Offeree Name: _____ Copy No. _____

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

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WinProbe Corporation

(A Delaware Corporation)

$1,000,000 Private Common Stock Offering

$10 million pre/money valuation

FOR ACCREDITED INVESTORS ONLY

October 28, 2017

THE SHARES ARE BEING OFFERED WITHOUT REGISTRATION UNDER THE SECURITIES ACT OF 1933, AS AMENDED, IN RELIANCE UPON THE EXEMPTION FROM REGISTRATION AFFORDED BY SECTION 4(2) OF THE SECURITIES ACT AND REGULATION D PROMULGATED THEREUNDER. THIS MEMORANDUM HAS NOT BEEN REVIEWED, APPROVED OR DISAPPROVED, NOR HAS THE ACCURACY OR ADEQUACY OF THE INFORMATION SET FORTH HEREIN BEEN PASSED UPON BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES ADMINISTRATOR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

CERTAIN PORTIONS OF THE INFORMATION CONTAINED IN THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM ("MEMORANDUM") ARE CONFIDENTIAL AND PROPRIETARY TO WINPROBE CORPORATION, A DELAWARE CORPORATION (THE "COMPANY") AND IS BEING SUBMITTED TO PROSPECTIVE INVESTORS SOLELY FOR SUCH INVESTORS' CONFIDENTIAL USE WITH THE EXPRESS UNDERSTANDING THAT, WITHOUT PRIOR EXPRESS PERMISSION OF THE COMPANY, SUCH PERSON WILL NOT RELEASE THIS DOCUMENT OR DISCUSS THE INFORMATION CONTAINED HEREIN OR MAKE REPRODUCTIONS OF OR USE THIS MEMORANDUM FOR ANY PURPOSE OTHER THAN EVALUATING A POTENTIAL INVESTMENT IN THE COMPANY. THIS MEMORANDUM MAY NOT BE REPRODUCED, IN WHOLE OR IN PART, AND IT IS ACCEPTED WITH THE UNDERSTANDING THAT IT WILL BE RETURNED TO THE COMPANY IF THE RECIPIENT DOES NOT PURCHASE THE SHARES OFFERED HEREBY.

THE SHARES OFFERED HEREBY ARE HIGHLY SPECULATIVE AND INVOLVE A HIGH DEGREE OF RISK AND SHOULD NOT BE PURCHASED BY ANYONE WHO CANNOT AFFORD THE LOSS OF HIS OR HER ENTIRE INVESTMENT. SEE "RISK FACTORS."

THIS OFFERING IS SUBJECT TO WITHDRAWAL, CANCELLATION OR MODIFICATION BY THE COMPANY WITHOUT ADVANCE NOTICE. THE COMPANY RESERVES THE RIGHT, IN ITS SOLE DISCRETION, TO REJECT ANY SUBSCRIPTION IN WHOLE OR IN PART FOR ANY REASON OR TO ALLOT TO ANY SUBSCRIBER LESS THAN THE NUMBER OF SHARES SUBSCRIBED FOR.

OFFICERS, DIRECTORS AND STOCKHOLDERS OF THE COMPANY AND THEIR AFFILIATES AND ANY PLACEMENT AGENTS AND THEIR DIRECTORS, OFFICERS, EMPLOYEES AND AFFILIATES ARE PERMITTED TO PURCHASE THE SHARES OFFERED PURSUANT TO THIS OFFERING.

THE SALE, TRANSFER OR OTHER DISPOSITION OF ANY SHARES PURCHASED PURSUANT HERETO IS RESTRICTED BY APPLICABLE FEDERAL AND STATE

SECURITIES LAWS AND BY THE TERMS OF ANY APPLICABLE CONTRACT ENTERED INTO BY THE RECIPIENT.

THE OFFERING PRICE OF THE SHARES TO WHICH THIS MEMORANDUM RELATES HAS BEEN DETERMINED BY THE COMPANY AND DOES NOT NECESSARILY BEAR ANY RELATIONSHIP TO THE ASSETS, BOOK VALUE OR POTENTIAL EARNINGS OF THE COMPANY OR ANY OTHER RECOGNIZED CRITERIA OF VALUE.

THIS MEMORANDUM SHOULD BE READ IN CONJUNCTION WITH THE EXHIBITS HERETO.

EACH OFFEREE MAY, IF HE SO DESIRES, MAKE INQUIRIES OF THE COMPANY WITH RESPECT TO THE COMPANY'S BUSINESS OR ANY OTHER MATTERS RELATING TO THE COMPANY AND ANY INVESTMENT IN THE SHARES THEREOF, AND MAY OBTAIN ANY ADDITIONAL INFORMATION WHICH SUCH PERSON DEEMS TO BE NECESSARY IN CONNECTION WITH MAKING AN INVESTMENT DECISION IN ORDER TO VERIFY THE ACCURACY OF THE INFORMATION CONTAINED IN THIS MEMORANDUM (TO THE EXTENT THAT THE COMPANY POSSESSES SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORT OR EXPENSE). IN CONNECTION WITH SUCH INQUIRY, ANY DOCUMENTS WHICH ANY OFFEREE WISHES TO REVIEW WILL BE MADE AVAILABLE FOR INSPECTION AND COPYING OR PROVIDED UPON REQUEST, SUBJECT TO THE OFFEREE'S AGREEMENT TO MAINTAIN SUCH INFORMATION IN CONFIDENCE AND TO RETURN THE SAME TO THE COMPANY IF THE RECIPIENT DOES NOT PURCHASE ANY OF THE SHARES OFFERED HEREUNDER.

NO PERSON OTHER THAN AS PROVIDED FOR HEREIN HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN INFORMATION CONTAINED IN THIS MEMORANDUM IN CONNECTION WITH THE OFFER BEING MADE HEREBY, AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SHARES OTHER THAN THE SHARES OFFERED HEREBY, NOR DOES IT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY SUCH SHARES BY ANYONE IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORIZED, OR IN WHICH THE PERSON MAKING SUCH OFFER OR SOLICITATION IS NOT QUALIFIED TO DO SO.

PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS MEMORANDUM AS LEGAL, INVESTMENT OR TAX ADVICE. PROSPECTIVE INVESTORS SHOULD CONSULT THEIR ADVISORS AS TO LEGAL, INVESTMENT, TAX AND RELATED MATTERS CONCERNING AN INVESTMENT BY SUCH PROSPECTIVE INVESTORS IN THE COMPANY.

THE INFORMATION CONTAINED IN THIS MEMORANDUM HAS BEEN SUPPLIED BY THE COMPANY AND HAS BEEN INCLUDED HEREIN IN RELIANCE ON THE COMPANY.

THIS MEMORANDUM CONTAINS SUMMARIES, BELIEVED BY THE COMPANY TO BE ACCURATE, OF CERTAIN DOCUMENTS, BUT REFERENCE IS HEREBY MADE TO SUCH DOCUMENTS FOR COMPLETE INFORMATION CONCERNING THE RIGHTS AND OBLIGATIONS OF THE PARTIES THERETO. COPIES OF SUCH DOCUMENTS ARE AVAILABLE ON A CONFIDENTIAL BASIS AT THE OFFICES OF THE COMPANY. ALL SUCH SUMMARIES ARE QUALIFIED IN THEIR ENTIRETY BY THIS REFERENCE. THE DELIVERY OF THIS MEMORANDUM DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AT ANY TIME SUBSEQUENT TO ITS DATE.

IT IS THE RESPONSIBILITY OF ANY PERSON WISHING TO PURCHASE ANY OF THE SHARES TO SATISFY HIMSELF OR HERSELF AS TO THE FULL COMPLIANCE WITH THE LAWS OF ANY RELEVANT TERRITORY OUTSIDE THE UNITED STATES IN CONNECTION WITH ANY SUCH PURCHASE, INCLUDING OBTAINING ANY REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER APPLICABLE FORMALITIES.

THE SHARES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES LAWS OF ANY STATES AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THE ACT AND SUCH LAWS. THE SHARES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE ACT AND SUCH LAWS PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME. THE SHARES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION OR ANY OTHER REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Notice of Right of Rescission under Florida Law. The Shares offered in this Offering will be sold to, and acquired by, persons in a transaction exempt under §517.061 of the Florida Securities and Investor Protection Act (the "Florida Act") and the Shares have not been registered under the Florida Act in the State of Florida. Notice is hereby given to all prospective purchasers of the Shares that if the Shares are sold to five (5) or more persons in the State of Florida, all purchasers residing in the State of Florida shall have the privilege of voiding their purchase within three (3) days after the first tender of consideration is made by such purchaser to the Company or within three (3) days after the availability of this privilege is communicated to such purchaser (this paragraph constitutes notice of such privilege), whichever occurs later. To accomplish this withdrawal, it is sufficient for the purchaser to send a letter within such three (3) day period to the Company indicating the Investor's intention to void their purchase. The letter must be sent and postmarked prior to the end of the aforementioned third (3rd) day.

MEMORANDUM SUMMARY

The following summary of the terms of the offering for sale (the "Offering") of shares of the Company's Common Stock par value $0.001 per share (the "Shares") does not purport to be complete and is qualified in its entirety by reference to the more detailed information appearing elsewhere in this Memorandum, and in the Subscription Documents attached as Exhibits hereto.

Purpose of the Offering:	The primary purpose of the Offering is to provide the Company with capital to allow for continued development and commercialization.
Securities Being Offered:	WinProbe Corporation, A Delaware corporation (the "Company" or "WinProbe") is offering up to 1,000,000 Shares. If all of the Shares are purchased, the investors will own approximately 9% of the Company on a fully diluted basis, subject to future dilution from the issuance of new securities.
Purchase Price:	The purchase price for the Shares is $1 per share.
Minimum Investment:	The minimum investment per investor required to purchase Shares in the Offering is $100,000, subject to waiver at the discretion of the Company.
Duration of the Offering:	The Offering will terminate on the earlier of an election by the Company to not accept further subscriptions, the sale of all Shares offered hereunder, or December 30th 2016, unless extended by the Company (the "Offering Termination Date").
Closings; Minimum to Close:	Closings may occur from time to time on or before the Offering Termination Date, as the same may be extended, at such times as the Company shall determine; provided, however, that an initial closing will not occur until subscriptions are received and accepted by the Company for at least $100,000.
Acceptance of Subscriptions:	The Company reserves the right, in its sole discretion, to reject any subscription for Shares, in whole or in part or in

	any order, at any time. Any offer made pursuant to this Memorandum may be withdrawn at any time before the Company accepts an investor's subscription for Shares and the sale of any Shares is made to such investor. See "Terms of the Offering."
Use of Proceeds:	Net proceeds from this Offering are expected to be approximately $1,000,000 assuming the sale of all of the Shares offered hereby, before the payment of legal and accounting offering costs.
Dividends:	The Company does not intend to pay dividends on its Common Stock in the foreseeable future. Dividends may only be payable with respect to the Common Stock when and if declared by the Board of Directors of the Company in accordance with applicable law.
Plan of Distribution:	This Offering of Shares is being made by the Company. No placement agent is being used at this time. If the Company decides to work with a placement agent, net proceeds of the Offering could be reduced by any commissions earned by such placement agent.
Subscription Materials:	The statements contained in this Memorandum and any communication, written or oral, from the Company or any of its employees or agents, shall not be construed as legal, tax, accounting or other expert advice. This Memorandum has been prepared by the Company, and no representation or warranty is made as to the accuracy or completeness of the information contained herein. Prospective investors will be given the opportunity to meet with management and conduct their own due diligence investigations, upon which they must rely solely in making their investment decisions. Prospective investors should consult their professional advisers regarding the potential tax and other legal consequences of subscribing for, purchasing, holding or selling the Shares and the investment risks associated with them. This Memorandum contains certain references to or summaries of provisions of the Company's Certificate of Incorporation, Bylaws, Stockholders' Agreement, and Subscription Agreement. Reference should be made to such documents for complete information concerning the rights and obligations of the parties. No person has been authorized to give any information or to make any representations other than those

contained in this Memorandum and, if given or made, such information or representations must not be relied upon as having been authorized. See "Terms of the Offering."

ABOUT THE COMPANY

Overview

WinProbe Corporation was founded as a Delaware corporation on September 23rd 1999 and is a Chapter C corporation. WinProbe Corporation is authorized to transact business within the State of Florida. WinProbe plans to provide innovative high quality products and services that meet or exceed the expectations of our customers. WinProbe's mission is to design, manufacture and supply medical ultrasound scanners with exceptional functionality at a competitive price, so we may exceed our customer's expectations.

EMPLOYEES

WinProbe has a management team in place to drive the company from its current stage of development through its commercialization program. Management consists of the following individuals:

Guy Scott CEO,

Guy Scott is a serial entrepreneur. His start-ups have cumulatively sold for more than $300 million. His family trust and the National Institute of Health have combined to fund WinProbe with over $9 million, creating a leader in ultrasound medical platforms.

Guy was an early ultrasound pioneer initially working with major providers Searle and Siemens, where he was a development leader, marketing strategist, and product manager. In the early 1980s his first company Pie Data Medical disrupted the ultrasound business introducing real-time and linear scanners. Guy served as both the lead designer and company strategist, building revenues to more than $20 million.

The next entrepreneurial effort was Probe Corporation which created a series of prostrate and Ultrasonic Scanners that were licensed throughout Europe, Asia-Pacific, and North America. In the mid-1990s Guy launched Cross Match Technologies, applying his imaging talents to finger print systems. These became the preeminent technology for this space and led to a $240 million buyout.

Guy's portfolio contains over 50 patents with registrations in markets around the globe. His depth of experience and knowledge of ultrasound technologies ranks Guy as a top designer in all forms of imaging and including the ultrasound market. This scientific intellectual property is matched with a deep understanding of the medical profession's business needs.

Guy Scott was educated in Physics and Engineering at Auckland University, in New Zealand. He is the author of scholarly treatises published around the globe.

In funding WinProbe, Guy has combined research, design, and education. He recruited a top team of technologists and spent a decade educating them in imaging and immersed them in the

nuances of ultrasound. Together they have created a platform that is years ahead of the industry in real-time, ultra-high resolution imaging.

Stephen Claffey Vice President Engineering

Steve graduated from the University of Miami, Coral Gables, FL BS 1982 Electrical Engineering Magna Cum Laude. Steve is Chief Hardware Engineer of WinProbe Corporation. He is responsible for product concept and programming Field Programmable Gate Arrays, Schematic Design and developing the scanner for commercialization. The Company's business plan is based on placing much of the intellectual property and functionality encrypted in the FPGA.

Steve was a Field Applications Engineer for a major semiconductor distributer where he directed all technical aspects of sales process for 35 different semiconductor companies, including customer and internal training, design assistance, architectural recommendations, customer support, and problem resolution. He created training material and taught statewide seminars on the latest FPGA design techniques including those used for embedded processor and digital signal processing applications. Steve then became a consultant to both Cross Match Technologies, and then to WinProbe Corporation where he conducted electronic design support for multiple NIH and NIST ATP projects.

Charles Scott Vice President Software.

Charles has been immersed in the field of ultrasound and with UltraVision in mind he focused on Computer Science, at University of Central Florida, in the Core Units: Robotic Vision and Image Processing, Hardware and Operating System development, Windows .NET Programming (C++/C#), Java, and Object Oriented Programming. C#, C++, C, Embedded C, CUDA, HLSL, GLSL, OpenCL, R, Mysql, MatLab, LabView, VHDL, Custom Assembly Languages and RISC architectures, Java, C--. Charles worked with Visual Studio, Eclipse, Matlab, Labview, Unix VM, Kyle embedded Arm, and custom compilers for development of multiple projects. He is proficient with GPGPU and at porting and optimizing code to run in massively parallel GPU SIMD processors achieving in excess of 100x speedups which all has become vital to the development of UltraVision.

He is highly skilled at planning, designing and debugging schematics and printed circuits for mixed signal high speed low noise hardware and power conditioning and delivery systems.

Other key personnel and their areas of expertise are:

Alix Gardner Software engineer of Windows Development

James Scott Software engineer for microprocessors and testing

Dean Fidele Design engineer for mechanical

Rose Malchow Quality Control Manager

Kyle Matheson Production engineer

Dianne Alvarez Office Manager

Helen Scott CFO and Accounting Manager

In addition WinProbe has contracted leading consulting organizations to manage specific components of the development program.

- Paul Papi, Director. Paul was formerly Director, Investment Banking for Freedom Investors Corp. His role was new business development and he has extensive experience as an entrepreneurial senior executive. His 35 years of demonstrated success in life sciences, investment banking, general management, product development, sales and marketing leadership make him a valued member of the team. His high-integrity and passionate leadership help him in developing strong customer relationships and building top-performing sales and operational teams. Having spent 28 years working for three divisions of a large life science company he understands the rigors of getting through the FDA and balancing the cash flow requirements for funding the clinical trial process. Mr. Papi held a Series 7, Series 63 license. He was a key member of the broker dealers division specializing in institutional equity raises, corporate development, mergers and acquisitions. Member FINRA, SIPC, MSRB. Mr. Papi offered solutions for conducting a securities business in a transparent and fully compliant environment. He is also a member of trade organizations FSX and NIBA and Life Science Nation.

- David Brooks, CPA CPA, CVA - David has more than 19 years of experience providing accounting, tax, financial and auditing services to public and private organizations ranging from start-up entities to companies with revenues in excess of $700 million. Mr. Brooks has gained vast experience assisting companies with financial issues, including compliance matters such as audits and taxes, mergers and acquisitions, financial reporting, and corporate finance. Since graduating from Florida International University in December 1996, David has spent more than 12 years providing public accounting services with local and regional South Florida accounting firms and, during 2003 and 2004, one year providing CFO services exclusively for a startup organization. David formed D. Brooks and Associates CPA, P.A. in 2009.

CORPORATE OFFICES

The Winprobe Corporate Offices are located at 11770 US Highway 1, Suite 405, Palm Beach Gardens, Florida, 33408. The contact telephone for the office is 561 626 4055 or for Guy Scott is 561 626 4405.

THE TECHNOLOGY

WinProbe designs, develops, manufacturers and will sell and service a line of medical ultrasonic scanners. The sale of WinProbe's products requires regulatory approval by the Federal Drug Administration (FDA) and other authorities depending on the region of the sales and the FDA requires WinProbe to conform to a quality control standard which WinProbe has chosen to be ISO 9001 and ISO 13485 compliant. The products are further currently defined to be "Hand Carry" or "Point of Care" medical ultrasonic scanners, in that they weigh under 10 pounds and conform to electrical safety standards ISO 60601-1 to be compliant for operation in the home, clinic or hospital.

The product line is branded as "UltraVision®" uniquely designed to incorporate a large Field Programmable Gate Array (FPGA) that operates in conjunction with an Intel PC operating Windows. The FPGA performs the tasks of controlling the transmitting of pulses up to 70 volts to activate a transducer and receiving the backscatter from tissue again via the transducer through amplifiers and analog to digital converters and converting the data into acoustic lines via beamforming and digital signal processing functions on a nanosecond time scale.

The Intel PC is tightly interfaced to the FPGA to collect the acoustic lines and form them into images which can be saved for recall in various formats. The images collected can further be described as modes, which are accepted by the industry.

The modes that the UltraVision is currently capable of are multiple A mode (oscilloscope like traces of amplitude vs. time), B-Mode (two dimensional grayscale morphology), Color Flow Doppler Mode (color rendering of blood flow towards and away from the transducer), Pulse Width Doppler mode (estimate of velocity of the blood in a vessel), Elastography Mode (non-quantitative estimate of the hardness of the tissue), Shear Wave Analysis Mode (quantitative estimate of the hardness of tissue), and M-Mode (visualization of moving structures vs., time).

WinProbe will maintain its development staff to optimize the product for customer needs for specific applications and intends to develop products and product improvements as the technologies advance.

DEVELOPMENT PLAN

WinProbe has developed saleable product and has FDA approval to sell in the United States. WinProbe will continue to develop product and transducers which will require further compliance and FDA approvals will be a continuous process. The UltraVision® product line is developed and is best described as a platform where most of the further development will be performed in software, though minor printed circuit board modifications are planned and in process. Traditional lines between software, firmware and hardware are blurred in this advanced FPGA based system as nearly all functionality is designed in software and are either run in the PC-Windows environment, or instantiated into the FPGA environment.

Mechanically the housing and physical structure of the UltraVision® has been developed in a Computer Aided Design (CAD) system, namely Solid Works so the case (body) is cut from solid blocks of aluminum by a Computer Numerical Control (CNC) milling machines. These designs are completed but are further optimized in software from time to time as components are changed or optimized.

The current team of engineers are working to further optimize the current design for customer needs and to further develop the next generation of ultrasonic scanners. Interested parties can request information on these proposed developments but may be required to agree to WinProbe's non-disclosure agreement.

The Company will build a marketing team to bring the current products to markets. The plan is to sell to Original Equipment Manufacturers (OEMs) and established distributors who will bring the product to market at the least cost to WinProbe. As the endgame for WinProbe is to be acquired by a company who has established the sales and marketing infrastructure necessary for large volumes of sales efforts will be made to minimize the investment in sales and marketing infrastructure and not to make any long term agreement that will compromise an acquisition in a three year time frame.

CAPITALIZATION

The outstanding capitalization of the Company as of the date of this memorandum consists of (i) 7,822,602 shares of common stock issued and outstanding, (ii) 675,000 options issued and outstanding and (iii) 1,502,398 shares of common stock are reserved for issuance of options or stock awards under the Company's equity incentive plan which will be used to incentivize key employees, consultants, and directors and for the recruitment of expertise and advisory boards.

Each of the stockholders of the Company is party to a Stockholders Agreement attached to this Memorandum as Exhibit C, which contains, among other things, customary restrictions on transfer, voting obligations and market-stand-off provisions. Each purchaser of shares of Common Stock under this Offering will be required to execute a counterpart signature page to the Stockholders Agreement and become a party thereto.

RISK FACTORS

An investment in the Shares offered involves a high degree of risk and may result in loss of the entire amount invested. Prospective investors should carefully consider the risks of an investment in any speculative early-stage business and the risks and the speculative factors inherent to and affecting the Company's business described below and throughout this Memorandum. This Memorandum contains forward-looking statements that involve risks and uncertainties. The statements contained in this Memorandum that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, including without limitation statements regarding our expectations, beliefs, intentions or strategies regarding the future. All forward-looking statements included in this document are based on information available to us on the date hereof, and we assume no obligation to update any such forward-looking statements. Our actual results may differ materially as a result of certain factors, including those set forth hereafter and elsewhere in this Memorandum. Potential purchasers of the Shares should consider carefully the following factors, as well as the more detailed information contained elsewhere in this Memorandum, before making a decision to invest in the Company.

Cautionary Statements

The discussions and information in this Memorandum may contain both historical and forward-looking statements. To the extent that the Memorandum , any of its Exhibits, or any other material provided by the Company to prospective purchasers of the Shares, contains forward-looking statements regarding the financial condition, operating results, business prospects, or any other aspect of the Company, please be advised that the Company's actual financial condition, operating results, and business performance may differ materially from that projected or estimated by the Company in forward-looking statements. The Company has attempted to identify, in context, certain of the factors it currently believes may cause actual future experience and results to differ from the Company's current expectations. The differences may be caused by a variety of factors, including but not limited to, adverse economic conditions, intense competition, including entry of new competitors, adverse international, federal, state, and local government regulation, inadequate capital, unexpected costs, lower revenues and greater costs than forecasts, inability to obtain tenants.

General Risks

Limited History of Operations Limits Prior Performance as an Indicator of Future Performance. The management team has a strong record in the medical device development space, but the Company's history and track record remain unproven. The Company's prospects must be considered in light of the risks, expenses and difficulties frequently encountered by any early stage medical device company in intensely competitive markets. To address these risks, the Company must, among other things, continue to develop its technology, respond to competitive developments, continue to attract, retain and motivate qualified persons and continue to upgrade its operations. There can be no assurance that the Company will be successful in addressing such risks. The failure to do so could have a material adverse effect on the Company's business, financial condition, and results of operations. There can be no assurance that the Company will be profitable

in the future or that any particular rates of growth will be sustainable or indicative of future results. The Company has strong clinical data, and has a well-planned strategy, but does not have a long established profitable operating history and it is therefore not possible for an investor to assess the prior performance of the Company nor can an investor determine whether the Company will meet its projected business plan.

History of Losses. The Company has a limited operating history. The Company has generated losses since its inception and the Company expects to lose money for the next few months unless, among numerous other assumptions, the Company is able to successfully market and sell its products in amounts that generate profits. This and all other projections included in this Memorandum including the Business Plan and Executive Summary are speculative and there is no assurance that the Company will be profitable at any time in the future or, if profitability is achieved, that it will be sustained.

Development Stage Company

The Company has been a development stage company that has recently begun to implement its business plan. The likelihood of success of the Company must be considered in light of the expenses, complications and delays frequently encountered in connection with the establishment and expansion of new business and the competitive environment in which the Company will operate. The Company's long-term viability, profitability and growth will depend upon successful commercialization of existing products and the development and commercialization of new products relative to its business plan. As a development-stage company, the Company has little or no relevant operating history upon which an evaluation of its performance can be made and has experienced operating losses as it invested in its business. Such performance must be considered in light of the risks, expenses and difficulties frequently encountered in establishing new products and markets.

The Company is currently in the commercialization stage and has developed its hand carried ultrasound imaging system known as UltraVision ("UltraVision"). The Company may not be able to successfully market UltraVision or any future products. There can be no assurance that UltraVision (or any other products developed by the Company) will be marketable at a high enough price, and in sufficient volume, for the Company to be profitable. The success of UltraVision (and any other products developed by the Company) will depend on a number of factors, including, without limitation, the Company's ability to successfully develop and market its products, the ability and willingness of hospitals and other health care providers to use the Company's products and the Company's ability to differentiate its products from competing products or alternative technologies. There can be no assurance that the Company will be able to succeed in its efforts to develop, commercialize, and achieve market acceptance for its products or any future enhancements to its products.

The Company depends on its president and scientific team to manage its business effectively. The Company's future success is dependent in large part upon its ability to attract highly skilled sales and marketing management personnel and suitable distributors. In particular, due to the relatively early stage of the Company's business, its future success is highly dependent on

Guy Scott, its President, to provide the necessary experience, reputation and background to execute the Company's business plan. Also key to success is the involvement of the software engineers and scientific team. The loss of the services of any of the above could impede the Company's development.

Management's Assumptions May Prove Wrong. The primary assumptions underlying the Company's development approach, business model and financial projections are based on management's estimates of feasibility, cost and market acceptance. These assumptions may prove to be incorrect. The Company's financial projections contained in the Business Plan and Executive Summary are based upon a number of estimates and assumptions that are subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the Company's control and which could have a material adverse effect on the Company's business, financial condition and results of operations. The financial projections involve and are subject to known and unknown risks, uncertainties and other factors which could cause the Company's actual results, performance or achievements to differ significantly from the anticipated future results.

Competition. As the Company develops its plans and technologies, other companies will continue to develop theirs as well. If the Company is successful in selling products upon launching its commercialization program there is a strong likelihood that there will be competition, including competition from companies with greater resources than the Company.

Limitation of Liability and Indemnification of Officers and Directors. The officers and directors of the Company are required to exercise good faith and high integrity in the management of the Company's affairs. The Certificate of Incorporation and Bylaws of the Company may limit the liability of such persons to the fullest extent permitted by law. As a result, aggrieved parties may have a more limited right to action than it would have had if such provisions were not present. The Certificate of Incorporation and Bylaws of the Company also provide for indemnification of the officers and directors of the Company against any losses or liabilities they may incur as a result of the manner in which they operated the business or conducted internal affairs, provided that in connection with these activities they acted in good faith and in a manner which they reasonably believed to be in, or not opposed to, the best interest of the Company. Use of Company capital or assets for such indemnification would reduce amounts available for Company operations or for distribution to the investors.

Risk of Dilution of Ownership in Company. The Company has the right to raise additional capital or incur borrowings from third parties to finance its business. The Board of Directors has the authority, without the consent of any of the investors, to cause the Company to issue more shares of common stock and preferred stock at such prices and on such terms and conditions as are determined by the Board of Directors in its sole discretion. The issuance of additional shares of capital stock by the Company after the closing of this Offering would dilute the ownership interests of investors and other stockholders of the Company.

Some events over which the investors have no control over could result in the issuance of additional capital securities of the Company, which would dilute the investors' ownership percentage in the Company. The Company may issue additional capital securities:

- to raise additional capital or finance acquisitions;
- upon the exercise or conversion of options, warrants and other convertible securities;
- in lieu of cash payment, in full or in part, to vendors, suppliers, service providers or other parties with whom the Company may have commercial dealings;
- in lieu of cash payment of distributions; and/or
- under its incentive plan to, among other things, attract and retain key personnel.

Such additional capital securities of the Company may have rights, preferences and privileges (including, without limitation, as to liquidation, distribution and voting rights) which are senior to or pari passu with the Shares. Further, the issuance of capital securities of the Company with preferential rights and privileges could have the effect of delaying, deferring or preventing a change of ownership without further vote or action by the stockholders and may adversely affect the voting and other rights of the stockholders of the Company.

Capital Requirements

The continued development and commercialization of the Company's business will require a commitment of substantial funds although, the Company believes the net proceeds from the sale of all the Shares, together with cash generated from operations, will be sufficient to fund the operations of the Company for the next year. To the extent that the proceeds from this offering and cash flow from operations are insufficient to fund the Company's activities, the Company will be required to raise additional capital through equity or debt financing. The Company's actual capital requirements will depend on many factors, including but not limited to: the costs and timing of the Company's development and launch activities; the success of the Company's development efforts; and the costs and timing of the expansion of the Company's sales and marketing activities.

The extent to which the Company's existing and new products and services will gain market acceptance will be based upon the Company's ability to maintain existing collaborative relationships and enter into new collaborative relationships, completion of product developments, progress of the Company's commercialization efforts and the commercialization efforts of the Company's competitors, costs involved in acquiring, prosecuting, maintaining, enforcing and defending intellectual property claims, developments related to regulatory issues, and other factors. Furthermore, to satisfy future growth requirements, the Company may seek to raise additional funds through public or private financing, collaborative relationships or other arrangements. Any additional equity financing will likely be dilutive to shareholders, and debt financing, if available, may involve significant restrictive covenants. Collaborative arrangements, if necessary to raise additional funds, may require the Company to relinquish its rights to certain of its technologies, products or marketing territories. The Company's future capital requirements will depend on other factors, including, but not limited to:

- Start up costs and expenses (including, without limitation, costs and expenses of regulatory submissions to the FDA and foreign authorities);
- The market acceptance of the Company's products, including UltraVision;
- The levels of promotion and marketing required to attain a competitive position in the

marketplace; and

- The response of competitors.

Proceeds from the sale of the Shares, existing cash balances and funds generated from operations may not provide the Company with sufficient funds to finance its operations and that the Company may need to raise additional funds through equity or debt financing or from other sources. The sale of additional equity or convertible debt may result in dilution to its stockholders (including the Investor). To the extent that the Company relies upon debt financing, the Company will incur the obligation to repay the funds borrowed with interest and may become subject to covenants and restrictions that restrict operating flexibility. No assurance can be given that additional equity or debt financing will be available or that, if available, it can be obtained on terms favorable to the Company.

The Company's failure or inability to raise capital when needed could have a material adverse effect on the Company's business, financial condition and results of operations. There can be no assurance that such financing will be available on terms satisfactory to the Company, if at all.

Risk Relating to Medical Device Investments and Investments in General. There are many risks associated with developmental stage medical device companies. Prospects for companies, including this Company, in the developmental medical device industry generally may be regarded as uncertain given the nature of the industry and, accordingly, investments in such companies should be regarded as highly speculative. In addition, there is no assurance that adequate funds or relationships required to continue product development such as those with employees, collaborators, or other third parties will be available and sustained.

Though the product is approved for sale, there is no assurance that it will ever result in significant revenues or profitable operations. There are many factors such as competition, patent protection and the regulatory environment that can influence a product's profitability potential.

In addition, due to the speculative nature of this industry, market prices for securities of medical device companies may be highly volatile and subject to significant fluctuation and may not necessarily be related to the operating or other performances of such companies.

Intellectual Property Protection. The Company relies upon a combination of applicable U.S. and foreign patent, trade secret, trademark and copyright laws, as well as employee and third party non-disclosure agreements and other protective measures, to protect intellectual property rights pertaining to the Company's products and technologies both in the United States and abroad. There can be no assurance, however, that these measures will provide meaningful protection of the Company's technology, trade secrets, know-how, or other intellectual property in the event of any unauthorized use, misappropriation, or disclosure. There can also be no assurance that others will not independently develop similar technologies or duplicate any technology the Company develops or have developed without violating the Company's intellectual property rights. In addition, there can be no assurance that the Company's intellectual property rights will be held to be valid, will not be successfully challenged or will otherwise be of value. In addition to developing and seeking patent and other intellectual property protection for the Company's technology, the Company relies on licenses from third parties for material components of the technology embodied in the

Company's products. A dispute with a licensor of such products, or claims for infringement against the licensor by third parties with respect to the technology licensed to the Company could materially adversely affect the Company's business. The Company's pending patent applications or any future patent applications may not be approved or may be successfully challenged by others or invalidated through administrative processes or litigation. If the Company's patent applications are not approved, the Company may not be able to enter into arrangements to allow the Company to continue to use its technology on commercially reasonable terms.

Intellectual Property Litigation. The medical device industry has a history of patent and other intellectual property litigation, and these lawsuits likely will continue. While the Company does not believe that its products and technologies infringe on any existing patents or intellectual property rights of third parties, there can be no assurance that such infringement has not occurred or will not occur. The costs of defending an intellectual property claim could be substantial and could adversely affect the Company's business, even if the Company was ultimately successful in defending any such claims. If the Company's products or technologies were found to infringe the rights of a third party, the Company would be required to pay significant damages or license fees or cease production, any of which could have a material adverse effect on its business. Conversely, in order to enforce or protect the Company's intellectual property rights, the Company may have to initiate legal proceedings against third parties. These proceedings are typically expensive, take significant time and divert management's attention from other business concerns. The cost of litigation could adversely affect the Company's results and profitability. Further, if the Company does not prevail in an infringement lawsuit brought against the Company, the Company might have to pay substantial damages, including treble damages, and the Company could be required to stop the infringing activity or obtain a license to use the patented technology.

Manufacturing Resources. The Company's medical devices will require careful and precise, high-quality processing and manufacturing. Achieving precision and quality control requires skill and diligence by the Company's personnel or by companies manufacturing and/or processing its medical devices. If the Company (or the companies manufacturing and/or processing its products) fail to achieve and maintain these high quality controls, processing and manufacturing standards, including the avoidance of the incidence of manufacturing errors, design defects or component failures, the Company could experience recalls or withdrawals of its products, delays or failures in product testing or delivery, cost overruns or other problems that would adversely affect the Company's business. In addition, the Company may experience difficulties in scaling-up manufacturing of its products, including, without limitation, problems related to yields, quality control and assurance, adequacy of control policies and procedures and a lack of skilled personnel (or finding companies to engage in such scaled-up manufacturing and processing of our products on commercially reasonable terms, if at all). If the Company (or the companies manufacturing and/or processing its products) is unable to process and produce its products on a timely basis, at acceptable quality and costs and in sufficient quantities, or if the Company experiences unanticipated technological problems or delays in production, the Company's business would be adversely affected.

Product Acceptance. UltraVision or the Company's other products may never achieve broad market acceptance, which can be affected by numerous factors, including, without limitaion:

- clinical acceptance;
- introduction of competitive options which render UltraVision or the Company's other products obsolete;
- lack of availability of third-party reimbursement; and
- The Company's ability to train the medical community in the use of UltraVision or the Company's other products.

UltraVision represent a relatively new approach to the detection and diagnosis of cancer through the use of ultrasound imaging methods. Most healthcare facilities still use biopsies as the standard approach for the detection of cancer. As a result, the Company must educate prospective customers about the advantages of UltraVision. The Company cannot be sure that it will be successful in marketing UltraVision or the Company's other products or that the level of market acceptance of UltraVision or the Company's other products will generate sufficient operating income.

Rapidly Changing Technology. The medical industry is characterized by rapidly changing technology and frequent introductions of new technologies. Although the Company's growth strategy contemplates the introduction of new products, the development of these new products is a complex and uncertain process, requiring a high level of innovation, as well as the ability to accurately predict future technology and market trends. The Company may not be able to respond effectively to technological changes and emerging industry standards, or to successfully identify, develop or support new technologies in a timely and cost-effective manner, if at all. If the Company is unable to achieve the improvements in its products necessary for their successful commercialization, the demand for the Company's products will suffer.

Product Liability Claims. The Company faces an inherent business risk of exposure to product liability claims in the event that the use of the Company's products is alleged to have resulted in death, injury or other adverse effects. Products as complex as the UltraVision and the Company's other products can sometimes contain defects that remain undetected, despite rigorous testing, until used in a variety of situations by customers under varying circumstances. The Company expects that since its products are used in a hospital or healthcare-based setting, users of the Company's products likely have a greater sensitivity to such defects. The Company cannot assure investors that the Company will not experience defects with its products in the future. If the Company does experience such defects, the Company could be subject to product liability claims or unforeseen warranty costs or be required to undertake expensive product recalls, all of which could divert the Company's resources and damage its reputation. The Company cannot assure investors that the Company will not be subject to any such expenses or product liability claims, that such expenses or claims will not result in liability in excess of any applicable insurance coverage or that the Company's insurance (if obtainable) will cover any expenses or claims made. Product liability claims can be expensive to defend and can divert management and other personnel for months or years regardless of the ultimate outcome.

Regulations. The Company is subject to extensive regulations in the Untied Stated and abroad. The Company's products are subject to regulation by the FDA in the United States and may be subject to further regulation in other countries. The process of obtaining marketing clearance from the FDA for new products and new applications for existing products can be time consuming and expensive. Some of the future products and enhancements to such products that the Company expects to develop and market may require marketing clearance from the FDA. While the Company has obtained initial clearance from the FDA as to its initial product, there can be no assurance, however, that clearance will be granted with respect to any of the Company's products or enhancements or that FDA review will not involve delays that would adversely affect the Company's ability to market such products or enhancements. There can be no assurance that the Company's products or enhancements will not be subject to a lengthy and expensive approval process with the FDA. It is possible that if regulatory approvals to market a product is obtained from the FDA, the approvals may contain limitations on the indicated uses of the product. Product approvals by the FDA can also be withdrawn due to failure to comply with regulatory standards or the occurrence of unforeseen problems following initial approval. Sales of the Company's products outside the United States are subject to foreign regulatory requirements that vary from country to country, which may require the Company to incur significant costs in obtaining or maintaining foreign regulatory approvals.

Limited Liquidity. The Shares will be illiquid, with no certainty that any market ever will develop for the Shares. There is currently no public market for the Shares, and the Company can make no assurances that the Investor will be able to sell the Shares. The Shares may not be able to be sold or transferred unless registered under the Securities Act and other applicable securities laws of any of the states in which the securities may be sold, unless, in the opinion the Company's counsel, an exemption from registration is available. The Shares are also subject to transfer restrictions contained in the Stockholders' Agreement. The Company anticipates that there will be no liquidity for the Shares and that the investors will not receive any income from, or return of, their capital investment until or unless the Company is able to become publicly traded or is acquired by or merged with another company.

MISCELLANEOUS DISCLOSURES

No Additional Representations or Warranties

Prospective investors in the Company should be advised that no outside representatives of the Company nor any professional advisor retained by the Company (including, without limitation, legal and tax counsel) in connection with the Offering, has investigated the accuracy or adequacy of any information contained in this Memorandum or elsewhere which relates to the Company. None of them makes any representation, warranty, or other statement regarding such securities or the consequences or advisability of any investment in such securities by any person.

Purchase of Shares

Management may themselves, or with their affiliates, purchase Shares for the same price and upon the same terms as other non-affiliated investors. Management or their affiliates may, but have no obligation to, purchase such number of Shares as is necessary to achieve sale of the Minimum Offering amount of $100,000 to close.

USE OF PROCEEDS

Assuming all Shares offered will be sold for $1,000,000, proceeds from the sale of such Shares in this Offering will be used as estimated below:

Purchase of 50 UltraVision Systems for Inventory		$250,000
Inventory to buy parts by reels		$16,000
Regulatory	Biocompatibility	$10,000
	IEC60601-1 testing for upgrades	$10,000
	FDA510K for new features	$8,000
Marketing	Medica conference USA pavilion prepay	$6,000
	RSNA conference booth reservation	$6,000
	IEEE conference reservation	$ 6,000
General working capital including without limitation expenses of the Offering, rent, and salaries		$688,000

TERMS OF THE OFFERING

The Company is offering hereby a maximum of One Million Shares at a purchase price of $1 per Share. The Shares are being offered by the Company only to Accredited Investors within the meaning of Rule 501 of Regulation D in a private offering exempt from registration under the Securities Act pursuant to Section 4(2) thereof and Regulation D promulgated thereunder.

No offers will be accepted until the Company receives offers for at least $100,000 which the Company is willing to accept, at which time the initial closing will occur. The Offering will continue until all of the Shares have been sold or until the Company determines to close the Offering, but in any event the Offering will close no later than June 30th 2017, subject to the Company's right to extend this Offering (the "Offering Termination Date"). If subscriptions for $100,000 are not received and accepted by the Company at or prior to the Offering Termination Date, the Offering will not close. The Company reserves the right, in its sole discretion, to reject any subscription for Shares, in whole or in part or in any order, at any time. Any offer made pursuant to this Memorandum may be withdrawn at any time before the Company accepts an investor's subscription for Shares and the sale of any Shares is made to such investor.

Suitability

The offering or the sale of the Shares has not been registered under the Securities Act or qualified under applicable state securities laws in reliance upon one or more exemptions from such registration or qualification. In order to avail itself of such exemptions, the Company is required to insure that each investor meets certain suitability standards. Accordingly, each investor will be required to fill out and submit to the Company a completed Accredited Investor Questionnaire in the form included within the Subscription Booklet attached as Exhibit A hereto. In addition, the Shares will only be offered and sold to such investors who can make the representations and warranties set forth in such Subscription Agreement. Furthermore, residents of certain states may be required to meet additional suitability standards established by those states as provided in such Agreement.

The Company will sell the Shares to an unlimited number of Accredited Investors only, as that term is defined in Rule 501, Regulation D, promulgated under the Securities Act of 1933.

Accredited Investors.

Accredited Investors are those investors who meet at least one of the following standards or others set forth in Rule 501(a) of Regulation D:

(a) $1,000,000 Net Worth. The investor is a natural person and his or her net worth (i.e., total assets minus total liabilities), either individually or jointly with his or her spouse, exceeds $1,000,000, exclusive of the value of the investor's primary residence.

(b) $200,000 Income. The investor is a natural person who had individual income from all sources (without including any income of his or her spouse unless such spouse is a co-purchaser) 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 level of income in the current year.

(c) Partnership, Corporate or Other Entity Investor. In general, a partnership, corporation or unincorporated association is deemed to be an Accredited Investor if: (i) all of the equity owners of that entity are Accredited Investors under subparagraph (a) or (b) above, or (ii) the entity has assets in excess of $5,000,000 and it was not formed for the specific purpose of acquiring the Shares.

(d) Employee Benefit Plan Investors. In general, a qualified employee benefit plan or trust will qualify as an Accredited Investor if the entity is: (i) an employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser; (ii) a "plan" (including an individual retirement account or IRA) that is subject to the prohibited transaction provisions of section 4975 of the Internal Revenue Code of 1986, as amended (the "Code"); or (iii) a qualified employee benefit plan which has total assets in excess of $5,000,000 or, if a self-directed plan, is such that investment decisions are made solely by the plan participants and the purchase of the Shares is made pursuant to an exercise by a plan participant, who is an Accredited Investor, with power to direct the investments of his or her interest in the plan.

(e) Certain Trusts. In general, a trust will qualify as an Accredited Investor if: (i) the trust is revocable and each person with the power to revoke the trust qualifies as an Accredited Investor under subparagraph (a) or (b) above; or (ii) the trust has total assets in excess of $5,000,000, was not formed for the specific purpose of acquiring the Shares offered and the purchase of the Shares by the trust is directed by a person who has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of the investment.

(f) Certain Institutional Investors. The institutional investors enumerated in Rule 501(a) of Regulation D are also Accredited Investors.

THE SUBSCRIPTION AGREEMENT AND INVESTOR QUESTIONNAIRE INCLUDES CERTAIN REPRESENTATIONS OF THE INVESTOR UPON WHICH THE COMPANY WILL RELY. THE MATERIAL INACCURACY OF ANY SUCH REPRESENTATION, AS IT APPLIES TO ANY PURCHASER, COULD RESULT IN LEGAL LIABILITY OF THAT PURCHASER.

PLAN OF PLACEMENT AND HOW TO INVEST

The Shares are being offered for sale by WinProbe Corporation. The principal office of WinProbe Corporation is 11770 US Highway 1, Suite 405, Palm Beach Gardens, Florida 33408 and its telephone number is (561) 626-4055. The Offering is being conducted as a "best-efforts, minimum-maximum" offering.

The Company will determine, in its sole discretion, to accept or reject subscriptions following receipt of them. Funds of an investor whose subscription is rejected will be promptly returned directly to such subscriber, without interest or deduction.

The Offering price of the Shares is based upon a $10 million pre-money valuation.

To purchase Shares, a prospective investor must complete and sign a Subscription Agreement (in the form attached to this Memorandum as Exhibit B), and such other documents as required by the Company to show that an investment in the Shares offered hereby is suitable for the subscriber. The Memorandum is delivered along with a Subscription Booklet (attached hereto as Exhibit A), which includes investment instructions, the Accredited Investor Questionnaire and counterpart signature pages for the Subscription Agreement and Stockholders' Agreement. A prospective investor must tender such documents to the Company, together with a check payable to "WinProbe Corporation."

ADDITIONAL INFORMATION

During the course of this Offering and prior to the sale of any of the Shares offered hereby, the Company will make available to all prospective purchasers and their representatives the opportunity to ask questions of, and receive answers from, the officers and directors of the Company (and any person acting on their behalf) concerning the terms and conditions of the Offering, and to obtain any additional information, to the extent the Company possesses such information or can acquire it without unreasonable effort or expense, necessary to verify the accuracy of the information contained in this Memorandum.

This Memorandum contains summaries of various pertinent documents, statutes, rulings and regulations. Such summaries do not purport to be complete and are qualified in their entirety by reference to the original documents and the statutes, rulings and regulations described, summarized or otherwise referred to in the Memorandum, as well as by reference to the definitions contained therein which may differ from common usage. The Certificate of Incorporation and Bylaws of the Company, and miscellaneous agreements and all other documents referred to herein in connection with or relevant to the transactions described, and additional information concerning the Company and this Offering, are available at the office of the Company. Copies of documents and other pertinent information will be furnished to qualified prospective investors or their representatives upon request.

Attached Documents:

EXHIBIT A WinProbe Corporation Subscription Booklet

EXHIBIT B: WinProbe Subscription and Stock Purchase Agreement

EXHIBIT C: WinProbe- Stockholders Agreement