Company, investment representations by the purchasers, including representations required by the Securities Act and applicable state "blue sky" laws, and appropriate conditions to closing including, among other things, qualifications of the Units under applicable state "blue sky" laws. See "Subscription Procedures."

Investor Suitability; Eligible Investors	The Units shall be offered only to a limited number of "Accredited Investors," as defined in Rule 501 (a) of Regulation D under the Securities Act. Investors will be required to make certain representations with respect to their status and business experience and to represent, among other things, that they have received a copy of this Memorandum, understand the terms of this Offering and are accredited investors as required under the investor suitability standards. We may accept or reject subscriptions at our discretion.
Expenses	All prospective purchasers of the Units will be responsible for their own costs, fees and expenses, including the costs, fees and expenses of their legal counsel and other advisors. Each purchaser of the Units shall indemnify the Company for any finder's fee for which such purchaser is responsible.

RISK FACTORS

An investment in our securities is speculative in nature, involves a high degree of risk, and should not be made by an investor who cannot bear the economic risk of this investment for an indefinite period of time and who cannot afford the potential loss of his or her investment. Each prospective investor should carefully consider the following risk factors associated with the Offering, as well as other information contained elsewhere in this Memorandum, before making an investment.

RISKS RELATED TO OUR BUSINESS

We have a limited operating history.

The Company has been in existence since January 2016. Our limited operating history means that there is a high degree of uncertainty in our ability to: (i) finish development of and commercialize our products; (ii) achieve market acceptance. Additionally, even if we do implement our business plan, we may not be successful. No assurances can be given as to exactly when, if at all, we will be able to recognize profits high enough to sustain our business. We face all the risks inherent in a new business, including the expenses, difficulties, complications, and delays frequently encountered in connection with conducting operations, including capital requirements. Given our limited operating history, we may be unable to effectively implement our business plan, which would result in a loss of your investment.

We may need additional capital, which may be difficult to raise as a result of our limited operating history or any number of other reasons.

We believe that we will have adequate financing for the next 12 months assuming we raise the Maximum Offering amount. However, in the event that we exceed our expected growth, we would need to raise additional capital. There is no assurance that additional equity or debt financing will be available to us when needed, on acceptable terms or even at all. Our limited operating history makes investor evaluation and an estimation of our future performance substantially more difficult. As a result, investors may be unwilling to invest in us or such investment may be on terms or conditions which are not acceptable. In the event that we are not able to secure financing, we may have to scale back our growth plans or cease operations.

We have not adopted various corporate governance measures, and as a result, shareholders may have limited protections against interested director transactions, conflicts of interest and similar matters.

Recent Federal legislation, including the Sarbanes-Oxley Act of 2002, has resulted in the adoption of various corporate governance measures designed to promote the integrity of corporate management and the securities markets. Because our securities are not yet listed on a national securities exchange, we are not required to adopt these corporate governance measures and have not done so voluntarily in order to avoid incurring the additional costs associated with such measures. Among these measures is the establishment of independent committees of the Board of Directors. However, to the extent a public market develops for our securities, such legislation will require us to make changes to

our current corporate governance practices. Those changes may be costly and time-consuming. Furthermore, the absence of the governance measures referred to above with respect to our Company may leave our shareholders with more limited protection in connection with interested director transactions, conflicts of interest and similar matters.

Loss of exclusivity of our license to the patented technology would adversely affect our business

Our license agreement with the University of Louisville provides for worldwide exclusivity which, however, is contingent upon us adhering to the terms of the licensing agreement which oblige us to furnish certain periodic reports and pay royalties on the revenue derived from licensing the patented technology. If we were to be deficient in adhering to these terms we may lose our license to the products which would jeopardize our revenue base.

Intellectual property litigation could expose us to significant costs and liabilities and thus negatively affect our business, financial condition and results of operations.

As the number of patents, copyrights, trademarks and other intellectual property rights in our industry increases, products based on our technology may increasingly become the subject of infringement claims. We may be subject to claims of infringement of third party patents and trademarks and other violations of third party intellectual property rights. Intellectual property disputes are generally time-consuming and expensive to litigate or settle, and the outcome of such disputes is uncertain and difficult to predict. The existence of such disputes may require us to set-aside substantial reserves, and has the potential to significantly affect our overall financial standing. To the extent that claims against us are successful, they may subject us to substantial liability, and we may have to pay substantial monetary damages, change aspects of our business model, and/or discontinue any of our services or practices that are found to be in violation of another party's rights. Such outcomes may severely restrict or hinder ongoing business operations and impact the value of our business. Successful claims against us could also result in us having to seek a license to continue our practices. Under such conditions, a license may or may not be offered or otherwise made available to us. If a license is made available to us, the cost of the license may significantly increase our operating burden and expenses, potentially resulting in a negative effect on our business, financial condition and results of operations.

Our financial results will depend on the acceptance and increased demand among our target customers and the medical community of our diagnostic technologies and products.

Our future success depends on the willingness of our target customers and the medical community to employ our diagnostic tools as a reliable, medically-relevant, accurate and cost-effective methodology to determine the likelihood of the presence of autism in infants, and to use these tools to confirm autism diagnoses obtained through traditional means.

Many other factors may affect the market acceptance and commercial success of our diagnostic technology and products, including:

- the relative convenience, ease of use, accuracy, reliability, validity, scalability, cost, and time-to-result of our diagnostic tests versus others that are available or made available;
- the introduction of new technologies and competing products that may make our technologies and products a less attractive solution for our target customers;
- the breadth and relevance of our menu of available diagnostic tests relative to our competitors;
- our success in training our customers in the proper use of our products;
- the acceptance in the medical community and key opinion leaders of our diagnostic technology and products;
- the extent and success of our marketing and sales efforts; and
- general economic conditions.

Professional societies, government agencies, practice management groups, private health/science foundations and organizations involved in healthcare issues may publish guidelines, recommendations or studies for the healthcare and patient communities. Recommendations of government agencies or these other organizations may relate to such matters as cost-effectiveness and use of related products. Organizations like these could make negative recommendations or assessments such as the need for less frequent screening tests or the effectiveness of such

screening related to early intervention, which could result in reduced sales. Moreover, the perception by the investment community or stockholders that recommendations, guidelines or studies will result in decreased use of our products could adversely affect the prevailing market price for our Common Stock.

We may not be able to correctly estimate or control our future operating expenses, which could lead to cash shortfalls.

Our operating expenses may fluctuate significantly in the future as a result of a variety of factors, many of which may be outside of our control. These factors include, but are not limited to:

• the time and resources required to develop, and conduct clinical studies and obtain regulatory clearances for, our diagnostic tests;
• the expenses we incur for research and development required to maintain and improve our technology, including developing our diagnostic tests;
• the costs of preparing, filing, prosecuting, defending and enforcing patent claims and other patent related costs, including litigation costs and the results of such litigation;
• the expenses we incur in connection with commercialization activities, including product marketing, sales, and distribution expenses;
• the expenses we incur in licensing technologies from third parties to expand the menu of diagnostics tests we plan to offer;
• our sales strategy and whether the revenues from sales of our software or tests or systems will be sufficient to offset our expenses; and
• the costs to attract and retain personnel with the skills required for effective operations.

Our budgeted expense levels are based in part on our expectations concerning future revenues from sales of our products, as well as our assessment of the future investments needed to expand our commercial organization and support research and development activities in connection with our diagnostic tests. We may be unable to reduce our expenditures in a timely manner to compensate for any unexpected events or a shortfall in revenue. Accordingly, a shortfall in demand for our products or other unexpected events could have an immediate and material impact on our business and financial condition.

The regulatory clearance or approval process for certain products is expensive, time consuming and uncertain, and the failure to obtain and maintain required clearances or approvals could prevent us from commercializing our products.

We will be investing significantly in the development of our diagnostic tests and to expand our future product offerings. Our newly developed tests will require 510(k) clearance or pre-market approval by the FDA prior to marketing those tests for commercial use in the United States. There are a number of potential risks associated with conducting clinical studies and obtaining regulatory clearance. For example, the FDA may require that we conduct additional studies that could impact the cost associated with product clearance and could potentially delay commercial launch of newly developed tests in the United States. We may be unsuccessful in obtaining FDA clearance for our expanding test menu within our expected timeframe, or at all, which could adversely impact our future financial performance and cause our stock price to decline.

The regulatory environment is constantly evolving. For example, the FDA conducted a review of the pre-market clearance process in response to internal and external concerns regarding the 510(k) program and, in January 2011, announced 25 action items designed to make the process more rigorous and transparent. Some of these proposals, if enacted, could impose additional regulatory requirements for device manufacturers which could delay our ability to obtain new 510(k) clearances, increase the costs of compliance or restrict our ability to maintain our current clearances. Delays in receipt of, or failure to obtain, clearances or approvals for future products would result in delayed, or no, realization of revenues from such products and in substantial additional costs, which could decrease our profitability.

We must also comply with the applicable FDA and foreign regulatory agency post-market requirements. Any failure to maintain post-market compliance with FDA or foreign regulatory requirements could harm our business, operations, and/or financial condition.

We are subject to various federal and state laws pertaining to health care fraud and abuse, including anti-kickback, self-referral, false claims and fraud laws, and any violations by us of such laws could result in fines or other penalties.

Our commercial, research and other financial relationships with healthcare providers and institutions are subject to various federal and state laws intended to prevent health care fraud and abuse. The federal anti-kickback statute prohibits the knowing offer, receipt or payment of remuneration in exchange for or to induce the referral of patients or the use of products or services that would be paid for in whole or part by Medicare, Medicaid or other federal health care programs. Remuneration has been broadly defined to include anything of value, including cash, improper discounts, and free or reduced price items and services. Many states have similar laws that apply to their state health care programs as well as private payors. Violations of the anti-kickback laws can result in exclusion from federal health care programs and substantial civil and criminal penalties.

In addition, there has been a recent trend of increased federal and state regulation of payments made to physicians for marketing. Some states, such as California, Massachusetts and Vermont, mandate implementation of corporate compliance programs, along with the tracking and reporting of gifts, compensation and other remuneration to physicians. The shifting commercial compliance environment and the need to build and maintain robust and expandable systems to comply with different compliance and/or reporting requirements in multiple jurisdictions increases the possibility that a healthcare company may run afoul of one or more of the requirements.

We are also subject to the U.S. Foreign Corrupt Practices Act, or the FCPA, and other countries' anti-corruption/anti-bribery regimes, such as the U.K. Bribery Act. The FCPA prohibits improper payments or offers of payments to foreign governments and their officials for the purpose of obtaining or retaining business. Safeguards we implement to discourage improper payments or offers of payments by our employees, consultants, sales agents or distributors may be ineffective, and violations of the FCPA and similar laws may result in severe criminal or civil sanctions, or other liabilities or proceedings against us, any of which would likely harm our reputation, business, financial condition and results of operations.

Our products could infringe patent rights of others, which may require costly litigation and, if we are not successful, could cause us to pay substantial damages or limit our ability to commercialize our products.

Our commercial success depends on our ability to develop, manufacture and market our systems and tests and use our proprietary technology without infringing the patents and other proprietary rights of third parties. As the molecular diagnostics industry expands and more patents are issued, the risk increases that there may be patents issued to third parties that relate to our products and technology of which we are not aware or that we must challenge to continue our operations as currently contemplated. Our products may infringe or may be alleged to infringe these patents.

Other companies may develop and market products or services that are more effective or more affordable than ours, or obtain regulatory clearance or approval on new products or services before we do.

Our success is highly dependent on our ability to discover, develop and validate new and innovative products on a cost-effective basis and to market them successfully in the face of intense competition from a variety of competitors, including other molecular diagnostics companies as well as academic institutions, research firms and large conglomerates, any of which are likely to have greater resources than we do. Based on our total assets and annual revenues, we are smaller than our most significant competitors, which in certain cases have substantially greater market share, financial resources, research and development programs, and sales and marketing capabilities. Many of these competitors offer products or have conducted research in gene expression in breast or colon cancer. Other potential competitors include companies that develop diagnostic tests, as well as academic and research institutions.

Other companies may succeed in developing products or services that are more effective or more affordable than ours, or that render our existing or new products uncompetitive or obsolete. Even if we successfully develop new products or improvements to our future product offering, we will be competing to win market acceptance with products and services from large and well-established companies that have greater marketing and sales experience and capabilities than we do. In addition, our competitors may innovate and commercialize, or license from third parties, technology platforms that compete with ours.

Other companies may develop lower-priced, less complex tests that could be viewed by physicians and payors as functionally equivalent to our tests, which could force us to lower the list price of our products, increase the discounts we offer to our list prices and impact our operating margins and our ability to achieve profitability.

We may face competition from other forms of diagnostic tests, some of which may have greater intellectual property protection.

Our competitors may enjoy a significant competitive advantage and greater market share if they are able to gain intellectual property protection for their products, obtain regulatory clearance and commence commercial sales of new products before we do, or succeed in developing and commercializing products that are superior to our products or that the market perceives to be superior. We anticipate that more products and services aimed at identifying the diagnosis of autism will become made available in the marketplace.

We may in the future seek to raise funds through equity or debt offerings.

After the Offering, we may issue additional equity securities, incur substantial indebtedness or enter into other financing arrangements in order to fund the growth of our business. Any issuance of additional equity securities may significantly dilute the value of the shares of our securities held by our shareholders and adversely affect the market price of our Common Stock. In addition, if we raise additional funds by borrowing, the rights of our shareholders would be subordinated to the rights of our creditors, and the terms of any such financing could significantly restrict our operating flexibility and result in the loss of your entire investment if our assets did not exceed the level of our borrowings upon liquidation. We may also seek to raise additional funds through licensing arrangements, collaborative relationships, joint ventures or other alliances with third parties, which could require us to pay royalties upon any resulting products, relinquish certain intellectual property rights in our existing or new technologies and products.

Failure to comply with the requirements of the FDA may subject us to administrative or judicially imposed sanctions.

The FDA is empowered to impose sanctions, including warning letters, civil and criminal penalties, injunctions, product seizure or recall, import bans, restrictions on the conduct of our operations, and total or partial suspension of production. Any of the aforementioned sanctions could cause reputational damage as well as undermine our ability to maintain and increase our revenues and have a material adverse effect on our business, financial condition and results of operations. In particular, if we or the FDA, were to discover that any of our products featured defects which called into question their efficacy for their intended diagnostic use, whether due to a design or other defect, we may be required to undertake a re-test of all results and analysis provided during the period relevant to the defect, recall our products, or be subject to revocation of marketing authorization. The direct costs entailed by such a recall in terms of management time, administrative and legal expenses and lost revenues, together with the indirect costs to our reputation among KOLs and the wider medical community could have a material adverse effect on our business, financial condition and results of operations, and on our ability to execute our business strategy.

The results of clinical studies of our diagnostic tests may not support our claims or may result in our being required to conduct additional clinical studies.

We have conducted clinical studies to support clearance or approval of our products. In order to receive FDA clearance on any resulting products, such studies and trials must be conducted in compliance with FDA requirements. We cannot be certain that their results will support our product candidate claims or that the FDA or foreign authorities will agree with our conclusions regarding them. Success in early clinical studies does not ensure that later clinical trials that may be requested by the FDA will be successful, and we cannot be sure that the later trials will replicate the results of prior trials and studies. The clinical trial process may fail to demonstrate that our tests are safe and effective for the proposed indicated uses, which could cause us to abandon a product candidate and may delay development of others. Any delay or termination of our clinical trials will delay the filing of our product submissions and, ultimately, our ability to commercialize our product candidates as cleared or approved devices and generate revenues.

RISKS RELATED TO THIS OFFERING AND AN INVESTMENT IN OUR SECURITIES

This is a "best efforts" offering and if we only complete substantially less than the Maximum Offering we may

encounter delays in implementing our business plan until we secure sufficient funding.

We are seeking to raise a maximum of $3,000,000 in this Offering. If we raise substantially less than this maximum amount, we may have to raise additional capital sooner than expected. We may not be successful in raising additional capital when needed, and as a result, we may not be able to implement fully our business plan within the time frame described herein.

In the future, should we need additional capital to support our business, expand our operations or maintain our minimum capital requirements, we may not be able to raise additional funds through the issuance of additional shares of common stock or other securities. Even if we are able to obtain capital through the issuance of additional shares of common stock or other securities, the sale of these additional shares could significantly dilute your ownership interest

You will experience dilution of your ownership interest because of the future issuance of additional shares of our Common Stock and our preferred stock or the exercise of stock purchase warrants issued pursuant to this Offering.

In the future, we may issue our authorized but previously unissued equity securities, resulting in the dilution of the ownership interests of our present stockholders. We are currently authorized to issue an aggregate of 100,000,000 shares of capital stock consisting of 10,000,000 shares of preferred stock, par value $0.00001 per share and 90,000,000 shares of Common Stock, par value $0.00001 per share.

We may also issue additional shares of our Common Stock or other securities that are convertible into or exercisable for Common Stock in connection with hiring or retaining employees or consultants, future acquisitions, future sales of our securities for capital raising purposes, or for other business purposes. The future issuance of any such additional shares of our Common Stock or other securities may create downward pressure on the future trading price of our Common Stock.

The concentration of our capital stock ownership with insiders could limit your ability to influence the outcome of key transactions, including a change of control.

Our directors, executive officers and each of our stockholders who own greater than 5% of our outstanding Common Stock, in the aggregate, will beneficially own approximately 90% of the outstanding shares of our Common Stock prior to this Offering, based on the number of shares outstanding as of September 30, 2018. These stockholders are able to influence or control matters requiring approval by our stockholders, including the election of directors and the approval of mergers, acquisitions or other extraordinary transactions. They may have interests that differ from yours and may vote in a manner that is adverse to your interests. This concentration of ownership may have the effect of deterring, delaying or preventing a change of control of our Company, could deprive our stockholders of an opportunity to receive a premium for their Common Stock as part of a sale of our Company and might ultimately affect the market price of our Common Stock.

We have broad discretion in the use of the net proceeds from this offering and may not use them effectively.

Our management will have broad discretion in the application of the net proceeds, including for any of the purposes described in "Use of Proceeds." The failure by our management to apply these funds effectively could harm our business.

Our shares of Common Stock have no trading market and there can be no assurance that there will be an active market for our shares of Common Stock either now or in the future.

Our shares of Common Stock have not been publicly traded, and the price if traded may not reflect our value. There can be no assurance that there will be an active market for our shares of Common Stock either now or in the future. The market liquidity will be dependent on the perception of our operating business and any steps that our management might take to bring us to the awareness of investors. There can be no assurance given that there will be any awareness generated. Consequently, investors may not be able to liquidate their investment or liquidate it at a price that reflects the value of the business. If a more active market should develop, the price may be highly volatile. Because there may be a low price for our shares of Common Stock, many brokerage firms may not be willing to effect transactions in the securities. Even if an investor finds a broker willing to effect a transaction in the shares of our Common Stock, the

combination of brokerage commissions, transfer fees, taxes, if any, and any other selling costs may exceed the selling price. Further, many lending institutions will not permit the use of such shares of Common Stock as collateral for any loans.

The securities laws may restrict the transferability of the securities being issued.

The Units offered hereby have not been registered under the Securities Act or registered or qualified under any state or foreign securities laws. Such Units are being issued based upon the Company's reliance upon an exemption from registration under the Securities Act for an offer and sale of securities that does not involve a public offering. Unless such Units are so registered, they may not be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or foreign securities laws.

Investors subscribing for Units will first be required to make representations and covenants concerning these transfer restrictions which are necessary to satisfy the requirements of the exemption from registration being relied upon by the Company for the issuance of the Units. The certificates representing shares of the Common Stock will bear a legend indicating that they are so restricted.

Purchasers of the Units in this Offering will only be able to resell their securities through an exemption from federal and state registration or qualification requirements. There can be no assurance that an exemption will be available when an investor desires to liquidate. Accordingly, purchasers of the Units in this Offering must be prepared to bear the economic risks of investment for an indefinite period of time since the securities cannot be resold unless they are subsequently registered or an exemption from resale is available.

The Clearing Broker may Decline to Deposit the Common Stock in the Subscriber's Account.

The clearing broker may decline to deposit into subscriber's account a stock certificate for a security that (1) has a closing price below one cent ($0.01) or (2) has stale or incomplete filings with the U.S. Securities and Exchange Commission (SEC) or with Canada's System for Electronic Document Analysis and Retrieval (SEDAR). Moreover, in the event that a company files with Pink Sheets, subscriber's clearing broker may decline to even consider depositing such company's securities. In addition to these conditions and limitations, the clearing broker may subject the Company's securities to additional review before accepting such securities for deposit. This review process may (1) take up to two weeks or longer; and (2) may include research into the Company or subscriber. The characteristics that may trigger additional review include (1) low price of the security or securities under review; (2) large number of shares being deposited with clearing broker into subscriber's account; (3) the securities in question are non-exchange traded; (4) the stock certificates are recently issued; (5) recent merger activity of the underlying company; and/or (6) change of name of the underlying company issuing these stock certificates. Finally, all of the aforementioned conditions, limitations, and characteristics triggering review may apply to subscriber's Deposit/Withdrawal At Custodian (DWAC) Confidential 21 requests, Automated Customer Account Transfer Account Service (ACATS) requests, and Depository Trust Company (DTC) receipts for deposit requests.

If our ability to register our Common Stock, and Common Stock issuable upon exercise of the Warrants is limited, your ability to sell such shares may be subject to substantial restrictions, and you may be required to hold such shares for a period of time prior to sale, in which case you could suffer a substantial loss on such shares.

If our ability to register the resale of shares of our Common Stock is limited, you may not be able to sell your shares of Common Stock or exercise all or some of your Warrants for shares of our Common Stock. There will be substantial restrictions on your ability to transfer any shares which are not registered for resale, and you may be required to hold the shares and any shares you receive upon exercise of your Warrants for some period of time after exercise. During such time, the market price of our Common Stock may fluctuate and go below the exercise price paid for the shares issued upon exercise of the Warrants, and you could suffer a substantial or total loss with respect to such shares.

Our securities may be considered a "penny stock" and subject to specific rules governing their sale to investors.

The SEC has adopted Rule 15g-9 which establishes the definition of a "penny stock," for the purposes relevant to our Common Stock, as any equity security that has a market price of less than $5.00 per share or with an exercise price of

less than $5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require that a broker or dealer approve a person's account for transactions in penny stocks, and the broker or dealer receive from the investor a Confidential Offering Memorandum. In order to approve a person's account for transactions in penny stocks, the broker or dealer must obtain financial information, investment experience and objectives of the person, and make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks. The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the SEC relating to the penny stock market, which, in highlight form sets forth the basis on which the broker or dealer made the suitability determination, and that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the penny stock rules. This may make it more difficult for investors to sell shares of our Common Stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent, disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

The offering price of the Units was determined arbitrarily and therefore should not be used as an indicator of the future market price of the securities. Therefore, the offering price bears no relationship to our actual value, and may make our shares difficult to sell.

Since our securities have not been publicly traded, the offering price of $1.80 per Unit was determined arbitrarily. The offering price bears no relationship to the book value, assets or earnings of our Company or any other recognized criteria of value. This price should not be regarded as an indicator of the future market price of our securities.

USE OF PROCEEDS

The net proceeds from this Offering will vary depending upon the total number of Units sold in this Offering. The net proceeds to the Company from the sale of the Units at the offering price of $1.80 per Unit are estimated to be approximately $2,550,000 if the Maximum Offering is fully subscribed, after deducting estimated costs and expenses of this Offering. We plan to use the net proceeds as follows:

	If Maximum Offering Sold
Software Engineering	$500,000
Software Validation, FDA Data & Submission	$200,000
Capital Expenditures	$20,000
Assessment Center	$50,000
Marketing	$100,000
New Product Development	$250,000
Deal Expenses	$450,000
Working Capital	$1,430,000
Total	$3,000,000

While we currently intend to use the proceeds of this Offering substantially in the manner set forth above, we reserve the right to reassess and reassign such use if, in the judgment of our Board of Directors, such changes are necessary or advisable. At present, no material changes are contemplated. Should there be any material changes in the above projected use of proceeds in connection with this Offering, we will issue a supplement or amendment reflecting the material change. The above amounts and priorities for the use of proceeds represent our management's estimates based upon current conditions.

If substantially less than the Maximum Offering is sold, in order to complete Software Engineering and complete the FDA clearance process, the Company may be forced to engage in another capital raising round and/or supplement available cash with additional borrowings.

OUR BUSINESS

History

Beginning in 2004 the Bioengineering Research Department at the University of Louisville began to study the question of brain structure in neuro disabling diseases and sought grants from the NIMH (National Institutes of Mental Health) related to such research. From 2004 through 2015 the University received several grants totaling $2.8 million dollars and their research led them to utilize software to build brain maps enabling them compare patients with disease to those with normal brain structures. This research resulted in two patent applications one of which has been issued, and 11 peer reviewed journal articles published on their work.

During 2015, Academic Technology Ventures ("ATV"), a startup venture investment firm that promotes the discovery of new technologies and the benefits of taking them to the marketplace, became aware of the ongoing research in autism diagnosis at the University of Louisville ("Louisville"). ATV founded Autism Diagnostic Technologies, Inc. ("ADT" or the "Company") and incorporated the Company in the State of Delaware in 2016 for the purpose of commercializing the promising new diagnostic technology being developed at Louisville. On January 31, 2017, ADT acquired an exclusive license from Louisville to commercialize and market a patent protected software technology that can analyze the brain faster and more accurately using 3D mesh mapping to determine significant locations that correlate with brain structure and disease.

Our Company and Product

Our Company is in the business of diagnosing neuro-disabling diseases through the use of advanced 3d brain mapping technology. Currently we are focused on developing this technology in order to provide a first of its kind diagnostic tool for autism in order to reduce the time for diagnosis to ensure the earliest possible intervention. While the direct marketing of autism directed diagnostic tools is our current focus, ADT's strategy also calls for the introduction of new products in the brain mapping areas of Dyslexia and Alzheimer's. Initial testing in these areas shows real promise for similar results.

Our diagnostic software technology can diagnose autism in infants as young as six months old at 90%+ rate of accuracy. The technology was developed with the help of physicians at the University of Louisville and is compatible with existing MRI scan imagery. Our software compares the normal shape of brain structures with the subject's data and issues reports on the location of abnormalities in selected brain regions consistent with autism. It measures the thickness of Cerebral White Matter (CWM) gyrification, and analyzes and classifies the shape of the brain based on this measurement.

Current Standard for Autism Diagnosis – The Problem

Developmental screening is a short test to tell if children are learning basic skills when they should, or if they might have delays. During developmental screening the doctor might ask the parent some questions or talk and play with the child during an exam to see how she learns, speaks, behaves, and moves. A delay in any of these areas could be a sign of a problem.

The second step of diagnosis is a comprehensive evaluation. This thorough review may include looking at the child's behavior and development and interviewing the parents. It may also include a hearing and vision screening, genetic testing, neurological testing, and other medical testing.

In some cases, the primary care doctor might choose to refer the child and family to a specialist for further assessment and diagnosis. Specialists who can do this type of evaluation include:

- Developmental Pediatricians (doctors who have special training in child development and children with special needs)

- Child Neurologists (doctors who work on the brain, spine, and nerves)
- Child Psychologists or Psychiatrists (doctors who know about the human mind)

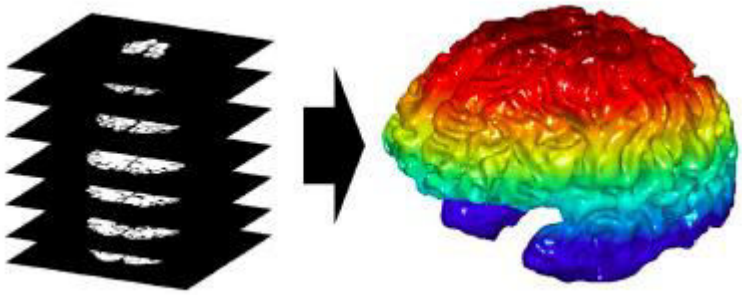
Our Diagnostic Technology Solution

Our software is currently in prototype form, as developed by the University of Louisville. This prototype has been used in clinical tests of 841 patients.

Our software analyzes and quantifies differences between the shapes of autistic and normal brains as opposed to conventional systems of analysis and diagnosis. The method of classifying a brain includes receiving image data associated with the brain scans and segmenting the image data. This segmented image data will generate a 3D mesh model of the brain, where each unit will be computed using spherical harmonics (SPHARM) for delineating each unit sphere into a 3D mesh model using our proprietary algorithm.

These 3D maps are processed through the software system, and the output produced indicates if a patient has autism or not as well as the specific area affected in the brain.

Figure 1. 3D volumetric mesh constructed from a set of processed images



Scientists have discovered that when they utilize traditional SPHARM expansion models the resulting 3D scans of the brain cortex are inaccurate. This increases the probabilities of details being lost. To counter the issue, the inventors applied the proprietary algorithms to the SPHARM model to recreate the 3D gyrification for the brain cortices and avoid inaccurate diagnosis.

Figure 2. Original Brain mesh and SPHARM reconstruction using Harmonics

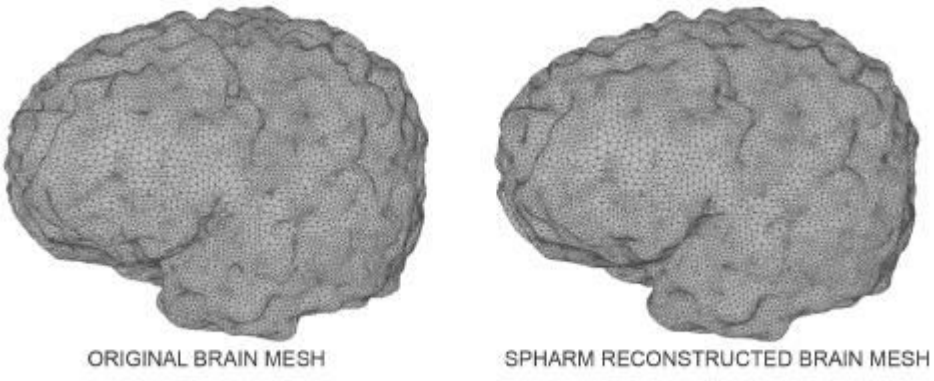
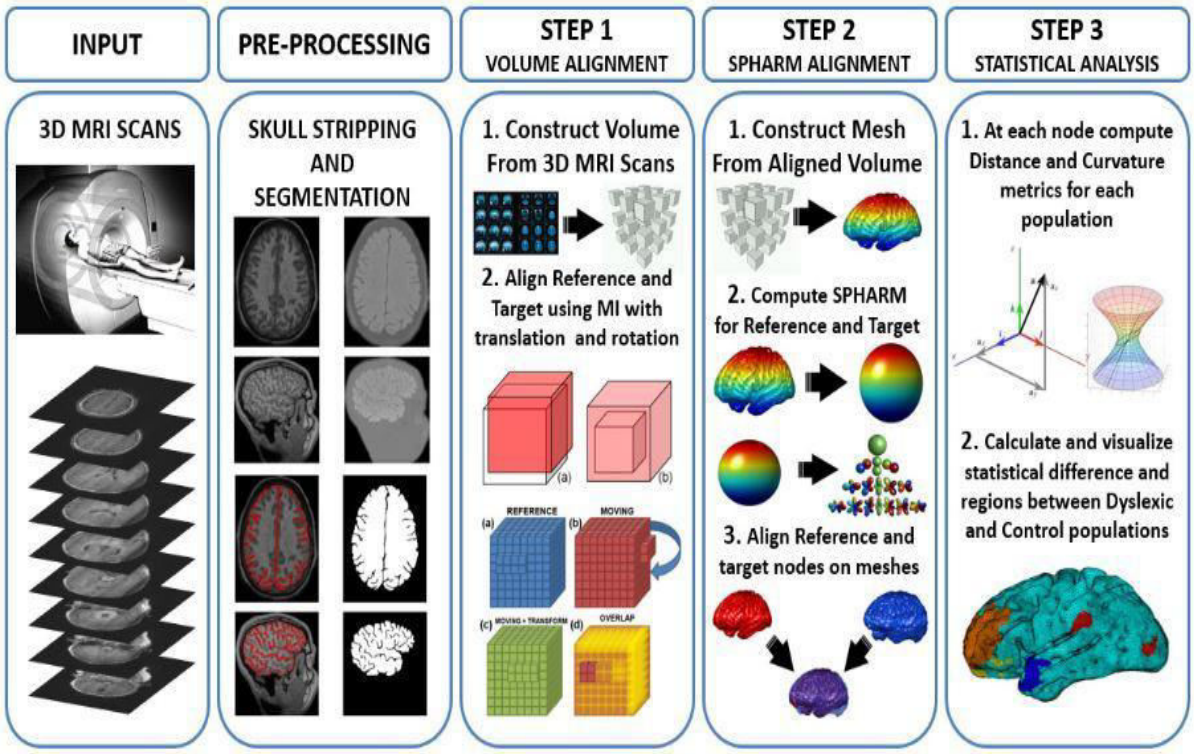


Figure 3. Diagnosis Technology Process



Our Market

The target market is physicians who diagnose autism and their teams. The primary specialists to be targeted included Psychology, Psychiatrist, Pediatric Neurologist and Pediatricians. These specialists today are using broad scale psychological testing and physical examinations to diagnosis autism. Our transformational technology will assist these physicians in making diagnosis earlier using our unique assessment tools.

It is estimated that over 3.5 million patients in the United States have been diagnosed with autism. Approximately 1.7% of new births each year (i.e. 1 in 59) will eventually be diagnosed as positive. The CDC reports that the average age at time of diagnosis is 4.5 years, ranging from 2 years to 7 years. Our technology uses structural MRI scans to visualize malformations in the brain occurring with autism. There are currently approximately twelve thousand MRI scanners placed in hospitals and clinics in the US.

Table 1: Market Segmentation

	Market Segment	Market Potential
1	Assessment Tests (U.S.)	Approximately 100,000 new candidates for testing per year, plus "pool" of at-risk but untested individuals, of approximately 400,000 individuals
2	Master licenses (U.S.)	Licenses for 8,000 MRI Machines

3	Outside U.S. (2x U.S. Market)	200,000 individuals per year plus 800,000 untested at-risk individuals, and Licenses for 16,000 MRI Machines

There are two segments to this market. One is assessment tests for patients at risk of autism and the other is to license the technology for the MRI equipment used to scan the brain for malformations. MRI installations that are covered by licenses will benefit by reduced per-use fees. The chart above reflects the differing elements of these markets.

Our Strategy

Commercialization: Initially, we expect to establish revenue prior to FDA clearance. ADT will target small Pediatrician clinics, Neurologists and Psychologists, as early adopters, that can integrate the service into their practice. Following FDA clearance we will embark on a full-fledged marketing campaign to the medical community including hospitals; initially in the United States, followed later by foreign markets.

Business Model: The software will be licensed to users on a fee-per-use basis. For hospitals, we plan to offer master licenses per MRI machine and reduced per-use fees.

We need to complete development of our software in order to meet FDA requirements, specifically, establishing and maintaining plans that describe or reference the design and development activities and define responsibility for implementation. We expect to apply for FDA clearance by mid-2019.

Central to our strategy is establishing an assessment center at the University of Louisville to provide the reports physicians need to support early diagnosis of the disease, and pre-diagnosis screening tests. Initially we will focus on thought leaders at universities and their residents to evaluate the technology and build the technology into their clinical protocols. This center will seek MRI data on patients and will be able to provide brain assessments in as little as 1 hour. This capability will transform the diagnostic regiment currently used that must wait until a child can perform certain tests or displays aberrant behavior. Usually this occurs after age 4 and after the brain has begun to harden, when learning is more difficult.

Industry Partners: In the future we plan to seek industry partners that can continue business development efforts at a larger scale. The industry partners, likely equipment manufacturers or pharmaceutical companies, will work with ADT to spur rapid market adoption through their existing distribution channels.

We plan to file a registration statement on Form S-1 with the SEC approximately six (6) months from the final closing of the Offering and simultaneously file an application to be listed on a nationally recognized securities exchange. There can be no guarantees that such application will be approved and that the Company will be listed on such an exchange. The Company may, however, decide to delay such step depending on market conditions and other factors, or ultimately abandon it for the near future if it deems this to be in the best interests of our shareholders.

Competition

To our knowledge, there are currently no direct competitors in the marketplace. Presently, the standard of care today is defined by psychological testing as there are no technological products on the market currently. We believe that ADT's technology will represent the only objective scientific solution currently available.

The CDC describes the standard of care currently employed in diagnosing autism. There are no technology solutions that are approved for use in this process.

Clinical Advantage

The ADT technology will be a first-to-market capability replacing and enhancing current testing done with patients who demonstrate difficulties. Some of the clinical advantages of our technology are:

- Timeliness - our test assessment process can be seen as a significant improvement over current test protocols which often take months or years to complete. Our assessment process can be completed in a single review which takes about 20 minutes to compete.
- Accuracy - with over 90% accuracy in predicting autism in our clinical testing, this compares very favorably to current accuracy results that are +/- 50%.
- Cost Effectiveness - the cost of our assessment will be significantly lower than current testing which requires 6 tests to be completed to diagnose autism, at a total cost averaging $4,000 to $7,000 nationally.
- Early Intervention - the gold standard in treating autism is to provide intervention early enough that the child can be trained to deal with their condition. We believe that by targeting high risk families (families that already have autism within the family) we can identify the presence of autism in babies as young as 6 months old, perhaps even earlier. This stage of brain development is most apt to benefit from efforts at early intervention.

Lifetime Cost - CDC reports that the average lifetime cost to society of treating and supporting autistic patients is $2.4 million. Early intervention offers the best hope to greatly impact this lifetime cost significantly.

Intellectual Property

Below patents are owned by the University of Louisville. ADT was granted an exclusive worldwide license pursuant to an "Exclusive Agreement" dated January 31, 2017 which is valid through the expiration date of the last granted patent and can be terminated only upon occurrence of an uncured violation by the Company of the contract terms. The agreement, among other, obliges the Company to (1) pay royalties on income from the licensed products during the term of the agreement, (2) a 30% fee on non-royalty income from sub-licensing, (3) reimbursement of certain expenses aggregating $34,273 payable in installments until February 2019, (4) adherence to certain milestone criteria for the raising of capital and submission of the product for FDA clearance, and (5) imposes ongoing reporting and disclosure requirements,

Licensed Patents:

1. U.S. Patent No. 9,230,321, "Computer Aided Diagnostic System Incorporating 3D Shape Analysis of the Brain for Identifying Developmental Brain Disorders," issued Jan. 5, 2016 from U.S. Patent App. No. 13/834,231 (ULRF Ref. 11064-02), which claims priority to U.S.

2. Provisional Patent App. No. 61/617,869, filed Mar. 30, 2012 (ULRF Ref. 11064-01, -02) 2. U.S. Patent App. No. 15/233,671, "Computer Aided Diagnostic System for Mapping of Brain Images," filed Jul. 29, 2016 (ULRF Ref. 13098-03), which claims priority to U.S. Provisional Patent App. No. 62/198,169, filed Jul. 29, 2015 (ULRF Ref. 13098-02,-03). On October 31, 2018, we received a Notice of Allowance from the U.S. Patent and Trademark Office on our U.S. Patent App. No. 15/233,671, "Computer Aided Diagnostic System for Mapping of Brain Images," filed July 29, 2016.

Royalties:

We will pay to UL Research Foundation earned royalties ("Royalties") at the rate of five percent (5.0%) of Net Sales for all licensed products sold (licensed) by us. "Net Sales" means the gross amount of any payments, and the fair market value of any non-cash consideration, received by licensee, affiliates or sublicenses for the use, sale or other transfer of licensed products, less (a) discounts or rebates actually allowed from billed amounts, (b) credits or allowances actually allowed upon claims or returns, and (c) taxes or other government charges included in amounts billed. However, in no case will Net Sales be less than ninety percent (90%) of the gross amounts received in connection with sales.

DESCRIPTION OF PROPERTY

Our corporate headquarters are currently located at 150 Allen Road, Ste. 305, Basking Ridge, NJ 07920 where we occupy approximately 1,500 square feet. We may move our operations to suitable larger offices in the near future.

RECENT DEVELOPMENTS

In preparation for the planned private placement offering, the Company, on September 18, 2018, obtained majority shareholder approval for a reverse split of its outstanding approximately 84 million shares of Common Stock, at the rate of ten for one. The 10:1 reverse stock split of the Common Stock (the "Reverse Stock Split") is effective as of September 18, 2018, with the filing of an amendment to the Company's certificate of incorporation which occurred on October 24, 2018. The par value per share and number of authorized shares remain unchanged.

MANAGEMENT OF THE COMPANY

Executive Officers and Directors

The following table sets forth information regarding our directors and executive officers as of December 6, 2018.

Name	Age	Position
Andrew Stewart	70	Chief Executive Officer, Director
Joerg Klaube	77	Chief Financial Officer
Boura Ali	51	Director
Jason Pottinger	35	Director

Andrew Stewart, age 70, Chief Executive Officer

Mr. Stewart combines over 40 years of experience in the Medical Device Industry. He has served as CEO of Autism Diagnosis Technology since May 2017. Previously, he held the position of CEO for Wipe-Rite Technologies, Inc. and Medeject, Inc., both medical device startups. Formerly, from 2006 to 2013, he was CEO of EyeTect, LLC, a startup medical device company focused on eye tracking for diagnosing depth of consciousness monitoring. From 1994 through 2003, Mr. Stewart was the Vice President of Sales and Member of the Management Board for Ethicon, a Division of Johnson and Johnson, Inc., a medical device company focused upon wound closure. From 1986 to 1993 he was Vice President Sales and Marketing, worldwide for Johnson and Johnson Professional, Inc., another Johnson and Johnson Division, focused on neurosurgical and cardiovascular surgical products. He served as Chairman and Vice Chairman of the Board of Directors for Somerset Medical Center from 1994 to 2003. He graduated from Kenyon College with double majors in Economics and Political Science in 1970. He graduated from Harvard Business School with an AMP in General Management in 1993. He is an Elder of the Presbyterian Church.

Joerg H. Klaube, age 77, Chief Financial Officer

Mr. Klaube's career encompasses a broad range of appointments in corporate financial management, controllership and administrative functions, in a variety of business environments including publicly held companies. He joined the Company in 2018. From 2013 to 2017 he held the position of Chief Financial Officer at Turnpoint Medical Devices Inc., a designer and marketer of specialized infusion pumps. Prior to that he served as Chief Financial Officer for the telecommunications holding company E. Oliver Capital Group and the software design and computer marketing firms Magnitude Information Systems Inc. and Unitronix Corporation. Before that, he was employed for sixteen years with the U.S. subsidiary of Siemens AG, where he last served as Director of Business Administration in the Telecommunications Division. He graduated from the Banking School in Berlin, Germany, and holds a Master Degree in Business Administration from Rutgers University.

Boura Ali, Age 51, Director

Mr. Ali combines over 19 years of experience in the pharmacy industry and as an entrepreneur involving work in Retail and Hospital. Mr. Ali advised a fortune 100 company regarding logistics and international marketing. He advised another fortune 100 company regarding new technology. Mr. Ali is the managing member of Highlands Harris LLC and a Partner at Academic Technology Ventures since 2015. Mr. Ali is a Cofounder of Autism Diagnostic technology.

Jason Pottinger, age 35, Director

Mr. Pottinger combines over 4 years of experience in technology commercialization senior management, following a 9 years career as a real estate investor and professional athlete. Previously, he has been involved in Plasma Stream Technologies and Predictive Aviation Analytics holding positions including Chief Executive Officer and Board Member. From 2009 through 2015, Mr. Pottinger was the President and CEO for Ark Management, Inc., a real estate and property management company. From 2014 to present, he has been CEO of Academic Technology Ventures, Inc., a company involved in technology commercialization. Mr. Pottinger is also currently a Director of Thermo-Flex Technologies, Inc., a company developing cooling systems for large corporations in various industry segments, including the mattress and apparel industries. He has an undergraduate degree from McMaster University and an MBA from The Schulich School of Business at York University in Toronto, Canada.

Key Advisors

John Paulson, PhD

Mr. Paulson worked for 25 years at Johnson & Johnson where he held the position of Vice President of Regulatory and Clinical Affairs. He conducted all regulatory and QA due diligence for large medical devices company within Johnson & Johnson, resulting in several large acquisition, divestitures and equity divestments. He led multi-company development of product life cycle management system for several Johnson & Johnson device firms.

Manuel Casanova, MD

Dr. Casanova is the Chairman of Childhood Neurotherapeutics, and a professor of Biomedical Sciences at the University of South Carolina School of Medicine Greenville. Dr. Casanova belonged to the founding board of the National Alliance for Autism Research (now Autism Speaks) and the Autism Tissue Board. He has served on the Board of Directors and Scientific Advisory Boards of numerous organizations (e.g., Autism Research Institute, Generation Rescue, On Mental Health, Families for Effective Autism Treatment, Clearly Present Foundation) and is presently on the editorial board of 15 different medical journals.

Ayman El-Baz, Ph.D

Dr. El-Baz has 12 years of hands-on experience in the fields of bio imaging modeling and computer-assisted diagnostic systems. He has developed new techniques for analyzing 3D medical images. His work has been reported at several prestigious international conferences (e.g., CVPR, ICCV, MICCAI, etc.) and in journals (e.g., IEEE TIP, IEEE TBME, IEEE TITB, Brain, etc.). His work related to novel image analysis techniques for lung cancer and autism diagnosis have earned him multiple awards, including: first place at the annual Research Louisville 2002, 2005, 2006, 2007, 2008, 2010, 2011 and 2012 meetings, and the "Best Paper Award in Medical Image Processing" from the prestigious ICGST International Conference on Graphics, Vision and Image Processing (GVIP-2005). Dr. El-Baz has authored or coauthored more than 300 technical articles. Dr. El-Baz is the acting Chair of Bioengineering Department of the University of Louisville.

Advisory Board

The Company plans to establish an Advisory Board of the Board of Directors (the “Advisory Board”) in the near future. The purpose of the Advisory Board will be to periodically review and advise the Board of Directors on the strategic direction and objectives of the Company’s business, including providing understanding, clarification, and validation of the Company’s fundamental strategy related to its diagnostic testing tools, specifically as they relate to autism as well other indication such as dyslexia in the future (and its positioning and impact on the Company’s overall

corporate strategy) in order to enable the Board of Directors to make informed business decisions. The Advisory Board will also be responsible for identifying and discussing with the Board of Directors significant emerging trends and issues related, or of relevance, to the strategic goals and objectives of the Company's business.

While as of the date of this Memorandum, the Advisory Board has not currently been established, we initially expect Dr. Casanova to serve on the Advisory Board. As there is no agreement in place with Dr. Casanova, we can make no guarantees that he will serve on the Advisory Board when it is established. We expect to add more individuals to the Advisory Board within the next year. As we build our Advisory Board, the Company plans to add representatives of customer groups including physicians and nurses or specialties of psychology, psychiatry, and pediatrics. Dr. Casanova will assist in identifying and recruiting regional thought leaders to serve on the Advisory Board.

Board Committees

The Company does not currently have a designated audit, nominating or compensation committee. The Company currently has no plans to form these separately designated board committees.

AUTISM DIAGNOSTIC TECHNOLOGIES, INC.
SUMMARY COMPENSATION

The following summary compensation table sets forth all compensation awarded to, earned by, or paid to the named executive officers paid by us during fiscal years ended December 31, 2017 and 2016.

Name and Principal Position	Year	Salary($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Non- Qualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Totals($)
Andrew StewartCEO									
	2017	$ 0	0	0	0	0	0	0 $	0
	2016	$ 0	0	0	0	0	0	0 $	0
Joerg Klaube	2017	$ 0	0	0	0	0	0	0 $	0
CFO	2016	$ 0	0	0	0	0	0	0 $	0

Director Compensation

Our directors do not receive compensation from us for their service on our Board of Directors.

There was no director compensation for the period ended December 31, 2017.

Employment Agreements

The Company does not currently have any employment agreements but does anticipate entering into employment agreements with its Chief Executive Officer and key employees in the near future.

Employee Stock Incentive Plans

We currently do not have a stock option plan, however, we may wish to issue stock options pursuant to a stock option plan in the future. Such stock options may be awarded to management, employees, and members of the Company's Board of Directors and consultants of the Company.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

There were no transactions since January 1, 2017, to which we have been a participant, in which the amount involved in the transaction exceeds or will exceed $120,000 and in which any of our directors, executive officers or holders of more than 5% of our capital stock, or any immediate family member of, or person sharing the household with, any of these individuals, had or will have a direct or indirect material interest.

Director Independence

On an annual basis, each director and executive officer will be obligated to disclose any transactions with the Company in which a director or executive officer, or any member of his or her immediate family, have a direct or indirect material interest. Following completion of these disclosures, the Board of Directors will make an annual determination as to the independence of each director using the current standards for "independence" that satisfy the criteria for the Nasdaq.

For purposes of determining independence, the Company has adopted the definition of independence as contained in NASDAQ Market Place Rules 4200. Pursuant to the definition, the Company has determined that all of the current directors and executive officers qualify as independent.

LEGAL PROCEEDINGS

There are no material proceedings to which any director or officer, or any associate of any such director or officer, is a party that is adverse to our Company or any of our subsidiaries or has a material interest adverse to our Company or any of our subsidiaries. No director or executive officer has been a director or executive officer of any business which has filed a bankruptcy petition or had a bankruptcy petition filed against it during the past ten years. No director or executive officer has been convicted of a criminal offense or is the subject of a pending criminal proceeding during the past ten years. No director or executive officer has been the subject of any order, judgment or decree of any court permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities during the past ten years. No director or officer has been found by a court to have violated a federal or state securities or commodities law during the past ten years.

In addition, there are no material proceedings to which any affiliate of our Company, or any owner of record or beneficially of more than five percent of any class of voting securities of our Company, is a party that is adverse to our Company or any of our subsidiaries or has a material interest adverse to our Company or any of our subsidiaries. Currently there are no legal proceedings pending or threatened against us. We are not currently involved in any litigation that we believe could have a materially adverse effect on our financial condition or results of operations.

There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our Company or any of our subsidiaries, threatened against or affecting our Company, our Common Stock, any of our subsidiaries or of our Company's or our Company's subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

However, from time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business.

PRINCIPAL STOCKHOLDERS

The following table sets forth information regarding beneficial ownership of our Common Stock as of December 6, 2018, by:

- Each stockholder we know to own beneficially 5% or more of our Common Stock;

- Each of our named executive officer and directors individually;
- All of our named executive officer and directors as a group; and
- Each selling stockholder.

We have determined beneficial ownership in accordance with the rules and regulations of the SEC. These rules generally provide that a person is the beneficial owner of securities if such person has or shares the power to vote or direct the voting thereof, or to dispose or direct the disposition thereof or has the right to acquire such powers within 60 days. Shares issuable pursuant to stock options or warrants are deemed outstanding for computing the percentage ownership of the person holding such options or warrants, but are not deemed outstanding for computing the percentage ownership of any other person. Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons and entities named in the table below will have sole voting and investment power with respect to all shares of Common Stock that they will beneficially own, subject to applicable community property laws.

The address of each owner who is an officer or director is c/o the Company at 150 Allen Road, Ste. 305, Basking Ridge, NJ 07920.

Name of Beneficial Owner	**Shares**	**Percent**
5% or Greater Stockholders		
Emerald Sky Group LLC (1)	2,611,100	31.3%
Yorktown Advisors, Inc. (2)	2,000,000	23.9%
All 5% or greater stockholders as a group	6,223,600	55.2%
Named Executive Officers and Directors		
Andrew Stewart	320,000	3.8%
Boura Ali	2,612,500	31.3%
Pottinger Enterprises LLC (3)		3.0%
All executive officers and directors as a group		38.1%

(1) Emerald Sky Group LLC is an entity controlled by Corey Park.

(2) Yorktown Advisors, Inc. is an entity controlled by Jerry Swon.

(3) Pottinger Enterprises LLC is an entity owned and controlled by James Pottinger, a Director of the Company.

PLAN OF DISTRIBUTION

The Company is offering the Units through Network 1 Securities, Inc., as exclusive Placement Agent, on a "best efforts" basis until all of the Units are sold or the Offering period terminates, whichever shall first occur. The Units are being offered for a period ending March 31, 2019, subject to an extension for up to an additional 90-day period at the discretion of Company and the Placement Agent (the "Termination Date").

The Company and the Placement Agent reserve the right to mutually (a) increase the size of the Offering by an additional 500,000 Units and (b) extend the Offering period for an additional 90 days; in each case without notice to subscribers or investors.

The Units are offered on a "best efforts basis," until the earlier of the sale of all of the Units or expiration of the Offering period. This means that once we accept your subscription agreement, we will release your investment funds to the Company for the uses disclosed. Accordingly you should be aware that we are not required to place your funds in escrow or raise any minimum amount of investor funds before we can use your investment funds for the purposes described herein. The Company's officers, directors, employees and/or affiliates may purchase the Units on the same terms and conditions as other investors.

We have agreed to compensate the Placement Agent for its services by the payment of a commission equal to ten percent (10%) of the gross proceeds from the sale of the Units (the "Commission Payment") and the payment of a non-accountable expense allowance equal to three percent (3%) of such proceeds (the "Expense Allowance"). We have also agreed to issue common shares to the Placement Agent or its designee(s) in an amount equal to ten percent (10%) of the aggregate purchase of the number of Units sold in the Offering and pay a one-time commitment fee of $10,000 which will be applied against the 3% expense allowance.

DESCRIPTION OF SECURITIES

General

The Company is authorized to issue an aggregate number of 100,000,000 shares of capital stock, of which 10,000,000 shares are preferred stock, $0.00001 par value per share and 90,000,000 shares are Common Stock, $0.00001 par value per share.

Common Stock

The Company is authorized to issue 90,000,000 shares of Common Stock, $0.00001 par value per share. As of December 6, 2018 we have 8,349,261 shares of Common Stock issued.

Each share of Common Stock shall have one (1) vote per share for all purposes. Our Common Stock does not provide a preemptive, subscription or conversion rights and there are no redemption or sinking fund provisions or rights. Our Common Stock holders are not entitled to cumulative voting for purposes of electing members to our Board of Directors.

Preferred Stock

The Company is authorized to issue 10,000,000 shares of preferred stock, $0.00001 par value per share. Currently we have no shares of preferred stock issued and outstanding.

DETERMINATION OF OFFERING PRICE

The purchase price of the Units offered hereby, has been arbitrarily determined by the Company and does not necessarily bear any relationship to the Company's assets value, net worth, revenues or other established criteria of value, and should not be considered indicative of the actual value of the Units.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The directors and officers of Autism Diagnostic Technologies, Inc. are indemnified as provided by the Delaware corporate law and our Bylaws. We have agreed to indemnify each of our directors and certain officers against certain liabilities, including liabilities under the Securities Act. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the provisions described above, or otherwise, we have been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than our payment of expenses incurred or paid by our director, officer or controlling person in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

INVESTOR QUALIFICATIONS

Prospective investors should consider carefully each of the risks associated with this Offering, particularly those described in "Risk Factors." In view of these risks, and the consequent long-term nature of any investment in the Company, this Offering is available only to investors who have substantial net worth and no need for liquidity in their investments. The Company, in reliance upon the criteria set forth in Rule 501(a) promulgated under the Securities Act, has established investor suitability standards for investors. Units will be sold only to an investor who:

(a) represents that such investor is acquiring the Units for such investor's own account, for investment only not with a view to the resale or distribution thereof;

(b) acknowledges that the right to transfer the Units will be restricted by the Securities Act, applicable state securities laws and certain contractual restrictions, and that the investor's ability to do so will be restricted by the absence of an active market for our Common Stock; and

(c) represents that such investor qualifies as one or more of the following:

(1) Any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of $5,000,000;

(2) Any director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer;

(3) Any natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase exceeds $1,000,000 (exclusive of principal residence);

(4) Any natural person who had an individual income in excess of $200,000 in each of the two most recent years or joint income with that person's spouse in excess of $300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;

(5) Any trust with total asset in excess of $5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii); or

(6) Any entity in which all of the equity owners are accredited investors.

Investors will be required to make certain representations and to satisfy certain other standards of suitability and conditions, which are set forth in a Subscription Agreement and Confidential Private Purchaser Questionnaire (annexed hereto as Exhibits A and B, respectively) that must be executed by all investors in this Offering.

The suitability standards referred to above are minimum requirements; the satisfaction of such standards does not mean that investment in the Company is a suitable investment for an investor. In addition, the Company may revoke the offer made herein and refuse to sell any Units to a prospective investor for any other reason whatsoever, even if such investor returns a Subscription Agreement and Confidential Private Purchaser Questionnaire containing appropriate representations.

SUBSCRIPTION PROCEDURES

In order to subscribe for the Units, each prospective investor will be required to deliver the subscription price, calculated on the basis of $1.80 per Unit with a minimum payment of $10,000, which may be reduced at the Company's sole discretion, payable in United States dollars, by mail to our Placement Agent's address or by wire transfer in accordance with instructions from the Company. Upon a Closing, Placement Agent will receive Commission Payment and Expense Allowance outlined above.

In addition, the prospective investor must complete, execute and deliver the following to Company:

(1) A Signature Page that will evidence such prospective investor's execution of a Subscription Agreement. This document includes certain representations by such investor relating to such investor's subscription; and

(2) A completed Confidential Private Purchaser Questionnaire.

Subscription documents should be forwarded to our Placement Agent:

Keith Testaverde
Network 1 Financial Securities, Inc.
2 Bridge Avenue, The Galleria Bldg. 4th Floor, Red Bank, NJ 07701

Email for Receipt of Scanned Documents: ktestaverde@netw1.com

Subscriptions are not binding on the Company until accepted by us. We reserve the right to reject any subscription in our sole discretion, and will reject a subscription from a subscriber that we believe, in our sole discretion, does not meet the suitability standards for this Offering. See "Investor Qualifications." In such an event, any funds received from such subscriber will be promptly returned without interest thereon or deduction therefrom. We also reserve the right to allocate any lesser number of Units than the number for which a prospective investor has subscribed, in which event, we will return any excess subscription payment to the subscriber without interest thereon or deduction therefrom.

A person may subscribe for purchase of the Units by completing both the Subscription Agreement and Confidential Private Purchaser Questionnaire, each of which is annexed hereto as an exhibit, and delivering such executed documents, together with payment of the subscription price, to Company. The subscription price must be paid in United States dollars, by mail or wire transfer in accordance with instructions from us.

FURTHER INFORMATION

The statements contained in this Memorandum constitute only a brief summary of certain provisions of the documents referred to herein and the transactions contemplated hereby and thereby. These statements do not purport to be a complete description of every term and condition of such documents and are qualified in their entirety by reference to such documents. As with any summary, some details and exceptions have been omitted.

If any of the statements herein are in conflict with any of the terms of any of such documents, the terms of such documents will govern. Reference is made to the actual documents for a complete understanding of what they contain. Copies of all documents in connection with the transaction described in this Memorandum are either enclosed herewith or are available for inspection at the offices of the Company.

Each prospective investor and his advisor are invited and encouraged to ask questions of the Company with respect to the terms and conditions of the Offering and the business of the Company and request additional information necessary to verify information in this Memorandum. The Company will seek to provide answers and such information to the extent possessed or obtainable without unreasonable effort or expense.

Offerees may be required to execute non-disclosure agreements as a prerequisite to reviewing documents determined by the Company to contain proprietary, confidential or otherwise sensitive information. To obtain such information or to make arrangements to ask such questions of the Company, prospective investors should contact Company via correspondence addressed to Autism Diagnostic Technologies, Inc., 150 Allen Road, Ste. 305, Basking Ridge, NJ 07920, or via telephone at (908) 304-4858.