a fintech solutions company driving digital transformation for a partnership economy

CONFIDENTIAL REG D PRIVATE PLACEMENT MEMORANDUM

$10,000,000 USD

Common Stock, par value $0.0001 per share

Maximum Offering:

Up to 10,000,000 shares of Common Stock, at $1.00 per Share (the "Shares")

$10,000 Minimum Purchase; Allocation Among Securities Offered at Discretion of WeSave, Inc.

THIS OFFERING IS OPEN TO ACCREDITED INVESTORS

. SEE "INVESTOR SUITABILITY STANDARDS".

THE SHARES ARE SUBJECT TO RESTRICTIONS AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM PURSUANT TO AN OPINION OF COUNSEL, ACCEPTABLE TO THE COMPANY AND ITS COUNSEL, THAT SUCH REGISTRATION IS NOT REQUIRED.

IT IS UNLAWFUL TO CONSUMMATE A SALE OR TRANSFER OF THIS SECURITY, 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.

November 2023

WeSave, Inc.

24254 Main Street, Newhall, CA 91321 (661) 286-4334

Name of Offeree: Number:

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SECTION A- OFFERING AND DISCLAIMERS

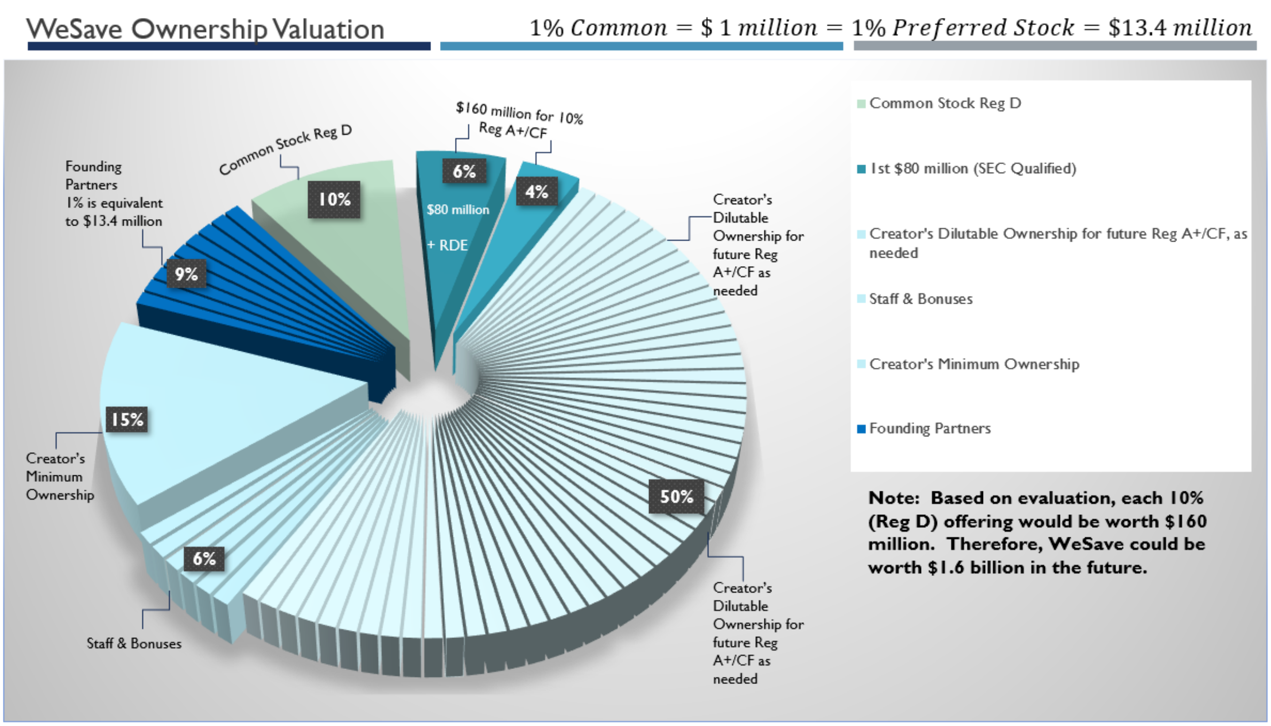
SUMMARY OF OFFERING

WeSave, Inc., a Nevada Corporation, ("the Company", "WeSave", "we", "us", "our"), is offering Common Stock to accredited investors under the terms and conditions described herein pursuant to Rule 506(C) of Regulation D of the Securities Act, as amended and in accordance with state securities laws.

It is important to note that WeSave is also now offering "Units" of equity under Regulation CF and A+ with a combined ability to raise $80 million from unaccredited investors in the initial tranche. Under the CF, one Unit equals 50 shares of Common Stock and 1 share of Series P Preferred Stock ($150 value) and sells for $200/Unit. In fact, 6% of the company's Common Stock has already been converted to Preferred Shares for the initial $80 million Reg CF and A+ offerings creating a precedent-setting value of $13 million for 1% ownership!

WeSave achieved this new valuation because, after a year and a half of effort, the SEC qualified WeSave's A+ offering of Preferred Shares. Now that our business model has qualified, our intention is to repeat this process and qualify for additional $80 million CF and A+ tranches in the years to come until we have given away over half the company to our members and merchant partners who all become fractional owners of WeSave. And the good news right now is that under this Reg D offering, accredited investors are still able to purchase and own 1% of the company for only $1 million. That is why this Reg D offering is such an incredible limited time opportunity during this pre-launch phase.

As we raise capital with the Reg CF and A+ (at the higher valuation), we will no longer need to sell Common Stock under this Reg D offering. Therefore, we anticipate closing this offering once we sell 5-10% of our Common Stock and focus all our attention on our CF and A+ investors. See the Ownership Valuation Pie Chart below for a visual representation of our plan.



506 (C) REGULATION D OFFERING OVERVIEW

Securities Offered: Common Stock, $0.0001 par value per share (the "Shares") with associated voting and dividend rights.

Purchase Price: $1.00 per share of Common Stock.

Authorized/Issued Shares: The Company has 400,000,000 authorized shares of Common Stock. Currently a total of 71,000,000 Shares are issued and outstanding. Before any dilution, the Company intends to only issue up to 100,000,000 Shares total.

This Total Offering: Up to 10,000,000 (10%) authorized Shares of Common Stock ($10,000,000), which is the "Maximum Offering".

Minimum Subscription: $10,000 (10,000 Shares) is the minimum subscription required *(the Board may elect to receive a lesser amount in its sole discretion)*.

Series P Preferred Share Bonus: For every $10,000 invested, the Company will issue the investor fifty (50) shares of Series P Preferred Stock at no extra cost.

No Minimum Offering: The Company may elect to sell less than all of the Shares offered hereby; as such, the proceeds from sales of Shares will not be maintained in an escrow account and will be immediately available to the Company for use upon closing of each sale of Shares.

Term of Offering: This Offering will terminate on the earlier of (i) the date upon which all Shares offered hereby are sold or (ii) two (2) years after the date of this Memorandum at Company's sole discretion. Subscription funds which are accepted by the Company. The Company has no minimum sales requirement and therefore no subscription escrow account is being established for the offering.

Common Stock to be Outstanding After Maximum Offering: 81,000,000 Shares of Common Stock shall be outstanding after giving effect to the Maximum Offering, which shall be owned 10,000,000 by the investors and 71,000,000 by the Creators, executive officers, directors, and initial founding investors. In addition to the Shares being offered hereby, the Company anticipates setting aside 9,000,000 (9%) Shares for staff and strategic business partnerships and an additional 10,000,000 (10%) Shares in a Preferred Stock Dividend Allocation account which will be issued in tranches as needed to Premier Members in an offering exempt from registration under Regulation A+. This Reg D offering (10,000,000 Shares) and the additional Shares (19,000,000) issued for staff, partnerships and Preferred Stock conversion come from and are diluting Creator Shares.

Offering Expenses: Company may pay participating broker/dealers (and/or finders, as appropriate) commissions/fees of up to 7% of the gross proceeds for each Share sold based on such participation. Company may also pay other Offering expenses (including legal, printing, marketing and other expenses incurred in connection with the Offering), up to an additional 3% of the gross proceeds from each Share sold.

Use of Proceeds: If the Offering is fully subscribed, the gross proceeds to the Company from the sale of all 10,000,000 Shares offered hereby would be $10,000,000. The Company anticipates its Offering expenses of approximately $100,000 however, such expenses may total as much as 2% of the gross proceeds from the Shares sold. The net proceeds will be used for general corporate purposes and working capital, including, but not limited to, executive and staff salaries, rent, technology and related maintenance costs, marketing expenses, legal and accounting expenses associated with the Regulation A+ offering and other administrative overhead costs. See "USE OF PROCEEDS" below.

Investor Suitability: This Offering is being made to "accredited investors" (as such term is defined for purposes of Regulation D of the Securities Act) subject to the investor proving his/her/its credit worthiness as mandated under Rule 506(C).

Conditions to Closing: The purchase of Shares shall be considered closed upon delivery of the Stock Purchase Agreement, the Shareholder Agreement, and complete payment by wire transfer, cash, personal check, or cashier's check. As noted above in this Memorandum, the proceeds from sales of Shares will not be maintained in an escrow account and will be immediately available to the Company for use upon closing of each sale of Shares. Each sale and closing shall not be contingent on any other sale(s) of Shares. Th execution of a Stock Purchase Agreement and Shareholder Agreement by the Company and closing of a prospective sale of Shares shall be solely at the discretion of Company and the Company retains the right to reject any offer to purchase Shares.

Restricted Transferability: The Shares offered hereby are restricted and have not been registered under the Securities Act, or registered or qualified under applicable state securities laws, and are being offered in reliance upon the exemption from registration specified in Rule 506 of Regulation D, promulgated under the Securities Act. As such, the Shares are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted pursuant to registration or exemption therefrom pursuant to an opinion of counsel, acceptable to the Company and its counsel, that such registration is not required. In addition, the Shares are subject to rights of first refusal in favor of the Company, with limited exceptions, which require the holder of the Shares to provide certain notice to the Company prior to transfer and allow the Company to potentially repurchase such Shares in lieu of the proposed transfer.

Risk Factors: The Shares offered hereby should be considered a ***speculative and illiquid investment***, involving a ***high degree of risk***, including the ***potential for loss of the entire investment***. See "RISK FACTORS."

The United States Securities and Exchange Commission (the "Commission") has not passed upon the merits of, or given its approval to, any securities offered by this Confidential Private Placement Memorandum (the "Memorandum") or the terms of the Offering, nor has it passed upon the accuracy or completeness of this Memorandum, or any other materials provided in relation to the Offering. Any representation to the contrary is a criminal offense.

The Shares will be offered on a "best-efforts" basis by the Company, and possibly by broker-dealers who are registered with the Financial Industry Regulatory Authority ("FINRA"). The Company may indemnify participating broker-dealers with respect to disclosures made in the Memorandum. The Company may pay participating broker-dealers (and/or finders, where appropriate) commissions/fees of up to 7% of gross proceeds from each Share sold in relation to such participation. The Company may also pay commissions/fees and other Offering expenses (including legal, accounting, printing, marketing, and other expenses incurred in connection with the Offering), in the amount of up to 3% of the gross proceeds of the Offering.

LEGAL NOTICES TO PROSPECTIVE INVESTORS

THE SHARES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT, AS AMENDED ("THE ACT"), IN RELIANCE UPON CERTAIN EXEMPTIONS FROM REGISTRATION SET FORTH IN THE ACT. THE SHARES HAVE NOT BEEN REGISTERED WITH ANY STATE SECURITIES AUTHORITIES IN RELIANCE ON EXEMPTIONS FROM SUCH REGISTRATION. IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE RISKS INVOLVED. THE SHARES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THE SHARES OF COMMON STOCK ARE OFFERED PURSUANT TO EXEMPTIONS PROVIDED BY SECTION 4(2) OF THE ACT AND RULE 506(C) OF REGULATION D PROMULGATED THEREUNDER ("RULE 506") AND ARE RESTRICTED SECURITIES AS DEFINED IN "RULE 144" OF THE ACT. RULE 506 SETS FORTH CERTAIN RESTRICTIONS

AS TO THE NUMBER AND NATURE OF PURCHASERS OF SECURITIES OFFERED PURSUANT THERETO. WE HAVE ELECTED TO SELL SHARES ONLY TO ACCREDITED INVESTORS AND A LIMITED NUMBER OF NON-ACCREDITED INVESTORS. EACH PROSPECTIVE ACCREDITED INVESTOR WILL BE REQUIRED TO MAKE REPRESENTATIONS AS TO THE BASIS UPON WHICH IT QUALIFIES AS AN ACCREDITED INVESTOR. THE SHARES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM PURSUANT TO AN OPINION OF COUNSEL, ACCEPTABLE TO THE COMPANY AND ITS COUNSEL, THAT SUCH REGISTRATION IS NOT REQUIRED.

THE INFORMATION CONTAINED IN THIS MEMORANDUM IS CONFIDENTIAL AND PROPRIETARY TO THE COMPANY AND IS BEING SUBMITTED TO PROSPECTIVE INVESTORS IN THE COMPANY SOLELY FOR SUCH INVESTORS' CONFIDENTIAL USE WITH THE EXPRESS UNDERSTANDING THAT, WITHOUT THE PRIOR EXPRESS WRITTEN PERMISSION OF THE COMPANY, SUCH PERSONS WILL NOT RELEASE OR REPRODUCE THIS DOCUMENT OR DISCUSS THE INFORMATION CONTAINED HEREIN (OTHER THAN TO/WITH HIS OR HER ADVISORS ONLY) OR MAKE REPRODUCTIONS OF OR USE THIS MEMORANDUM FOR ANY PURPOSE OTHER THAN EVALUATING A POTENTIAL INVESTMENT IN THE SHARES.

A PROSPECTIVE INVESTOR, BY ACCEPTING DELIVERY OF THIS MEMORANDUM, AGREES TO COMPLY WITH THE FOREGOING PARAGRAPH AND TO PROMPTLY RETURN TO THE COMPANY THIS MEMORANDUM AND ANY OTHER DOCUMENTS OR INFORMATION FURNISHED IF THE PROSPECTIVE INVESTOR ELECTS NOT TO PURCHASE ANY OF THE SHARES OFFERED HEREBY.

THE INFORMATION PRESENTED HEREIN WAS PREPARED BY THE COMPANY AND IS BEING FURNISHED BY THE COMPANY SOLELY FOR USE BY PROSPECTIVE INVESTORS IN CONNECTION WITH THIS OFFERING. NOTHING CONTAINED HEREIN IS, OR SHOULD BE RELIED ON AS, A PROMISE OR REPRESENTATION AS TO THE FUTURE PERFORMANCE OF THE COMPANY.

THIS MEMORANDUM DOES NOT PURPORT TO BE ALL INCLUSIVE OR TO CONTAIN ALL THE INFORMATION THAT A PROSPECTIVE INVESTOR MAY DESIRE IN INVESTIGATING THE COMPANY. EACH INVESTOR MUST CONDUCT AND RELY ON EACH INVESTOR'S OWN EVALUATION OF THE COMPANY AND THE TERMS OF THIS OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED, IN MAKING AN INVESTMENT DECISION WITH RESPECT TO THE SHARES. SEE "RISK FACTORS" FOR A DISCUSSION OF CERTAIN FACTORS THAT SHOULD BE CONSIDERED IN CONNECTION WITH THE PURCHASE OF THE SHARES.

THIS MEMORANDUM HAS BEEN PREPARED FOR DISTRIBUTION TO A LIMITED NUMBER OF PROSPECTIVE INVESTORS TO ASSIST THEM IN EVALUATING AN INVESTMENT IN THE SHARES. THIS MEMORANDUM CONSTITUTES AN OFFER ONLY TO THE PERSON NAMED ON THE FIRST PAGE OR IN THE COMPANY'S RECORDS OF MEMORANDUM RECIPIENTS. OFFERS MAY BE MADE ONLY TO PROSPECTIVE INVESTORS DEEMED ELIGIBLE FOR PARTICIPATION IN ACCORDANCE WITH THE CRITERIA SET FORTH IN THIS MEMORANDUM. THE COMPANY RESERVES THE RIGHT TO REJECT ANY OFFER TO PURCHASE SHARES FOR ANY REASON WHATSOEVER.

IF ANY PROSPECTIVE INVESTOR HAS ANY QUESTIONS REGARDING THE OFFERING BEING MADE HEREBY OR DESIRES ANY ADDITIONAL INFORMATION OR DOCUMENTS TO VERIFY OR SUPPLEMENT THE INFORMATION CONTAINED IN THIS MEMORANDUM, THE PROSPECTIVE INVESTOR SHOULD WRITE OR CALL THE COMPANY, WHO WILL ATTEMPT TO ANSWER SUCH QUESTIONS AND TO PROVIDE SUCH ADDITIONAL INFORMATION TO THE EXTENT THAT THE COMPANY POSSESSES SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORT OR EXPENSE. THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY SHARES IN ANY JURISDICTION TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION IN SUCH JURISDICTION.

EXCEPT AS OTHERWISE INDICATED, THIS MEMORANDUM SPEAKS AS OF THE DATE HEREOF. NEITHER THE DELIVERY OF THIS MEMORANDUM NOR ANY SALE MADE HEREUNDER WILL UNDER ANY CIRCUMSTANCES CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY AFTER THE DATE HEREOF.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OTHER THAN THAT CONTAINED IN THIS MEMORANDUM, OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE OFFERING MADE HEREBY AND, IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY. THE COMPANY DISCLAIMS ANY AND ALL LIABILITIES FOR REPRESENTATIONS OR WARRANTIES, EXPRESSED OR IMPLIED, CONTAINED IN, OR OMISSIONS FROM, THIS MEMORANDUM OR ANY OTHER WRITTEN OR ORAL COMMUNICATION TRANSMITTED OR MADE AVAILABLE TO THE RECIPIENT. EACH INVESTOR WILL BE ENTITLED TO RELY SOLELY ON THOSE REPRESENTATIONS AND WARRANTIES THAT MAY BE MADE TO THE INVESTOR IN ANY FINAL PURCHASE AGREEMENT RELATING TO THE SHARES.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Memorandum, and other written or oral statements made by or on behalf of the Company in conjunction with the proposed offering, contain forward-looking statements within the meaning of the Securities Act as amended and the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Statements that are not historical facts, including statements about our beliefs and expectations regarding the future, are forward-looking statements. Forward-looking statements include statements preceded by, followed by or that include words such as “may,” “could,” “would,” “should,” “believe,” “expect,” “anticipate,” “plan,” “estimate,” “target,” “project,” “plan,” “intend” and similar words or expressions, or the negative forms thereof.

These statements include, among others, information regarding future operations, future capital expenditures, future cash flow, and future contractual arrangements. Such statements reflect the Company’s management’s current views with respect to future events and financial performance and involve risks and uncertainties, including, without limitation, general economic and business conditions; changes in foreign, political, social, and economic conditions; our ability to contract with program participants, customers, merchants and non-profit organizations on the terms anticipated; the performance of other parties in accordance with the expectations of our contractual relationships; changes in laws and regulations that affect the structure of our operations, the intended generation of benefits through our programs or our ability to operate as intended; our ability to raise sufficient working capital; the integration and successful implementation of technology; and various other matters, many of which are beyond our control.

Should one or more of these risks or uncertainties occur, or should underlying assumptions prove to be incorrect, actual results may vary materially and adversely from those anticipated, believed, estimated, or otherwise indicated. Consequently, all the forward-looking statements made in this Memorandum are qualified by these cautionary statements and there can be no assurance of the actual results or developments. Prospective investors are advised to review all the information contained in this Memorandum, including that contained in the section entitled “RISK FACTORS,” in evaluating these forward-looking statements and before making any investment decision.

FOR RESIDENTS OF ALL STATES

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF OUR COMPANY AND THE TERMS OF THE OFFERING INCLUDING THE MERITS AND RISKS INVOLVED. THESE SHARES 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 SHARES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS IN THE SHARES SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

IF YOU HAVE ANY QUESTIONS WHATSOEVER REGARDING THIS OFFERING, OR DESIRE ANY ADDITIONAL INFORMATION OR DOCUMENTS TO VERIFY OR SUPPLEMENT THE INFORMATION CONTAINED IN THIS MEMORANDUM, PLEASE WRITE OR CALL:

WeSave, Inc.
24254 Main St. Newhall, CA 91321
(661) 286-4334

BUSINESS RISK FACTORS

AN INVESTMENT IN THE SHARES OFFERED IN THIS MEMORANDUM INVOLVES A HIGH DEGREE OF RISK, SHOULD BE REGARDED AS SPECULATIVE, AND SHOULD ONLY BE MADE BY PERSONS WHO CAN AFFORD THE LOSS OF THEIR ENTIRE INVESTMENT. ACCORDINGLY, PROSPECTIVE INVESTORS SHOULD CONSIDER CAREFULLY THE FOLLOWING FACTORS, IN ADDITION TO THE OTHER INFORMATION CONCERNING THE COMPANY AND ITS BUSINESS CONTAINED IN THIS MEMORANDUM BEFORE PURCHASING THE SHARES OFFERED HEREBY. SOME OF THESE FACTORS HAVE AFFECTED THE COMPANY'S FINANCIAL CONDITION AND OPERATING RESULTS IN THE PAST OR ARE CURRENTLY AFFECTING THE COMPANY, AND ONE OR MORE OF THESE FACTORS COULD RESULT IN A DECLINE IN VALUE OR LOSS OF ANY INVESTMENT IN THE COMPANY. THE FOLLOWING FACTORS ARE NOT TO BE CONSIDERED A DEFINITIVE LIST OF ALL RISK ASSOCIATED WITH AN INVESTMENT IN THE COMPANY.

BUSINESS RISKS

We have a limited marketing and sales history with our core products and services upon which an investor may evaluate our Company.

We are a fintech solutions company that was formed in 2021. To date, our operations have incurred start-up, development, marketing (primarily documentation) and legal costs and have yet to receive any revenues from sales and operations. The lack of historical results makes it difficult or impossible to accurately forecast our operating results. An evaluation of our business and prospects must be considered in light of the risks and uncertainties often encountered by other companies in a similar stage of development. Any future success that we might enjoy will depend upon many factors, several of which may be beyond our control, or which cannot be predicted at this time, and which could have a material adverse effect upon our financial condition, business prospects and operations and the value of an investment in our Company. Some of these risks and uncertainties relate to our ability to:

- create relationships with certain technology partners, business aggregators, ISO's, merchants, affinity groups, financial institutions, program operators, and charitable organizations
- respond effectively to competitive pressures
- increase brand awareness and consumer recognition of our "WeSave Network™"
- attract and retain qualified management and employees.

If we are unable to address any of these risks, our business may be significantly impacted, and operating results may not meet the expectations of investors.

We are not currently profitable, and our failure to generate significant revenues could prevent us from achieving or maintaining profitability.

Due to the absence of sales or operating revenues and the incurrence of development and other operating expenses, we have incurred and expect to continue to incur operating losses for some time. Although we expect to derive substantial revenues from service fees, member and merchant enrollments and other fees generated by facilitating our merchant, customer, charity and affinity group relationships, to date we have not had any revenues from these activities and expect to incur substantial operating losses and experience substantial negative cash flows as we commit resources to developing and launching our products and services. Due to lack of cash generated from operations, we have funded our operations primarily through stock sales. We expect to incur significant and increasing sales and marketing, technology research and development, staff wages and salaries, and general and administrative expenses. As a result, we will need to generate significant revenues while containing costs and operating expenses if we are ever to achieve profitability. In addition, there can be no assurance we and our operations will generate revenues, if and when our WeSave Network, products and services become available to the general public. It is highly uncertain how long it will take us to reach profitability or if we will at all, and we cannot assure you that, if we reach profitability, we will be able to achieve profitability on a sustained basis. Failure to achieve or sustain profitability could harm our business and the value of your investment.

The failure to manage growth effectively could have an adverse effect on our employee efficiency, product quality, working capital levels, and results of operations.

During our development stage and as our business grows, we may face problems related to our operational and financial systems and controls, including quality control, customer service, and delivery and service capacities. Any significant growth in the market for our products and services or our entry into new markets may require an expansion of our employee base for managerial, operational, financial, and other purposes. The Company is in negotiations to attract high profile officers with legal, marketing or business experience in the fintech industry. Aside from increased difficulties in the management of human resources, we may also encounter working capital issues, as we will need increased liquidity to finance the purchase of supplies, development of new products, and the hiring of additional employees. For effective growth management, we will be required to continue improving our operations, management, and financial systems and control. Our failure to manage growth effectively may lead to operational and financial inefficiencies that will have a negative effect on our profitability. We cannot assure investors that we will be able to timely and effectively meet that demand and maintain the quality standards required by potential customers.

We will be dependent on certain key personnel and loss of these key personnel could have a material adverse effect on our business, financial condition, and results of operations.

The Company's management team includes a Chief Executive Officer and Chairman of the Board, who is currently unpaid for his efforts on behalf of the Company and devotes significant amounts of his available time and effort to his non-paid role with managing other business ventures. In addition, our CEO will be migrating some of his time and attention to personal and charitable activities and plans on delegating management decisions of our Company to key Company staff until new officers can be hired from outside our Company or promoted from within. Our success and future performance depend in large part upon the hiring of additional members of our management team and the level of service of our current and additional executive officers and key personnel. We do carry D&O insurance coverage. Each of the named executive officers will perform key functions in the operation of our business. The loss of the services of one or more of our key personnel could have a material adverse effect upon our business, financial condition, and results of operations. See also SECTION D - "MANAGEMENT, OFFICERS AND INVESTOR INFORMATION" elsewhere herein.

We will be dependent on a technically trained workforce and an inability to retain or effectively recruit such employees could have a material adverse effect on our business, finances, and results of operations.

We must attract, recruit, and retain a sizeable workforce of technically competent employees to develop our products and provide service support. Our future success also depends on our continuing ability to attract, hire, train and retain a substantial number of highly skilled executive, technical, sales, marketing, and customer support personnel. In addition, employees may require extensive training before they achieve desired levels of productivity. Competition for qualified personnel is intense, and we may fail to retain our key employees or attract or retain sufficiently qualified personnel consistent with our operational needs.

The market for our products and services is competitive, and, if we cannot effectively compete, our business will be harmed.

The fintech and eCommerce industry is intensely competitive, evolving, and subject to rapid technological change and we expect competition in the industry to increase. Increased competition is likely to result in price reductions, reduced gross margins and loss of market share, any one of which could seriously harm our business. Some of our potential competitors have longer operating histories, significantly greater financial, technical, marketing, and other resources than us, and have greater name recognition and a larger installed base of customers. In addition, many of our future competitors have well-established relationships with our potential customers and have extensive knowledge of our industry. In addition, potential competitors may establish cooperative relationships among themselves or with third parties to increase the ability of their products to address customer needs. Accordingly, it is possible that new competitors or alliances among competitors may emerge and rapidly acquire significant market share. Additionally, our future competitors may be in a stronger position to respond quickly to potential acquisitions and other market opportunities, new or emerging technologies and changes in consumer requirements. We cannot assure you that we will be able to establish or increase our market share against the emergence of these or other sources of competition. Failure to create and enhance our competitive position could materially adversely affect our business and prospects.

If we are not successful in convincing merchants to change established business practices to use our products, our business could be harmed.

The market for our various products is currently under development and multi-vendor eCommerce networks and processing services in general are at a mature adoption stage. Our success will depend on a significant number of merchants and customers actively utilizing our WeSave Network. We will need a professional sales force to deliver and implement our merchant products and services. In some cases, these organizations must change established business practices and conduct commerce in new ways or with a paradigm shift in how they see value added services for their customers. Our ability to attract initial customers for our products and services will depend on successfully convincing vendors and consumers that the partnership-based business model associated with the WeSave Network is a potentially superior way of shopping and doing business that will help revitalize their local communities. If we are unable to do so, or if customers do not realize or recognize a benefit from participating in our WeSave Network, then our products and services may not achieve widespread market acceptance and our business would be seriously harmed.

If we are unable to establish an effective pricing or revenue sharing model acceptable to potential customers, we may be unable to achieve market acceptance for our products and services and our results could be adversely affected.

Although we expect to derive a significant portion of our long-term revenue from our products and services, we have not tested or established our pricing and revenue sharing model for our products and services. If we are unable to attract and retain vendor and consumer adoption, our products and services may not be commercially successful, which would seriously harm our business.

Our business depends on the successful introduction and marketing of our products and services and on enhancing their functionality and if we are unable to do that, our business may be harmed.

If we are unable to develop new products and services on a timely and cost-effective basis, or if new products or services do not achieve market acceptance, our business would be seriously harmed. The life cycles of our products and services, if successfully introduced, will be difficult to predict because the market for our products and services under our unique business model (fractionalization, tokenization, etc.) is new and emerging, and is characterized by rapid technological change, changing customer needs and evolving industry standards. The introduction of products or services employing new technologies and emerging industry standards could render our product obsolete and unmarketable. In developing new products and services, we may:

- fail to develop and market products and services that respond to technological changes or evolving industry standards in a timely or cost-effective manner
- encounter products, capabilities or technologies developed by others that render our products and services obsolete or noncompetitive or that shorten the life cycles of our existing products and services
- experience difficulties that could delay or prevent the successful development, introduction and marketing of these new products and services; or
- fail to develop new products and services that adequately meet the requirements of the marketplace or achieve market acceptance

The occurrence of any of the above could have a material adverse effect on our operations.

If the introduction of our products and services to the market is delayed or our they do not achieve market acceptance, our business may be adversely affected.

If our products and services or potential new products and services are delayed or do not achieve market acceptance, we could experience a delay or loss of revenues and customer frustration, and our business would be seriously harmed. Significant delays could result in such substantial net losses that we are unable to efficiently attract new equity investment or available credit to fund our operations further.

Errors or defects in our products or services could result in decreased market acceptance and demand for them, which could negatively affect our operations.

Our products, services and especially our unique business model are new and complex and may contain defects, errors or failures when introduced or as new versions are released or may be slower to be understood or adopted by new relationships within the WeSave Network. Errors or defects or misunderstanding of our products and services would likely result in damage to our reputation, delay in market acceptance with potential customers, and could cause decreased demand for our products and services, which could potentially lead to costly litigation, loss of revenue, and the inability to launch or expand our customer base, any of which could seriously harm our business.

Potential product liability claims, and third-party liability claims against our Company could result in a material adverse effect on our operations.

Our prospective customers may experience unforeseen problems while using our products and services. Any errors, defects or other problems could result in financial or other damage to our customers. A product liability claim brought against us, even if unsuccessful, would likely be time-consuming and costly and could seriously harm our business. Although our customer agreements will contain provisions designed to limit our exposure to product liability claims, existing or future laws or unfavorable judicial decisions could negate these limitations of liability provisions.

Third parties may sue us for intellectual property infringement which, if successful, could require us to pay significant damage awards.

It is possible that in the future, third parties may claim that we, or our potential future products, infringe on their intellectual property. We expect that companies holding valuable intellectual property will increasingly be subject to infringement claims as the number of products and competitors in our industry segment grows, and the design or functionality of products in different industry segments overlaps. Third parties may sue us for intellectual property infringement or initiate proceedings to invalidate our intellectual property, either of which, if successful, could disrupt the conduct of our business, cause us to pay significant damage awards or require us to pay licensing fees. Our failure or inability to develop non-infringing technology or applications or to license the infringed or similar technology or applications on a timely basis could force us to withdraw products from the market or prevent us from introducing new products. In addition, even if we are able to license the infringed or similar technology or applications, license fees could be substantial and the terms of such licenses could be burdensome, which may adversely affect our operating results. We may also incur substantial expenses in defending against third-party infringement claims, regardless of their merit. Successful infringement or licensing claims against us may result in substantial monetary liabilities and may materially disrupt the conduct of our business. Even if claims of infringement against us are erroneous, we may nevertheless suffer damages if we do not have the financial capability to defend ourselves adequately.

If we fail to implement sufficient security measures to prevent security breaches, our business may be adversely affected.

The secure transmission of confidential information over electronic networks is a significant barrier to eCommerce and communications. Advances in computer capabilities, new discoveries in the field of cryptography or other events or developments could result in compromises or breaches of our security systems or those of other web sites to protect proprietary information. If any well-publicized compromises of security were to occur, it could substantially reduce the use of the Internet for commerce and communications. Anyone who circumvents our security measures could misappropriate proprietary information or cause interruptions in our services or operations. The Internet is a public network, and data is sent over this network from many sources. In the past, computer viruses and software programs that disable or impair computers have been distributed and have rapidly spread over the Internet. Computer viruses could be introduced into our systems or those of our customers or suppliers, which could make them inaccessible to customers or suppliers. We may be required to expend significant capital and other resources to protect against the threat of security breaches or to alleviate problems caused by breaches. To the extent that our activities may involve the storage and transmission of personal proprietary information, security breaches could expose us to a risk of loss or litigation and possible liability. Our security measures may be inadequate to prevent security breaches, and our business would be harmed if we do not prevent them.

The consideration for the purchase and/or licensing of assets related to building the WeSave Network and Services may ultimately be more or less than the present value of such assets

The Company has a revenue sharing agreement with Source, Inc. The compensation consideration of agreements between Source, Inc. and WeSave is based on future percentage payments and not tied to a particular valuation of the assets transferred or the licenses granted. The price paid for the assets transferred or licenses granted may be ultimately more or less than the present value of such assets.

We will be dependent on certain third-party intellectual property and loss of the rights on this third-party IP could have a material adverse effect on our business, financial condition and results of operations.

The Company may become dependent on third parties for use of their IP, and if those third parties develop further IP relevant to Company's business and/or services offered, Company may need to enter further agreements to obtain the rights to use those particular patents.

If we do not secure and protect our intellectual property rights, our business and brand could be negatively affected.

The Company relies on a combination of trademark and copyright protection and trade secrets with regards to its intellectual property. In the absence of this protection, our competitors could duplicate our product offerings. Each of the Company's employees, consultants and independent contractors has signed or will sign an agreement whereby he has agreed to assign to the Company any inventions and/or intellectual property rights relating to any proprietary property developed by the Company during the time period such individual was engaged or employed by the Company and agree to keep the Company's intellectual property confidential and not disclose or use such information in any manner. There can be no assurance that these steps will provide sufficient protection against similar property developed by the Company's competitors.

The volatile credit and capital markets could have a material adverse effect on our financial condition.

Our ability to manage our debt is dependent on our level of positive cash flow from company- operated and franchised restaurants, net of costs. An economic downturn may negatively impact our cash flows. Credit and capital markets can be volatile, which could make it more difficult for us to refinance our existing debt or to obtain additional debt or equity financings in the future. Such constraints could increase our costs of borrowing and could restrict our access to other potential sources of future liquidity. Our failure to have sufficient liquidity to make interest and other payments required by our debt could result in a default of such debt and acceleration of our borrowings, which would have a material adverse effect on our business and financial condition. The lack of availability or access to build-to-suit leases and equipment financing leases could result in a decreased number of new restaurants and have a negative impact on our growth.

Information technology system failures or breaches of our network security could interrupt our operations and adversely affect our business.

We and our franchisees rely on our computer systems and network infrastructure across our operations, including point-of-sale processing at our restaurants. Our and our franchisees' operations depend upon our and our franchisees' ability to protect our computer equipment and systems against damage from physical theft, fire, power loss, telecommunications failure or other catastrophic events, as well as from internal and external security breaches, viruses and other disruptive problems. Any damage or failure of our computer systems or network infrastructure that causes an interruption in our operations could have a material adverse effect on our business and subject us or our franchisees to litigation or to actions by regulatory authorities.

We are continuing to expand, upgrade and develop our information technology capabilities. If we are unable to successfully upgrade or expand our technological capabilities, we may not be able to take advantage of market opportunities, manage our costs and transactional data effectively, satisfy customer requirements, execute our business plan or respond to competitive pressures.

If we are unable to protect our customers' credit and debit card data, we could be exposed to data loss, litigation, liability and reputational damage.

In connection with credit and debit card sales, we transmit confidential credit and debit card information by way of secure private retail networks. Although we and our franchisees use private networks, third parties may have the technology or know-how to breach the security of the customer information transmitted in connection with credit and debit card sales, and our and our franchisees' security measures and those of our and our franchisees' technology vendors may not effectively prohibit others from obtaining improper access to this information. If a person were able to circumvent these security measures, he or she could destroy or steal valuable information or disrupt our and our franchisees' operations. Any security breach could expose us and our franchisees to risks of data loss, litigation and liability and could seriously disrupt our and our franchisees' operations and any resulting negative publicity could significantly harm our reputation.

Matters relating to employment and labor law may adversely affect our business.

Various federal and state labor laws govern our relationships with our employees and affect operating costs. These laws include employee classifications as exempt or non-exempt, minimum wage requirements, unemployment tax rates, workers' compensation rates, citizenship requirements and other wage and benefit requirements for employees classified as non-exempt. Significant additional government regulations and new laws, including mandating increases in minimum wages, changes in exempt and non- exempt status, or mandated benefits such as health insurance could materially affect our business, financial condition, operating results or cash flow. Furthermore, if our or our franchisees' employees unionize, it could materially affect our business, financial condition, operating results or cash flow.

We are also subject in the ordinary course of business to employee claims against us based, among other things, on discrimination, harassment, wrongful termination, or violation of wage and labor laws. Such claims could also be asserted against us by employees of our franchisees. Moreover, claims asserted against franchisees may at times be made against us as a franchisor. These claims may divert our financial and management resources that would otherwise be used to benefit our operations. The ongoing expense of any resulting lawsuits, and any substantial settlement payment or damage award against us, could adversely affect our business, brand image, employee recruitment, financial condition, operating results or cash flows.

In addition, various states in which we operate are considering or have already adopted new immigration laws or enforcement programs, and the U.S. Congress and Department of Homeland Security from time to time consider and may implement changes to federal immigration laws, regulations, or enforcement programs as well. Some of these changes may increase our obligations for compliance and oversight, which could subject us to additional costs and make our hiring process more cumbersome or reduce the availability of potential employees. Although we require all workers to provide us with government-specified documentation evidencing their employment eligibility, some of our employees may, without our knowledge, be unauthorized workers. We currently participate in the "E-Verify" program, an Internet-based, free program run by the United States government to verify employment eligibility, in states in which participation is required. However, use of the “E-Verify” program does not guarantee that we will properly identify all applicants who are ineligible for employment. Unauthorized workers are subject to deportation and may subject us to fines or penalties, and if any of our workers are found to be unauthorized, we could experience adverse publicity that negatively impacts our brand and may make it more difficult to hire and keep qualified employees. Termination of a significant number of employees who were unauthorized employees may disrupt our operations, cause temporary increases in our labor costs as we train new employees and result in additional adverse publicity. We could also become subject to fines, penalties and other costs related to claims that we did not fully comply with all recordkeeping obligations of federal and state immigration compliance laws. These factors could have a material adverse effect on our business, financial condition and results of operations.

RISKS RELATED TO THIS OFFERING

If you purchase Shares in this Offering, you will experience dilution.

If you purchase Shares in this Offering, you should expect to experience dilution from investors that may purchase shares at a price which is less than the price per share which you pay. You may also be diluted by subsequent financing events. You may also suffer additional dilution in the future from the sale of additional shares, the issuance of options or other securities. Another source of dilution is that the Company plans to issue shares as part of the consideration it pays for the companies that we might buy.

The Company may, in its sole discretion, increase or decrease the Offering Amount, which may also have a dilutive effect. We will need to raise additional funds, and such funds may not be available when we need them.

Although there is a $10,000 minimum investment amount required from each investor, there is not a minimum aggregate offering amount and there is no escrow account or impound being utilized in connection with the funds received from the sale of the Shares in this Offering. All funds received from the sale of the Shares shall be held and immediately available for use by the Company. We have limited working capital and will need to commence operations whether or not we receive the maximum proceeds possible from this Offering and will thereafter need to acquire additional capital to fully execute our business plan. We will need to raise additional funds to support more expansion, more staff, develop new or enhanced services and products, respond to competitive pressures, acquire businesses, assets, technologies, or respond to unanticipated events. We cannot assure investors that additional financing will be available when needed on favorable terms, or at all. If these funds are not available when we need them, we may need to change our business strategy or reduce operations or investment activities. In addition, any issuance of additional equity securities, or securities exercisable for or convertible into equity securities, will dilute the ownership interest of our existing stockholders and the issuance of debt securities may increase the perceived risk of investing in our Company resulting in higher interest and other investment costs.

There will be no public market and limited transferability for the shares, and as a result an investor may not be able to sell his shares.

There is no present public or other trading market for any of our securities and we do not expect a market for the securities in the foreseeable future. There is, therefore, no assurance that the Shares can be resold at or near the offering price or at all. Moreover, the Shares will not be registered under the federal securities laws or qualified under any state securities laws, and they are being sold in reliance upon exemptions under such laws. These exemptions require, among other things, that the Shares be purchased for investment purposes only, and not with any current view to the distribution or resale thereof. Unless securities are registered with the Securities and Exchange Commission and any required state authorities, or an appropriate exemption from such registration is available, a holder of the securities may be unable to liquidate an investment in such securities, even though his or her personal financial condition may dictate such liquidation. The certificates representing the Shares will bear appropriate legends referring to restrictions on transferability imposed by the Securities Act, and applicable state securities laws. In addition, the securities may not be pledged, hypothecated, assigned, or otherwise disposed of except as permitted under applicable federal and state securities laws or pursuant to registration or exemption therefrom. Further, the Company shall retain a right of first refusal to all of the Shares, which requires the holder to provide certain notice of any transfer of the Shares to the Company and allows the Company a right to repurchase the Shares on certain terms, which may cause delays in proposed transfers even if otherwise acceptable under the securities laws. In addition, the right of first refusal does not obligate the Company to repurchase any of the Shares. Therefore, prospective stockholders who require liquidity in their investments should not invest in the Shares. See "LIMITED TRANSFERABILITY OF SECURITIES" for a discussion of the limited liquidity of a purchase of Shares and how an investor might sell his Shares.

Our controlling shareholders will exert significant control over our future direction.

Following the completion of this Offering, our controlling shareholders will beneficially own or control approximately 70-80% of our outstanding shares of Stock and the voting power in the Company if the Maximum Amount is sold. These stockholders will possess significant influence over the election of the Board of Directors and to the approval of significant corporate transactions. Such Share ownership and control may also have the effect of delaying or preventing a future change in control, impeding a merger, consolidation, takeover, or other business combination or discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company. The interests of these principal stockholders may differ from the interests of our other stockholders.

If you are a foreign investor, you may be subject to U.S. tax withholding and be required to file U.S. tax returns.

Foreign investors should be aware that such an investor's share of the income from our Company may be subject to U.S. income tax withholding and they may be required to file U.S. income tax returns. Foreign investors that are corporations would be subject to a 30% (or lower rate as prescribed by an applicable tax treaty) tax on any dividend equivalent amount for purposes of the United States branch profits tax.

We do not intend to pay dividends on Common Stock.

We do not intend to pay any dividends on the shares of Common Stock and intend to retain earnings, if any, for the future operation and expansion of our business. The declaration and payment of any cash dividends payable to the holders of our Common Stock in the future will be determined by our Board of Directors in light of conditions and circumstances then existing, including our financial condition and any applicable debt financing covenants or requirements.

The Offering price for the Shares may not indicate the market value of the securities.

The offering price of the Shares may not be indicative of the fair market value of the securities, now or in the future. The price offered hereby was determined by us based on a number of factors, including the start-up nature of the Company, the uncertainty of the prospects for our business and industry, an assessment of our current management and staffing needs, our present operations and earnings prospects, our current state of development as a company and the general conditions prevailing in the securities markets at the time of the Offering. The re-sale price of the securities, if any, may be volatile, and there is no assurance that there will be a market available into which the Shares may be re-sold at any given time. Factors, such as fluctuations in our operating results, announcements of technological innovations or new products by us or any of our competitors, developments with respect to patents or proprietary rights and general market conditions, may have a significant effect on the value of the Shares.

The Company has not prepared any audited financial statements.

Because the Company has not prepared any audited financial statements, you have no audited financial information regarding the Company's capitalization or assets or liabilities on which to make your investment decision. If you feel the information provided is insufficient, you should not invest in the Company.

Financial projections require caution.

Prospective investors are urged to consider that any financial projections which might be discussed by the Company or its officers, employees, etc. should not be understood as any guarantee or assurance made on behalf of the Company. Projections based on past performance data or mathematical models are subject to externalities and risks of which the compiler may not or could not be aware. Such projections would not and should not be construed as indications or guarantees of future financial performance, nor should they be understood as such by prospective investors. Prospective investors should be aware of the inherent inaccuracies of forecasting. Although the Company has a reasonable basis for projections it might make and provide them herewith in good faith, prospective investors may wish to consult independent market professionals about the Company's potential future performance.

The Company may not be able to sell all of the Shares offered hereunder.

While the Company is offering a total of approximately 200,000 shares of the Company's common stock for sale in this Offering, it is possible that we will not be able to sell that entire amount. It is possible that if we raise less than the offering amount, while the Company can still meet its most important objectives, we might have to grow the business more slowly, and negatively impact shareholder value.

Neither the Offering nor the Shares have been registered under federal or state securities laws, leading to an absence of certain regulation applicable to the Company.

No governmental agency has reviewed or passed upon this Offering, the Company, or any securities of the Company. The Company also has relied on exemptions from securities registration requirements under applicable state securities laws. Investors in the Company, therefore, will not receive any of the benefits that such registration would otherwise provide. Prospective investors must therefore assess the adequacy of disclosure and the fairness of the terms of this Offering on their own or in conjunction with their personal advisors.

No Guarantee of Return on Investment

There is no assurance that an investor will realize a return on its investment or that it will not lose its entire investment. For this reason, each prospective investor should read this Memorandum and all Exhibits carefully and should consult with its own attorney and business advisor prior to making any investment decision.

There are restrictions on the transferability of the securities.

Investors must bear the economic risk of an investment in the Shares for an indefinite period of time. There can be no assurance that the Company will fulfill any reporting requirements in the future under the Securities Exchange Act or disseminate to the public any current financial or other information concerning the Company, as is required as part of the conditions of its availability.

CAPITALIZATION TABLE

The Company authorized 400,000,000 shares of common stock and intends to only issue 100,000,000 total. The Company has issued 71,000,000 Shares to date. The following table sets forth the actual capitalization of the Company as of November 20, 2023.

Name and Address of Beneficial Owner (1)	Title of class	Amount and nature of beneficial ownership	Percent of ownership (6a)
Source Clearinghouse, Inc. dba Source, Inc. (2) - Creator	Common Stock	32,500,000	46.10%
Help Worldwide, Inc. (3) - Creator	Common Stock	32,500,000	46.10%
Richard G. Stewart, Jr.	Common Stock	-	-%
Bradley C. Hanson - Creator	Common Stock	5,000,000 (4)	7.10%
RJ Stewart	Common Stock	-	-%
Kevin P. Rishell	Common Stock	-	-%
Richard Bauer (5) – Creator	Common Stock	1,000,000	1.00%

The Company has issued 71,000,000 Shares and is issuing 29,000,000 more totaling 100,000,000 Shares when this offering is fully subscribed. The following table represents the pro-forma capitalization of the Company for a total of 100,000,000 shares that will be issued. It includes the 10,000,000 Shares of this Reg D offering, an additional 10,000,000 Shares which are set aside for Reg CF and to convert to Series P Preferred Stock for a separate Reg A offering, and an additional 9,000,000 Shares for strategic partnerships, and for executive and staff vesting.

Name and Address of Beneficial Owner (1)	Title of class	Amount and nature of beneficial ownership	Percent of ownership (6b)
Source Clearinghouse, Inc. dba Source, Inc. (2) - Creator	Common Stock	32,500,000	32.5%
Help Worldwide, Inc. (3) - Creator	Common Stock	32,500,000	32.5%
Richard G. Stewart, Jr.	Common Stock	-	-%
Bradley C. Hanson - Creator	Common Stock	5,000,000 (4)	5%
RJ Stewart	Common Stock	-	-%
Kevin P. Rishell	Common Stock	-	-%
Richard Bauer (5) – Creator	Common Stock	1,000,000	1.00%
Common Stock for Reg CF and A+ offerings and converted to Preferred Stock Allocation Account (7)	Common Stock	10,000,000	10.00%
Staff & Strategic Business Partnerships (8)	Common Stock	9,000,000	9.00%
This Reg D Offering (9)	Common Stock	10,000,000	10.00%

Totals	Common Stock	100,000,000	100%

(1) The address of all beneficial owners is the Company's headquarters, 24254 Main Street, Newhall, CA 91321.
(2) Beneficially owned by Stewart Family Partners which is controlled by Richard G. Stewart, Jr.
(3) Beneficially owned by Stewart Family Partners which is controlled by Richard G. Stewart, Jr.
(4) Represents securities owned by Bradley C. Hanson Living Trust. Mr. Hanson is the Trustee of the trust.
(5) Richard Bauer is a Creator and founding shareholder of the Company.
(6a) Based on 71,000,000 Shares of Common Stock issued and outstanding as of July 6, 2023.
(6b) Based on 100,000,000 Shares of Common Stock authorized to be issued as of November 20, 2023
(7) Common Stock set aside for Reg CF and converted to Series P Preferred Stock to give away to Premier Members
(8) Common Stock set aside for strategic partnerships, executive and staff vesting,
(9) The fully subscribed Common Stock in this Reg D Offering

DILUTION

The cap tables above show the actual and pro-forma percentages of ownership. The pro-forma table shows the dilution represented by this offering, Shares set aside for our CF and Reg A+ offerings and Shares set aside for strategic partnerships, executive and staff vesting. Note that with this offering, only the Creator's Shares of the Company will be diluted which include Help Worldwide and Source Clearinghouse and Mr. Hanson.

From the beginning, the Creators, Source and Help Worldwide, established WeSave and owned 100% with the intention of growing the Company by diluting their interests as much as needed in order to build the team, to capitalize the Company and to incentivize its growth by giving fractional ownership and revenue sharing to its participants.

After this offering, any future dilution for Reg CF and A+ offerings will come from the Creator's stock. Creators will have an option to be a part of any such future offerings. In exchange for their willingness to dilute their Shares and convert their Common Stock to Series P Preferred Stock, the Board will enact a funding fee whereby 10% of any monies raised will be given to the participating Creators on a pro-rata basis. For example, if WeSave decided to raise $75 million with a second Reg A+ offering, then $7.5 million will be reimbursed to the Creators and the remaining 90% of the funds raised will be used to capitalize the company for its ongoing growth and development.

The following table sets forth, as of the date of the Memorandum, the percentage of shares to be purchased by new investors in this Offering compared to the percentage of shares owned by the present stockholders and those set aside as described below.

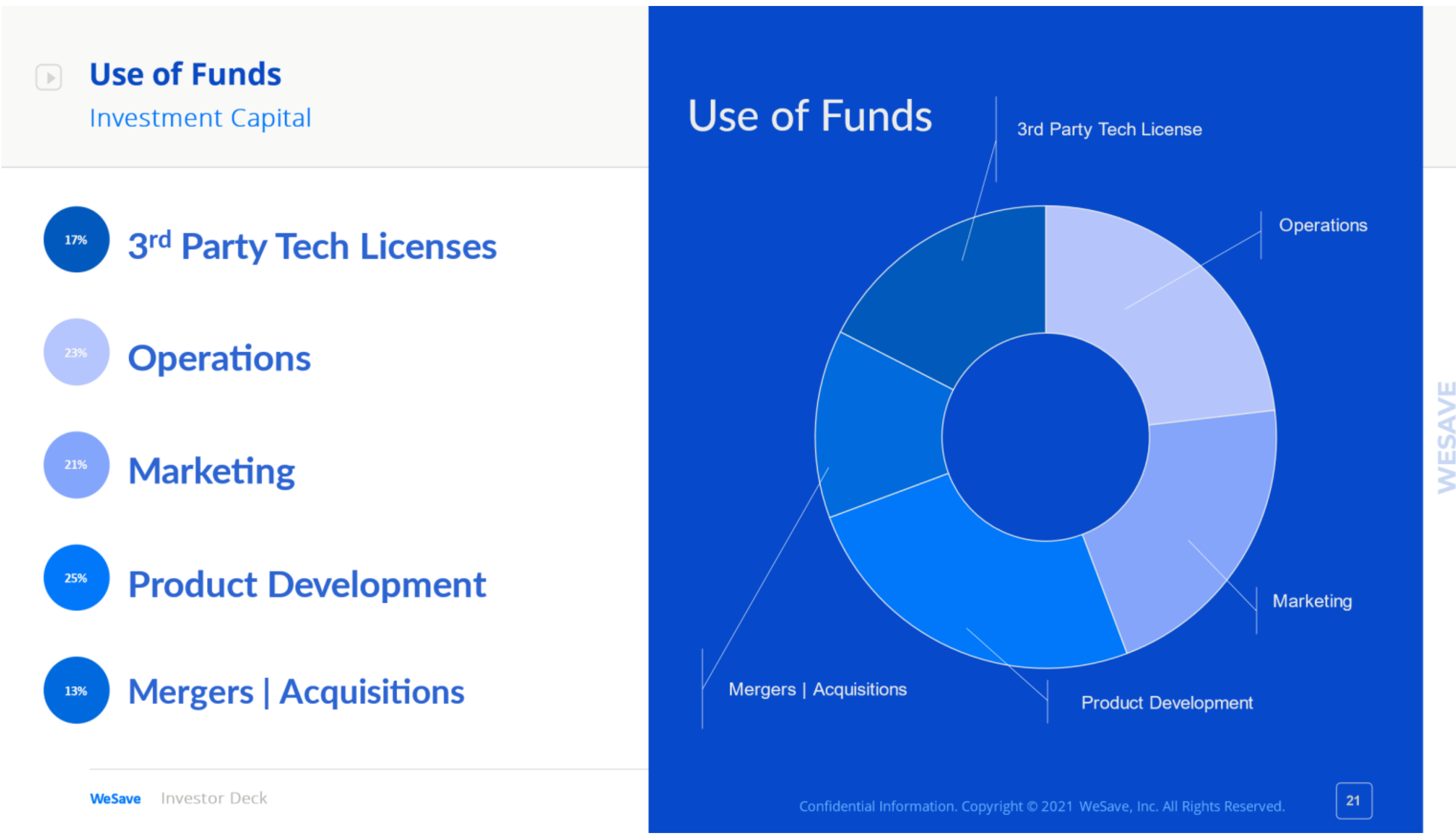
	Shares Purchased	Percentage Total of Outstanding Shares
Existing Common Stockholders	71,000,000	71%
Potential New Reg D Investors	10,000,000	10%
Common Stock converted to Preferred Stock for Reg CF/A+	10,000,000	10%
Staff & Strategic Business Partnerships	9,000,000	9%
Total	100,000,000	100%

GENERAL USE OF PROCEEDS

Although the offering allows us to raise as much as $10,000,000, currently, the Company is planning to raise whatever it takes up to that amount to grow operations, marketing, mergers and acquisition, and product development in a fiscally responsible manner and budget. We want to minimize dilution for our current stockholders, while acquiring the cash-flow necessary to keep growing the Company at a manageable pace. As cash flow from sales increases, our need for outside funding will decrease. Therefore, if necessary, we will sell stock in gradients or tranches of $5,000,000 and evaluate our cash position at each gradient before seeking additional capital.

These funds will provide the protective foundation necessary to cover shortfalls in our cash flow until such time as the sales of our products and services exceed our burn rate. The Company's scalability allows us to grow at a pace related to the funds raised. As the Company adds new affinity groups, vendors, consumers, and social media influencers to the WeSave Network, and we add new products and services and move into new markets, the need for additional capital may be elevated or may be covered by sales. Hence, we will be evaluating our need to fund additional tranches on a week-to-week, and month-to-month basis.

GENERAL USE OF FUNDS PIE CHART



NOTE: Because of banking and economic concerns, the use of proceeds will be managed by the Board in a conservative and protective manner. All monies earmarked for use in the different categories listed above that are not needed in the near term will be diversified into liquid investments such as money market accounts, precious metals and other assets that can be easily converted back to working capital as needed.

DIVIDEND POLICY

We do not expect to pay any cash dividends in the foreseeable future on Shares. The decision whether to pay cash dividends on our Shares in the future will be made by our Board of Directors, in its discretion, and will depend on our financial condition, operating results, capital requirements and other factors that the Board of Directors considers significant. We currently intend to retain our earnings for funding growth and, therefore, do not expect to pay any dividends in the foreseeable future except to certain Preferred stockholders. However, we may pay stock and/or additional warrants to stockholders as a dividend upon the purchase of assets.

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SECTION B – EXECUTIVE SUMMARY & COMPANY OVERVIEW

The following summary of certain information contained in this Memorandum is qualified in its entirety by the more detailed information appearing elsewhere in this Memorandum or in the Stock Purchase Agreement, and Shareholder Agreement*, bylaws and certificate of incorporation of the Company. Each prospective investor is urged to read this Memorandum in its entirety, including exhibits hereto. In the event of any discrepancy between this Memorandum and any of such other documents, the terms of such other document shall control. Prospective investors should consult their own advisers to fully understand the consequences of an investment in the Company. The Shares offered hereby involve a high degree of risk. Investors should carefully consider the information set forth under the heading "Risk Factors." As used throughout this Memorandum, the terms "WeSave, Inc." "WeSave", the "Company," "we," "us," and "our" refer to WeSave, Inc.*

EXECUTIVE SUMMARY

Company Information
WeSave, Inc. ("Company") 24254 Main St. Newhall, CA 91321 661-547-7412 (Contact for RJ Stewart – Investor Relations investorrelations@wesave.com www.wesaveinc.com (To view corporation overview video) • WeSave was formed on October 28, 2021, as a private Nevada corporation (Business ID: NV20212265172).
Industries
• Fintech, eCommerce, and Loyalty
Market Opportunity
• Unique eCommerce Model supported by SaaS/BaaS solutions • eCommerce (a trillion-dollar industry that is growing) • Loyalty (The global loyalty management market is projected to grow from $4.43 billion in 2021 to **$18.22** billion in 2028)
Developmental Stage
• Pre-Revenue Start Up (with 20+ years of related experience)
Investment Opportunity – Multiple Offers (CF, Reg D, Reg A+)
• CF -$5M; Reg D - $10M; Reg A+ for $75M giftable shares of Preferred Stock w/dividend allocation rights (Qualified by SEC)
General Use of Proceeds
• 21% - Marketing • 17% - Technology Development/Licenses • 23% - Operations and Staffing • 13% - Mergers and Acquisitions • 25% - Product Development/Reserve
Company Overview
• WeSave is a fintech venture studio and loyalty marketing firm with a multi-vendor eCommerce marketplace and technology platform designed to support local commerce, communities, and charities by sharing its profits with participants in each individual purchase transaction like the VISA/MC model (i.e., the member, the member enroller, the merchant acquirer, etc.). • WeSave offers Preferred stock ownership and pro-rata dividends as a first-of-its-kind equity as a reward for its Premier Members. • WeSave provides a standalone weConnect™ package that links retail mom 'n' pop merchants to the internet to help facilitate internet marketing and sales and fast split-pay settlement for better cashflow.
Management Team
Richard G. Stewart, Jr. – Chief Vision Officer, Founder, Chairman Brad Hanson – CEO and Director (former CEO of MetaBank) RJ Stewart – Chief Operations Officer Kevin Rishell – Senior Contracts Manager, Treasurer, Director

Strategic Partners & Traction
• MetaBank (now "Pathward") - $6B leader in pre-paid and debit card issuance. Sponsor bank for WeSave with an exclusive license for loyalty for its Tax Division and its registered financial card program with a commitment to support WeSave to market its loyalty program to millions of Pathward's current customers through its Program Managers. • Fiserv/Card Connect – the largest transaction processor in the world with 1.4B global accounts on file. • Priority Technology Holdings, Inc. – Gateway processor providing BaaS software & split-payment solutions for faster merchant settlement. • International Clearinghouse, Inc. ("ICH") - Funded by MetaBank (now "Pathward"), provides loyalty tracking of WeSave's members purchase transactions, and is owned 20% by WeSave. • Rialto Markets, LLC – Licensed broker/dealer for CF and A+ offerings. • KoreConX -Transfer Agent w/a high-tech, all-in-one stock management platform. • Nuvei US, LLC – Investor and membership payment processor with for $80M CF and A+ offerings.
Problem/Opportunity
• Small business failures • Ability for local businesses to compete with eCommerce giants like Amazon and Walmart • Average Americans struggling to make ends meet, let alone save or invest money in this inflationary economy
Solution/Product
• Empower Local Businesses: To help home-based businesses and local mom 'n' pop merchants that are struggling to keep their retail storefronts open, establish an online presence so they can expand their advertising and create more revenues by reaching a larger audience for their products and services. In addition, they'll get Preferred stock ownership that gives them upside potential as the company grows. • Support Shoppers: With the purchasing power of the dollar shrinking, we help the average person who is struggling to make ends meet have a way to simultaneously save and invest some of their money while shopping online for their everyday needs. We give our Premier Members Preferred stock ownership that also gives them upside potential as the company grows. • Secure Shareholder Returns: To provide shareholders with a healthy ROI from our core business while protecting our company and investors with a diversified portfolio of assets, strategic relationships, and investments. Our aim is to ensure resilience in the face of any economic situation, be it inflation, deflation, recession, or even a depression so that during the next 5 years we will become a publicly traded company and a major player in the eCommerce industry.
Unique Business Model
• Primarily mirrors the Visa/Mastercard bank model that has operated successfully for over 50 years. Like the MC/Visa model, WeSave engages independent sales organizations called Loyalty Program Operators to oversee its merchant and member enrollment efforts. • With weConnect™, WeSave allows its merchant acquirers to earn 2-3 times more in commissions than what normal ISO/MSPs make providing their retail merchant services. • WeSave's Refer-a-Friend program allows any member to refer other members and make 1% residual commission on whatever that referred member buys in the WeSave marketplace. Again, this commission is 2-3 times more than what card issuers make in the VISA/MC model. • WeSave's Preferred stock Dividend Allocation Pool is part of a unique rewards system that provides Preferred shareholders with rights to a pro-rata share of dividends from a percentage of company-wide revenues.
Competitive Advantage
• Ownership & pro-rata revenue sharing - equity as a reward model • Technology platform & proprietary Business/Financial Model • Experienced loyalty and fintech management team • World class strategic partnerships w/cross marketing commitments • SEC qualified investment structures in place (Reg D, CF, A+)

COMPANY OVERVIEW

WeSave, Inc. was established in the fall of 2021 by Source Clearinghouse, Inc., as disruptive fintech-focused venture studio and weCommerce™ brand with a simple, yet evolutionary partnership-based business plan to support a coalition of small businesses and consumers who are struggling during these post-pandemic inflationary times. WeSave offers a unique economic system and rewards plan that is integrated with a centralized weCommerce™ platform that empowers everyday Americans when they buy and sell online.

OUR VISION

A sustainable partnership-based business model and economic plan that facilitates socially responsible capitalism by sharing corporate ownership and revenues with participants to help close the wealth inequality gap and ultimately, to strengthen the global economy.

OUR MISSION

To offer merchants weCommerce™ solutions through WeSave's multi-vendor marketplace in order to help increase their sales volume by offering its members an unprecedented rewards program that includes ownership, equity rights and revenue sharing rewards.

OUR MODEL

WeSave offers a new and powerful economic system and business plan that is tied to an weCommerce™ platform…an Amazon alternative marketplace that empowers people with ownership and rewards that are unprecedented.

The Winning Business Model

The WeSave business model is relatively simple and primarily mirrors the Visa/Mastercard bank model that has operated successfully for over 50 years.

In their model, some banks sponsor and set up businesses with their merchant services ("merchant acquirers") while other banks issue credit/debit cards ("card issuers") to individuals, and some may do both. Basically, that is the foundation of the merchant services and bankcard industry model today.

Merchant Acquirers

Whoever sets up the merchant to process purchase transactions on the MC/Visa "rails" receives a small percentage of the transactions that are settled through the sponsor bank from that merchant. Today, that percentage varies, but normally a merchant pays about 3% and of that less than 1% (usually 30 "basis points") is paid to the merchant acquirer. (1%=100 basis points in the financial services industry)

Card Issuers

While on the other side of the transaction, the card issuer, generally a bank (like Pathward) working with a contracted "Program Manager" (Pathward works with dozens) that issue co-branded cards to various affinity groups so that they can make a small percentage (again, about 30 basis points) from the same 3% the merchant pays Visa and Mastercard when a cardholder makes a purchase at their location.

Cardholders

Additionally, when the consumer uses their credit card, the issuer (like Chase Bank) typically has enough profit from the fees they charge to set aside a percentage to give back to the cardholder in some form of reward (i.e., cashback, redeemable points, or miles) in an effort to increase customer loyalty and use of their card.

Mirrored Model

Acquirers. With WeSave, whoever sets up the merchant in the WeSave network is the merchant acquirer and is paid a whopping 1% of the total sales made by that merchant in the WeSave marketplace. The 1% residual commission WeSave pays its merchant acquirers is a new weCommerce™-based revenue stream that pays 2-3 times more and is on top of what they are currently making from the merchant services they already have set up with the merchant's retail location.

Issuers. At the same time, whoever refers a new customer to WeSave is like a card issuer in the MC/Visa model. The referrer is paid a percentage of the purchases the new customer makes at any WeSave merchant. The difference is that WeSave pays 1% to the referrer which is 2-3 times more than the bank and the issuer normally make as a result of issuing a Visa or Mastercard to their customers.

Cardholders. Regardless of what payment card is used, whether credit or debit, members that shop at WeSave merchants receive a Cashback Reward as a loyalty incentive. WeSave takes a percentage of its profits and gives 2% cashback and other rewards on member purchases regardless of and on top of any other rewards they get from the credit card issuers. Therefore, a shopper who uses their Chase card not only earns their 2% cashback from Chase, but they earn an additional 2% cashback from WeSave. WeSave also pays on debit card purchases, which is unprecedented in the debit industry. This provides a new financial opportunity for banks that issue debit cards because it provides "stickiness" (loyalty) with their customers because of the 2% cashback reward, and it provides 1% residual revenue back to the bank on every transaction which is 2-3 times more and in addition to what they normally earn on debit transactions.

Summary

Any purchase made in the WeSave marketplace operates the same way the merchant services and bankcard industry operate under the MC/Visa model: (i) the customer/member earns up to 2% cashback as a reward; (ii) the person or entity that referred the customer (the issuer) makes 1% on their referred customer's purchases; and (iii) the person or organization that set up the merchant (the acquirer) makes 1% on any sales that merchant makes in the WeSave marketplace.

The MC/Visa banking model has successfully withstood the test of time. The difference with WeSave's model is that it pays 2-3 times more out to everyone involved in the transaction, and it is a separate added-value opportunity that doesn't interfere with the merchant's current MC/Visa merchant services. Everyone wins.

OUR PATH

WeSave is building an integrative mesh of products and Software as a Service (SaaS) solutions through its technology platform that drives digital economic transformation for consumers, businesses and community partners. WeSave supports them in gaining more control of their economic prosperity with fractional ownership and revenue sharing within the WeSave ecosystem.

In general terms, "digital economic transformation" is the integration of digital technology into all areas of a business resulting in fundamental changes to how businesses operate and how they deliver value to customers.

According to an article by the Executive Director of J.P. Morgan Merchant Services in October of 2020, "Cloud technology has democratized digital e-commerce solutions that were previously available only to large enterprises. With the right suite of tools — enabled by APIs and a scalable cloud infrastructure — businesses of all sizes can conduct sales seamlessly and in a more far-reaching and impactful way… using digital technology to grow business and provide cutting-edge service."

The foundation of WeSave's digital economic transformation and integration of weCommerce™ begins with "we". We, as individuals, who purchase products that sustain and enhance our lives and we, as business owners, who may be struggling in this economy and looking for solutions to add value and profits to our product offerings. In both cases, whether as a consumer or a seller, WeSave offers a partnership opportunity with its business and financial models whereby an individual can solve his or her present time needs and at the same time save for their future by owning a pro-rata share of certain economic rights (dividends) associated with WeSave's Preferred stock and company-wide revenues set aside in WeSave's Preferred Dividend Allocation account.

In this partnership-based business model, everyone can participate in the success and profits of WeSave in the future rather than just spend their money and get their products now. With WeSave, they get their products now and they get to participate in the evolution and growth of the Company from the commerce they all create together. It is a revolutionary business model using the latest digital transformational tools and technology to support the men and women that drive local commerce.

Small businesses are and will be the lifeblood of a healthy economy. As these businesses seek to expand sales channels, mitigate supply chain issues, and inventory risks, and find new ways to engage customers post pandemic, interest by consumers in enterprise shopping platforms has grown significantly. Into that growing market space, WeSave provides:

- weCommerce™ solutions
- Bankcard service solutions
- Merchant services solutions
- Clearinghouse and loyalty solutions
- Shipping, and inventory management solutions

OUR OFFER

WeSave is combining these services into a common, shared technology platform and ecosystem. WeSave offers a full stack of digital commerce solutions that will integrate with other third-party digital commerce platforms for ease of onboarding merchants, allowing businesses to sell and promote their products direct to customers in an online marketplace they co-own and share revenues with.

What makes WeSave different is its cooperative, shared ownership, and socially responsible partnership business model. WeSave is building a coalition of localized merchants and a movement of conscious consumers who share and support WeSave's core values of compassion, cooperation, co-ownership, and community contribution.

WeSave is specifically designed for businesses to cooperate with each other, share customers and enjoy co-ownership and revenue sharing with its participants. WeSave shares its income from purchase transactions to all applicable participants in the transaction using a proprietary Revenue Distribution Engine (RDE) that also automatically gives back a small percentage of every transaction to help support local community and charitable needs.

www.wesave.com is the front-end subscription-based member registration and shopping site for our members and merchants. WeSave caters to businesses that need to integrate their products and services with a vendor-friendly online shopping mall.

WeSave offers the technology platform for sellers to showcase products and to provides inventory control tools to manage the products. The platform offers EZ connectivity tools to cross market with other platforms where a seller might also advertise their products. WeSave's enterprise-level weCommerce™ solutions simplify merchant onboarding, product mapping, and sales monitoring. WeSave also provides detailed reporting and admin capabilities to manage the seller's product listings, pricing, promotions, customers, orders, and sales accounting.

During its launch phase, WeSave is allowing its founding Premier subscription members, whether consumers or merchants, to become a fractional owners of equity participation rights in the Company and share in the profits of the entire company through their pro-rata participation in WeSave's Preferred Stock Dividend Allocation account.

The Company is offering up to 500,000 shares of Series P Preferred Shares (the "Preferred Shares") under a separate Reg A offering. Each Preferred Share represents 4.39 shares of common stock and grants the holders the right to receive (1) a preferred dividend ("Preferred Dividend") in an amount equal to its pro-rata share of three percent (3.0%) of the gross revenues collected by the Company from merchants ("Coalition Marketing Fees" or "CMFs") and (2) any dividends declared with respect to the common stock, on an as converted basis. CMFs represent 10% of the retail price of any product sold through the WeSave Platform and do not include any other items of Company income. The Preferred Shares are convertible into a pro-rata number of shares of the Company's common stock equal to three percent (3%) of the total issued and outstanding shares of common stock upon a change of control, which includes the sale of the Company, substantially all of its assets, a public offering or other liquidation. The Preferred Dividend Allocation account shall not include any proceeds from any other Company revenues. Therefore, when early adopters in the first offering purchase a Premier Membership, they will receive one (1) share of Preferred Stock and own a pro-rata share of the Preferred Dividend Allocation account. These participants will have the greatest opportunity to build future value for themselves as the Company grows.

WeSave charges a nominal set up and, in some cases, a monthly maintenance fee, for its merchant partners. And it provides a secure, credentialed access-only back-office dashboard for both members and merchants where they can review their profiles, sales transactions and rewards, referral commissions and other information.

CURRENT AND FUTURE FEATURES

- Responsive Design: WeSave offers consistent user experience across multiple devices to improve conversions and reduce bounce rate.
- Safe and Secure: WeSave is built on a robust framework and employs safeguards for storing data and confidential information including security features such as PCI compliant payment gateways that process purchase transactions.
- Search and Filter: This feature allows customers to search quickly, categorize, and filter content. Customers can browse for products by brands, categories, keywords. They can filter and sort products by price, name, size, color, vendor distance, rating, etc.
- Marketing and Promotion:
    - Automated Sales and Email Marketing: WeSave can send out content vendor specific targeted campaigns to subscribers automatically.

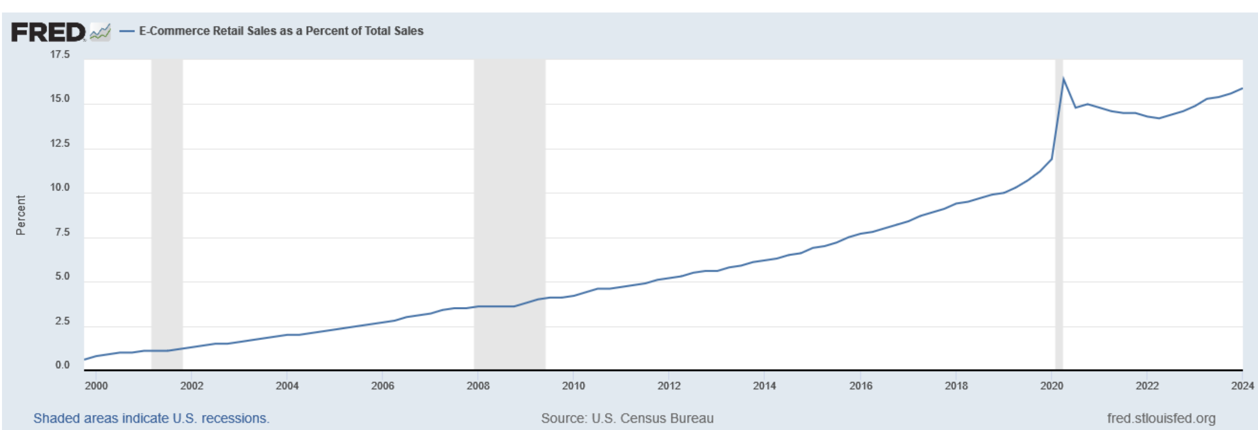
  - Promotional Banners and Carousels: To provide additional customer reach, WeSave enables vendors to display the best deals, and discounts through promotional banners for a modest advertising fee.
  - Social Media Sharing: WeSave allows members to share on Facebook, Instagram, and other social media channels.
- Admin Dashboard: WeSave retains detailed (privacy compliant) information about buyers and sellers. WeSave manages the entire online ecosystem of its' users, including customers, suppliers, and affiliates from a permissions-based Admin Dashboard. Here, WeSave can configure various aspects of the mall, check sales statistics, view recent orders, view product changes, and customize settings for customers, vendors, and affiliates including payment and shipping methods, taxes, and fees. The dashboard also provides information from the database, such as the number of active products and registered customers.
  - Multi-Vendor Order Management: Streamlined order management allows WeSave to view sales reports, manage orders and shipments, and manage and configure delivery solutions, across all its' sellers. In the WeSave mall, customers can buy goods from several vendors in one order. A WeSave administrator can see both requests, however, the vendor can view only their part of the order and is responsible for its completion. Payments are split automatically by the platform to ensure that the correct amounts are distributed to each stakeholder.
  - Order Notifications: Auto-generated email notifications are sent to vendors when a new order is received and to customers when an order status has changed.
  - Accounting: WeSave tracks every penny that goes through the system (including individual vendor sales, taxes, etc.) and displayed through its back-office dashboards via various accounting reports.
  - Adaptive Commissions: Enables WeSave to customize commissions on transactions manually or automatically based on rules or conditions. WeSave controls commissions and can attract more vendors by offering lower commission rates in low margin, high-volume categories and subsequently generate more margin on higher ticket items.
  - Configurable Vendor Plans: WeSave can create subscription plans for vendors with different conditions and limitations. WeSave can also pre-set Coalition Marketing Fees for each program, so vendors can simply choose what suits them best.
- Member Dashboard: Consumer accounts include the ability to update personal details, view order history, manage cashback rewards, and view Refer-a-Friend commission balances as applicable.
- Vendor Dashboard: Each seller on the platform has a separate dashboard, where they can update their business details, manage orders and product listings, import or export products, select payment methods, set shipping methods, view sales and billing reports, and communicate with customers.
  - Add New Products: Vendors can easily add new products in a few clicks and update product variations like size or color or use the WeSave EZ-connectors to import products from existing digital sales channels.
  - Order Management: Allows vendors to view, process, and update statuses of orders received; view detailed sales reports and manage order fulfillment.
  - Track Inventory: Robust inventory tracking tools and notifications ensure that vendors don't run out of stock. This feature allows sellers to create low limit alerts, automatically restock inventory, hide out of stock products, etc.
  - Multi-Level Admin Access: For vendors with multiple store managers, this feature allows the vendor administrator to assign specific permissions to managers to access certain aspects of their store.

- Customer Communication: The Message Center allows vendors to easily communicate with their customers. Sellers can view received messages and can reply to it on the spot. Vendors can also communicate directly with WeSave admin for assistance or questions.
- Customizable Mini-Store: Vendors receive a separate mini store inside the WeSave mall, with their own unique page with their URL (subdomain). Their mini store is fully customizable so the seller can add information about their business, logo, products, and product filters for customers to search vendor items. Vendors can also create additional vendor pages, forms, and links.
- Vendor Promotions: Vendors have the opportunity to boost sales by creating their own product and basket promotions, including free shipping, discounts, free products, and coupon codes.
- Affiliate Links: Vendors can access and copy their unique links to share with their customers encouraging them to join WeSave. Customer enrollments are tracked and credited back to the vendor.
- Vendor Plans & Add-Ons: Vendors may upgrade or downgrade their vendor plan at any time or shop from our selection of vendor add-ons to enhance their selling experience.

MARKET TRENDS

Digital commerce business models are evolving toward more-complex offerings beyond just selling simple, physical products. This trend is especially prevalent for eCommerce platforms, which tend to include an ecosystem of sellers that offer products in many categories. Enterprise marketplaces help businesses increase sales, mitigate inventory-related risks, and reach new audiences. Gartner® inquiries on enterprise marketplaces increased almost 100% between 2019 and 2020. Spurred by the COVID-19 pandemic restrictions, this increase was driven primarily by higher investments in digital commerce, formation of new business models, and the desire to mitigate supply chain and inventory risks through increased options of suppliers and sales channels to reach new audiences. This trend continued in 2021, as inquiries grew another 9% relative to 2020. Gartner® sees an increase in both end-user interest in and vendor offerings that support these types of marketplaces. The bottom line is that:

- Up until December 2019, the figures showed that eCommerce was only 11% of all Commerce.
- During the COVID shutdown, eCommerce jumped to an all-time high- 16.4% of Commerce.
- Today, eCommerce is around 14% -19% (depending on the study) and climbing.
- WeSave's technology is targeted for the other 80-85% of Commerce.



OUR FOCUS

WeSave's goal is to accelerate the social benefits and profitability of its merchant partners, affiliates, affinity groups and Loyalty Program Operators or "LPOs" (they are super-affiliates described in more detail below) who join WeSave.

WeSave's job is to manage and support the technology platform and the business development (enrollment) associated with its coalition of participants (members, merchants, third-party providers, LPO's, etc.). WeSave has backend technology partners that support its business model such as its sponsor bank, MetaBank Payment Systems® (now, "Pathward") and the International Clearinghouse.

On the business development side of onboarding merchants and consumers, WeSave also has some powerful partners like Fiserv and Pathward.

OUR CORE VALUES

WeSave's mission is to support personal, business and community responsibility, prosperity, and freedom through our core values of:

- Compassion: Compassion literally means "to suffer together." WeSave is directly addressing the suffering small businesses and consumers are going through by empowering them with digital transformational tools and technology. Although charitable contributions are a part of our financial model, WeSave focuses on personal empowerment. WeSave provides a platform and tools to support financial independence, personal responsibility and corporate transparency and accountability. WeSave encourages its members to work together, to have compassion, love and support for each other, their communities, their businesses, the nation, and ultimately, the world.

- Cooperation: WeSave prides itself on its reciprocal, coopetition business model that enhances local commerce by encouraging its sellers to work together. By cooperating with each other, like the concept of a shopping mall, businesses can expand their market reach to consumers and collectively unite against the "giants" that dominate the eCommerce world. WeSave encourages its members to buy online from local merchants and then pick up their purchases at the merchants' retail store location. Or, as insurance against future lockdowns, its merchants can become a micro-warehouse and become part of WeSave's micro-fulfillment network with other merchants creating local delivery jobs with same-day delivery. WeSave's job is to bring together small businesses and empower them to create economic bridges with their fellow entrepreneurs instead of walls. Cooperation allows everyone who participates to win in the end.

    - "Coopetition" and "reciprocation" means a cooperative competition between similar businesses that reciprocate their products or services in some fashion. The WeSave business model establishes a reciprocal, unifying set of business rules that may seem counterintuitive, but actually have historic precedence that prove that when competing businesses work together, using some form of a transactional clearinghouse, values rise, the participants thrive, markets expand, and industries are born. In fact, coopetition/reciprocation is a time-tested, successful business model as exemplified by:

        - The Automated Clearing House ("ACH") that reconciles transactions from competing banks every day and helped transform local banking into the global banking industry it is today

    - VISA/MasterCard that became the leaders in credit card processing by making obsolete many store-based revolving credit cards (that only worked in that one store or that one chain) and united them by establishing common business rules and a communication system (the "rails") that competing merchants agreed to use
    - The Multiple Listing Service ("MLS") technology that now provides a hub where individual realtors can post their local properties and expand their market reach. This technology tool helped establish the connectivity to a large database of available properties that allowed for a global real estate industry
    - The concept of vacation "timeshare" memberships grew out of competing resorts agreeing to work together to reciprocate use of their properties and by doing so, they redefined the reach, value, and scope of the resort industry which benefited both the buyers who now had more than one option of where they could vacation and the sellers who could offer a portfolio of properties.

- Partnership-based business model: WeSave has a culture that values the power of sharing ownership and revenues. WeSave offers this valuable opportunity to Premier subscribers by fractionalizing a pro-rata percentage of economic participation rights associated with common stock equity and Preferred stock dividends from the CMF revenues it collects from WeSave merchants.
  - The fractionalization of large and small assets of every kind is a growing trend. It refers to the subdivision of assets into smaller, fractional units of ownership that can be owned, traded, or sold by many people or business entities. For years, the fractional ownership and shared use of large assets like planes and yachts has proven its consumer popularity. But now, anything can be fractionalized into ownership units. Fractional ownership means more people have "skin in the game". It incentivizes cooperation between all the owners for the common good of increasing the value of the particular asset they own a small piece of. With WeSave, premier members and merchants who buy and sell in the WeSave mall can own a piece of that mall. Everyone is going to want that mall to thrive so they will encourage and refer other people and businesses to participate so that the value of their shared asset grows. WeSave envisions this in a community ecosystem where everyone's everyday purchase transactions benefit the community… where a portion of the profits from commerce helps to increase the value of the community by supporting local commerce and humanitarian causes.
- Contribution: WeSave promotes personal and corporate social responsibility and prosperity to support local communities by distributing over 50% of the income it collects back to participants in the WeSave ecosystem. This fractional revenue sharing incentivizes adoption and creates loyalty (consumer "stickiness"). Plus, a portion of every purchase is automatically set aside for donation to various community and charitable organizations which also appeals to a growing number of conscious consumers. WeSave is an advocate for a cause-centric business culture. This model is a paradigm shift in the way businesses and merchants see their role in a capitalistic economy. There is a growing trend of businesses to not just look at profitability for shareholders, but to contribute back to society, back to their communities, back to the planet. Consumers are driving this shift. There is an awakening happening… young people especially are demanding transparency, authenticity, social responsibility, and accountability. The "me" generation is maturing into the "we" generation.

OUR MANTRA

- We Save - Members are empowered to save money through shopping discounts and receive up to 2% cashback rewards on their personal purchases. In addition, through WeSave's "Refer-a-Friend" program, they are empowered to make residual income from purchases made by friends and family when their referrals become members and shop.
- We Own – As Premier Members, our customers and merchants have the opportunity to own a fractional, pro-rata interest in the Company's Preferred Dividend Allocation account and funded by a percentage of the Company's CMF revenues collected on all qualified purchases.
- We Share – Tied to its core value of contribution, WeSave facilitates a culture of sharing and caring by rewarding our community ecosystem by giving back a majority of the revenues it makes to everyone driving the commerce (e.g., referrers, shoppers, super-affiliates, and charities).

SUMMARY

"We" is one of the most powerful words in the universe and part of our name and brand for a reason. Together, we can change the way consumers and businesses support their community. Together, we can lessen the income equality gap and rebuild the middle-class. And together, we, using the power of our collective wallets, can choose to only support socially responsible businesses that benefit humanity in some way and not just their own shareholders.

By combining coopetition, reciprocation, fractional ownership, and revenue sharing with a unifying technology platform under a compassionate partnership business model, WeSave is expanding the market opportunity for its participants and creating a new economic path to empower individuals and businesses to have greater control of their economic futures.

In the following pages of this memorandum, we will take a deeper dive into how these differentiators bring added value and effectiveness to WeSave's marketing plan and rollout.

BUSINESS MODEL

INTRODUCTION

WeSave has a revolutionary partnership-based economic plan with the potential of starting a consumer movement to take back control of their future and economic security. In order to understand the digital solutions WeSave offers, this document will start with a brief look at the current state of affairs ~~I~~in the economy related to small businesses and how it is impacting consumers.

WHERE ARE WE?

Many sectors of the economy have suffered a downward trend in profitability in the last two years. This trend is especially evident when viewing the plight of small businesses in America. COVID-19 generated shutdowns crippled small businesses across this country to the point to where, according to a Yelp report, 60% that were forced to close their doors, will never reopen again.[1]

In an article by The Pendleton Capital Group, titled, "The Death of Small Business", they asked a compelling question, "*What is the tipping point where our business climate has completely shifted from a diversified, fragmented small business economy to a large entity monolithic business climate?*" It went on to say, "*The effect of this will be seismic" and then added this quote: "When small and medium-sized businesses are dying faster than they're being born, so is free enterprise*," writes Jim Clifton, Chairman and CEO of Gallup. "*And when free enterprise dies, America dies with it.*"

Small businesses are the lifeblood of any local, and by extension, national economic health. The destruction of small businesses and communities will take years, if ever to recover under current economic models. As such, a major goal and part of this business model surrounds WeSave's "Merchants Initiative" (described in further detail below) which is designed around bringing people together in a community and empowering them to help support small businesses.

IMPACT ON CONSUMERS

Consumers are having to manage their purchases in an economic landscape where inflation is at a 40-year high right now. The Federal Reserve is announcing additional interest rate hikes in the near future. The USD is on a downward trajectory that in simple terms means a consumer dollar buys less and less real goods and services. The average consumer in America does not understand the domestic ramifications of what is happening in the international financial markets and are unprepared for the future.

Most people just see the price of gas going up and the price of food going up and are trying to stretch their dollars to meet their everyday needs. It's called, "survival" and unfortunately, it will probably get worse before it gets better.

Consumers typically have a budget of money to spend on products, so they are constantly making decisions over quality and price related to purchases and budgets. Unfortunately, research shows that between 57-69% of people, depending on the survey, have less than

[1] https://fee.org/articles/yelp-60-of-business-closed-during-pandemic-are-permanent/

$1000 in their savings account. That is just a few weeks' worth of survival money. If or rather when, there is an emergency, or some kind of unexpected expense, then what?

The powerful and collective "we" reflected in the WeSave brand is about we as individuals and we as a nation being empowered to take back control of our own lives. People must come together and use their collective buying power to create an economic pathway to personal success and community prosperity. By banding together, consumers can accomplish this one merchant and one purchase at a time.

OUR TARGET MARKET

WeSave is introducing an alternative partnership economic model to help people and businesses control their economic future and security rather than being at the effect of powerful transnational corporations and governments manipulating markets and currencies.

Most businesses conducting commerce today see their competitors as the enemy they need to destroy in order to survive. They need to compete directly or indirectly using price, product differentiation or service superiority. This "us against them", "dog eat dog" small-pie scarcity mentality has been programed into the national business psyche to believe.

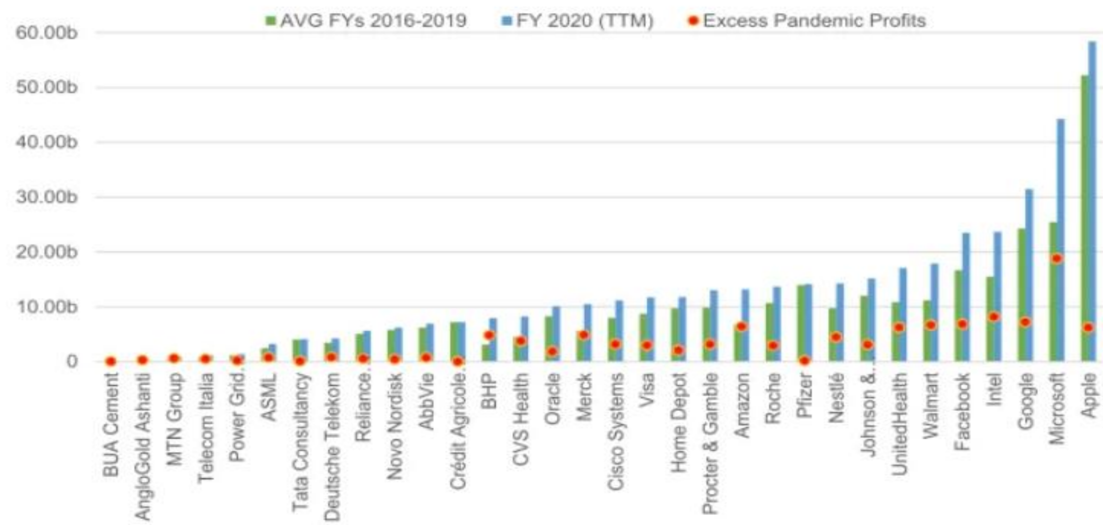
Into this ever evolving and unstable socio-economic marketplace, WeSave's target markets are online consumers and local merchants. WeSave's business model supports both sides of the commerce equation—the buyers and sellers who are struggling to optimize commerce with a shrinking dollar in a marketplace dominated by monopolistic companies who offer mainly foreign-made products with unfair price advantages.

As a global community, this eCommerce trend and competition for commerce will continue into the foreseeable future. For example, according to Marketplace Pulse data, "More than 60 percent of new sellers on Amazon's U.S. website in January 2021 were from China, compared to less than 40 percent in January 2020." Therefore, WeSave is targeting and encouraging local businesses to work together in a reciprocal coalition that strengthens their collective impact in the marketplace by offering them valuable services and solutions which help enable them to stay competitive and profitable.

Almost daily there are stories in the news related to banking fraud, and the manipulation and greed of big business. For example, while small businesses suffered under the pandemic restrictions, many big businesses made record-high profits. Oxfam, a global organization that fights inequality to end poverty and injustice, published a report, entitled Power, Profits and the Pandemic, stating that 32 of some of the world's largest companies saw profits jump by $109bn (£84.1bn) in 2020, while globally half a billion people are expected to be pushed into poverty by the economic fallout of the pandemic[2].

[2] https://www.yahoo.com/news/the-32-firms-making-109bn-during-the-pandemic-as-half-a-billion-lose-jobs-230100417.html

Figure 4: The Pantheon of Profit-Makers: Pre-pandemic vs. pandemic profits of most profitable corporations globally (Average FY2016–19, FY2020 - Trailing Twelve Months)



Source: Oxfam analysis based on company earnings statements; Capital IQ

There is a growing awareness and backlash by consumers against big business and big data companies who claim ownership to consumer information and use it for their own advantage and profits. Consumer data privacy and ownership is currently being argued in numerous courts.[3] For this and other reasons, WeSave is targeting these disgruntled and conscious consumers who want to become part of a new economic model that cares for people, respects their privacy, that is socially responsible, transparent, and accountable. Consumers hold the power to drive change and to redirect their purchasing power to conscientious corporations and small businesses that want to be a part of an economic revolution.

"Made in China" used to mean a cheaply made merchandise at the bottom of the quality scale. Now, Chinese products have proliferated the world and even American mega companies like Amazon and Walmart sell them here in the US by the container loads. The reality is that even some small mom 'n' pop businesses source Chinese made products just to try to stay price competitive and survive big box and big tech dominance. In today's marketplace, with China's cheap labor pool, it is increasingly difficult to buy and sell competitively priced American made products, but eventually, that is what WeSave intends to specialize selling in its mall.

In the meantime, a WeSave membership offers subscribers a much greater value than just buying an inexpensive product. WeSave facilitates the future financial stability of its consumers and small businesses with a business model that gives back ownership and profit sharing to them regardless of where sellers get their products. WeSave offers an opportunity and a shopping platform for small mom 'n' pop merchants to come together in a coalition to survive and thrive into the future by becoming co-owners of WeSave and share in the Company's over-all revenues and profits. WeSave's program helps merchants sell their products now to have a better life, and at the same time, own a piece of the future growth and success of WeSave.

[3] https://www.informationweek.com/big-data/litigation-vs-google-may-cause-ripples-in-data-collection

OUR BUSINESS MODEL

WeSave is offering an weCommerce™, partnership-based business model that is evolutionary because it utilizes and enhances successful business models that have withstood the test of time. It is also revolutionary because it incorporates new digital tools and technology solutions with features, benefits and rewards that have never been put together or applied to a business model the way WeSave is offering.

Whether someone is a consumer or a business owner, WeSave's business model must appeal at an individual level. From an economics viewpoint, it needs to address people's needs across the income spectrum—from the single mom trying to survive to the entrepreneur wanting to thrive.

The bottom line is that everyone wants to take care of their present time needs and prepare for their futures, whether for an unexpected emergency or with a retirement plan. To WeSave's knowledge, there is no other shared commerce business model that addresses both present and future needs simultaneously the way WeSave does.

WESAVE MIRRORS MC/VISA MODEL

The WeSave business model is relatively simple and primarily mirrors the Visa/Mastercard bank model that has operated successfully for over 50 years.

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Mirrored Model

Acquirers. With WeSave, whoever sets up the merchant in the WeSave network is the merchant acquirer and is paid a whopping 1% of the total sales made by that merchant in the WeSave marketplace. The 1% residual commission WeSave pays its merchant acquirers is a new weCommerce™-based revenue stream that pays 2-3 times more and is on top of what they are currently making from the merchant services they already have set up with the merchant's retail location.

Issuers. At the same time, whoever refers a new customer to WeSave is like a card issuer in the MC/Visa model. The referrer is matched and tracked through WeSave's exclusive loyalty processing agreement with the International Clearinghouse and paid a percentage of the purchases the new customer makes at any WeSave merchant. The difference is that WeSave pays 1% to the referrer which is 2-3 times more than the bank and the issuer normally make as a result of issuing a Visa or Mastercard to their customers.

Cardholders. Regardless of what payment card is used, whether credit or debit, members that shop at WeSave merchants receive a 2% Cashback Reward as a loyalty incentive on top of any other rewards they get from the credit card issuers. Therefore, a shopper who uses their Chase credit card not only earns their 2% cashback from Chase, but they earn an additional 2% Cashback from WeSave. WeSave also pays on debit card purchases, which is rare in the debit industry.

This reward provides a new financial opportunity for banks that issue debit cards because it provides "stickiness" (loyalty) with their existing customers when they enroll them in WeSave because of the 2% Cashback Reward. And in addition to greater customer loyalty, whoever referred the customer/cardholder (in this case a bank) to WeSave will be eligible to receive 1% residual revenue on every qualified purchase transaction made at any WeSave merchant which is 2-3 times more and in addition to what they normally earn on payment card transaction fees.

WeSave's weConnect™ Package

The merchants WeSave partners with are either strictly online businesses, or they can have a retail storefront and connect to the WeSave weCommerce™ platform with its "weConnect™" package.

weConnect™ is a stand-alone, value-adding, product and service package that connects retail mom 'n' pop merchants with weCommerce™ so they can stay competitive, reach more customers, and make more sales.

weConnect™ provides new income stream opportunities that both merchants and merchant service providers will want to take advantage of because it does not interfere with the merchant's existing merchant service provider, their retail business, or any other rewards program.

Summary

Any purchase made in the WeSave marketplace operates the same way the merchant services and bankcard industry operate under the MC/Visa model: (i) the customer/member earns up to 2% cashback as a reward; (ii) the person or entity that referred the customer (the issuer) makes 1% on their referred customer's purchases; and (iii) the person or organization that set up the merchant (the acquirer) makes 1% on any sales that merchant makes in the WeSave marketplace.

The MC/Visa banking model has successfully withstood the test of time. Before they owned the payment rail market, they paid their salespeople an amount similar to WeSave's current financial model. Now MC/Visa payout is about a third of what they used to pay.

Today, WeSave's model pays 2-3 times more than salespeople in the merchant service industry are making on transactions, and it is a separate added-value opportunity and rewards program. Because WeSave offers a unique and exclusive weCommerce™ rewards program that tracks and processes purchase transactions through the International Clearinghouse, it enhances merchant services and doesn't interfere with the merchant's current MC/Visa merchant services. Everyone wins.

Other Adoption Drivers

WeSave offers a whole new income and rewards model for the existing merchant services and bankcard industries. It lies on top of any other rewards program that are currently being offered by the issuers, and it gives acquirers the tools they need to connect their existing retail merchants with online commerce as well as enjoy a whole different revenue stream opportunity. .

Consumer Empowerment Summary

WeSave Members value proposition:

1. They get the convenience of shopping online with thousands of merchants and hundreds of thousands of products at discount prices.
2. They get a 2% Cashback Reward when they make a purchase…this is separate and in addition to any other rewards they might be eligible for when using Apple Pay or their credit card.
3. When they refer their friends and family, they make 1% residual income on those member's purchases.
4. As a Premier Member, they can own Preferred stock and a pro-rata share in a company-wide Preferred Dividend Allocation account. They're saving for their future when they do their everyday shopping. They literally become fractional owners of the weCommerce™ platform where they shop and whenever anyone else shops they benefit too!
5. In the end, the consumer get a chance to make profits and earn equity rights with the money they normally spend on their everyday shopping needs.

Merchant Empowerment Summary

WeSave merchants are part of a coalition of mom 'n' pop businesses that want to compete in an eCommerce world. It is easy to get involved. First, WeSave sets them up with a new merchant account to make online sales and charges them a one-time weConnect™ setup fee of $500. At the same time, WeSave gives back to each merchant $500 worth of value in ownership of WeSave stock equity and revenue sharing rights along with a free Premier Membership for a year that allows them an opportunity to make additional referral income.

Second, as a merchant in the coalition, WeSave only asks them to share 10% of their profit margin when a sale is made. This fee is a small price to pay for new customer sales. It is a marketing and platform use fee called a Coalition Marketing Fee (CMF). CMFs are the driving force in WeSave's financial model. Therefore, by agreeing to a 10% CMF and paying a one-time setup fee, our weConnect™ merchants:

1. Get a custom branded micro-store inside the WeSave marketplace to advertise their products and services to our growing member base for a fraction of the cost it would normally take them to set up an online store with the same features and services, whether with another platform or on their own.
2. Can leverage off a multi-million-dollar weCommerce™ platform that provides Software as a Service (SaaS) solutions ranging from sales tax collection/submission services to inventory management and shipping solutions and much more.

3. Increase their customer reach and they only pay a small Coalition Marketing Fee when someone actually buys a product from them within WeSave's network.
4. Once they are registered and approved, WeSave gives each merchant $500 worth of value right back to them in the form of Common and Preferred stock ownership and revenue sharing rights in the Preferred Dividend Allocation account, and a Premier Membership for a year that allows them to receive member benefits like cashback on their personal purchases as well an opportunity to make additional referral income whenever their referred customers shop at other merchants in the WeSave marketplace. This referral revenue can be a whole new income stream merchants have never had before with their customers.
5. Get their money from transactions within 3-days, not in months like other marketplace affiliate programs.
6. Have a hedge against inflation and possible shutdowns. When the economy inevitably gets worse or there is another pandemic shut down, WeSave weConnect™ merchants will have the ability to function out of their home if they have to, to survive.

Sales & Marketing Empowerment

On both sides of the equation (issuer and acquirer), banks along with MC/Visa tend to use third party marketing organizations to sell their services. On the acquiring side, they use "Independent Sales Organizations" (ISOs) and "Merchant Service Providers" (MSPs). On the issuing side, banks authorize "Program Managers" to sell their bankcard services.

Again, through WeSave's exclusive loyalty processing agreement with the International Clearinghouse, every member and their transactions are linked to and eventually tracked back to an LPO. Since, WeSave allows all its members to refer their family and friends, anybody can be an "issuer", even merchants who enroll their customers, and they all receive a 1% residual commission when their direct referrals make purchases from a WeSave merchant. This incentive allows for self-perpetuating exponential growth in membership enrollments.

The fact is, as an LPO, ISO/MSP, because of WeSave's generous economic system, enrollers and acquirers are making 2-3 times what they can earn in any merchant services program. Therefore, if the value proposition for customers, merchants and marketing organizations is more than the existing successful MC/Visa banking model, then it stands to reason that WeSave has the bases loaded and is in the batter's box ready to hit a grand slam out of the park.

INSURANCE SIMILARITIES

The WeSave commerce model is also analogous to health and life insurance. With health insurance, you pay a monthly premium to secure the present time benefit of being able to receive healthcare at a discount. If you go to the doctors' office, you might pay a co-pay amount for the visit, but the insurance "pool" you pay into every month, offsets the larger expense the hospital bills to the insurance company for your treatment. In a sense, one individual supports the many, until the many support the individual when he or she needs help.

Also, with certain types of life insurance, you pay a monthly premium into a collective fund, which you can borrow against to meet your present time needs. It is like a forced savings plan to help your family when you die with a funeral or ongoing living expenses. The point here is that by making monthly payments, you are preparing for the future.

Now apply this analogy to commerce and consumer purchase behavior. Loyalty studies have shown that consumers will pay more for a product if they believe they are supporting a merchant or a business that is providing some form of public benefit in addition to their own personal satisfaction.

With WeSave, not only does the consumer get the product they want and receive up to 2% Cashback Reward (present time value), but as Premier Members they also can receive fractional ownership in the economic rights of WeSave common stock and enjoy revenue sharing through the Preferred Dividend Allocation account (future value) along with the added satisfaction of knowing that a part of their purchase price goes back to help support humanitarian causes.

THE WESAVE DIFFERENCE

WeSave applies this concept of present value and future benefits to a partnership-based, weCommerce™ business model. Regardless of where someone is on the income spectrum, they will spend money on products and services to live their life. WeSave equates that spending as consumer purchase transactions or commerce whether for groceries, health products or TV's. People are going to spend money one way or another making purchases online and at brick 'n' mortar stores. Once they buy their product, the money is gone. With WeSave, they still get the product with its present-time benefit and then WeSave takes a small portion of the price and invests it in their future by contributing it to a Preferred Dividend Allocation account. What makes WeSave's business model unique is that it fractionalizes the economic rights (dividends) of Preferred stock ownership and gives pro-rata shares to its Premier members and merchant partners. That Allocation account acts as an interest-bearing savings account for each individual, but it is funded (and we anticipate will grow exponentially) from the combined commerce of all the participants in the WeSave ecosystem.

PREFERRED DIVIDEND ALLOCATION

WeSave intends to share CMF revenues and grant participation in the economic rights of the Company's Preferred Stock Dividends as a benefit for the founding group of Premier members and merchants to incentivize early adoption. WeSave will grant to Premier Members (i) one (1) Series P Preferred share of stock ("Preferred Share(s)") when they purchase a Premier Membership. Preferred Shares include the pro-rata rights to Preferred Dividend Allocations from an interest-bearing account equal to 3.0% of the gross revenues collected by the Company from merchants "Coalition Marketing Fees" or "CMFs". CMFs represent 10% of the retail price of a product sold through the WeSave Platform. Three percent (3%) of the Company's CMF revenues will be allocated to the Preferred Dividend Allocation account. Following a 48-month accrual period, the Board will issue Preferred Dividends on a pro-rata basis to its Preferred shareholders. The Preferred Dividend Allocation account shall not include any proceeds from any other Company revenues unless the Board elects to add additional revenues from other income sources in the future. Therefore, when early adopters in the first offering purchase a Premier Membership, they will automatically be given the opportunity own a Preferred Share with dividend rights.

WeSave's goal is to provide this additional financial incentive as a benefit to early adopters who see and support its vision before it becomes self-evident to the masses. WeSave intends to have millions of members and hundreds of thousands of merchants. So, those who get involved early during its initial launch phase will receive the greatest opportunity to secure their financial future as the Company grows.

RESIDUAL INCOME OPPORTUNITY

As a further incentive to get involved, WeSave also has a "Refer-a-Friend" program that pays a residual micro-commission on any qualified purchases made by a referral who becomes a member and shops on its website! So, there is a residual monthly income opportunity that all WeSave members can enjoy just by referring their friends and family to join. In a way, this is a "pay it forward" program. If a consumer receives present time and future benefits that can help their family, then it is logical that they would want to share it with others. Word-of-mouth advertising is the best form of advertising. If one person tells three others about the benefits of being an owner in WeSave and they join and each tell three more people—well, that is exponential growth, and the probability it will happen is high.

AMAZON EXAMPLE

Ownership is a huge value add for WeSave's members and merchant partners. Here is another way of looking at it. What would someone's financial position be now if they had bought Amazon's stock when it first launched? In 1997, if they spent $200 for 11 shares of Amazon's stock at $18.00/share, it would be worth almost $33 million dollars today.

The key difference WeSave has over Amazon is that WeSave is giving all its Premier subscribers a pro-rata share in potential Company revenue and growth. WeSave's members and merchants share in the Company's success and profits. Through their membership with WeSave and their everyday shopping, average people can set up their own future financial stability. Who knows what their pro-rata share in the Preferred Dividend Allocation account will be worth in 10 years if WeSave grows and prospers by capturing a small percentage of the trillion-dollar eCommerce market space?

SUMMARY

WeSave has a revolutionary partnership-based economic business model with the potential of starting a consumer movement to take back control of their future and economic freedom. WeSave offers digital transformation solutions to struggling small businesses and consumers who are trying to take care of their present and future needs with a dollar that is shrinking in value while inflation climbs. WeSave's target markets are lower and middle-class consumers, home-based business owners and local mom 'n' pop merchants.

During the initial launch phase of the program, WeSave is offering a unique opportunity for its customers and merchant partners to subscribe as Premier Members and own a pro-rata share the economic rights associated with Preferred stock equity and dividends through the Company's Preferred Dividend Allocation account. Finally, WeSave's "Refer-a-Friend" program provides a residual referral commission to members who refer other people who join and shop at WeSave merchants.

GO-TO-MARKET ROLLOUT STRATEGY

INTRODUCTION

Long before the current economic crisis, Richard G. Stewart, Jr. had a vision to provide an alternative revenue sharing and ownership-driven commerce model where everyone gets to participate. From his experience in other industries, he has first-hand knowledge that this concept works. Please see Mr. Stewart's bio below for more information on his experience related to fractional ownership of assets and his inventions of unique financial products.

In this case, his partnership-based economic model redirects marketing dollars in a proprietary formula that energizes consumer adoption. Consumers gain more control over their future and how and where and why they spend their money. Consumers become the driving force that directs commerce back to their local communities. And in the process, a percentage of every transaction is set aside to be an automatic funding mechanism for supporting humanitarian causes.

As a business visionary, he recognized trends and analyzed how they are affecting the average consumer and how they could be utilized to support a revolutionary economic plan where consumers and merchants become a shareholder in WeSave, Inc. and a partner in owning their own future financial security by simply joining as a Premier Member and shopping within the WeSave ecosystem. Therefore, WeSave is rolling out its "Merchants Initiative" and membership drive in a three-prong approach:

- Onboard online merchants
- Onboard retail POS brick 'n' mortar merchants and home-based business owners in a targeted city-by-city rollout
- Enroll members

MERCHANT ACQUISITION

Our merchants become part of a coalition of merchants that work together to compete against some of the corporate giants that are trying to crush all competition. Here is how we reciprocate business in our model.

Each of our merchants has existing customers and they will have an opportunity (not a requirement) to enroll those customers into WeSave. Whenever those registered customers shop at other stores in our network, then the original merchant that signed them up makes a referral fee every time they shop.

This is a residual referral fee that follows that customer and pays 1% of the ticket to the enrolling merchant for as long as that customer remains a member in WeSave. We call it our Refer-a-Friend program and it applies to all of our members and merchants when they make referrals.

The merchants referred customers will also get a 2% Cashback Reward on their purchases even if they make the purchase with their debit card. So, just like people that have credit cards get 2% back when they make purchases, now the individual who may not have a credit card can shop with his/her debit card and still make 2% Cashback on their purchases. And remember, a portion of every sale goes into the Preferred Dividend Allocation account and to a Community Contribution Pool to support local needs. So, the merchant benefits with additional customer loyalty and repeat sales and the goodwill produced by contributing back to the community with each purchase transaction.

A Deeper Dive into the Merchant's Value Proposition.

Our technology is a hybrid of a platform (like Shopify that provides SaaS solutions) and a marketplace (like Amazon that acts as a publisher or advertiser for the merchant's products and services). We collect the taxes on the sales made in our marketplace and submit them on behalf of the merchant in each state and city where the purchase originates. We also have shipping solutions and work with the merchant on chargebacks and returns. Typically, businesses that use other platform providers have to manage their own sales taxes (or pay a hefty fee for the platform to do it for them) on top of a monthly service fee.

More importantly, other marketplaces and platforms typically charge the merchant an average of 30% of the purchase price and then have 60-90-day holding periods on the balance of the money before they settle with the merchant. And these fees are not taking into account warehouse fees if the store's products are managed and shipped from a third-party warehouse.

With WeSave, our merchants are part of a reciprocal coalition. We charge a one-time set up fee of $500 so we can pay our sales force a good commission to do the hard leg work of soliciting and setting up new merchant clients. However, with that set up fee, we give each merchant $500 worth of value in ownership of WeSave Common and Preferred stock and pro-rata revenue sharing rights in our Preferred Dividend Allocation account along with a free Premier Membership for a year that allows them an opportunity to make additional referral income.

Coalition Marketing Fee

WeSave's financial model is based on the Coalition Marketing Fee (CMF) we collect from the merchant when our members make a purchase. WeSave only asks them to share 10% of their profit margin when a sale is made. This fee is a small price to pay for new customer sales. It is a marketing and platform use fee called a Coalition Marketing Fee (CMF). CMFs are the driving force in WeSave's financial model, and we run them through a proprietary Revenue Distribution Engine (RDE) that distributes over 50% of the proceeds back to the consumer, the person that referred the consumer, the person or organization that set up the merchant, our merchant service providers and a percentage goes back to charitable causes.

Merchants want to be a part of WeSave's partnership ecosystem because there are minimal upfront costs to join and little, if any, downside risk. When a Merchant applies, they agree to pay a 10% Coalition Marketing Fee ("CMF") to WeSave **ONLY** when a WeSave member purchases their goods and services.

Generally speaking, the way merchants spend their advertising dollars is some form of shotgun approach. They pay for different types of print or digital media and then try to figure out if there is a correlation between what they spent on advertising and any changes in their customer flow or sales volume. Every week or every month they have to make those kinds of risky marketing expense decisions. They pay up front and hope for the best. In its model and through its platform, WeSave advertises the products of its merchant partners and they only pay a CMF on the products that are actually purchased.

WeSave tracks all its members' purchases and so the return on the CMF a merchant pays is always directly connected to a sale. And each sale is tracked and reported on their WeSave back-office merchant dashboard. This simultaneous-purchase fee assessment is a fair way for WeSave's merchant partners to budget and re-direct their marketing dollars. Instead of paying upfront for an ad and hoping for a return on their marketing investment, they simply share a part of their profit margin with WeSave only after a sale is made by one of its referred members. Merchants then know exactly how their marketing dollars were spent and the return they made on each sale.

ONBOARDING EXSISTING ONLINE SELLERS

The first step was to populate WeSave's weCommerce™ mall with online merchants (also referred to as "**affiliate merchants**", "**sellers**" or "**vendors**") in order to prime-the-pump with exciting products and great deals. WeSave started this way in order to give its members a quality online shopping experience and a reason to participate while WeSave is finalizing its technology and merchant packages to enroll small and medium-sized brick 'n' mortar businesses into its merchant coalition and ecosystem.

- ### Populate with Affiliate Online Sellers

  In order to speed up its go-to-market timeline, WeSave decided to use an affiliate merchant eCommerce model because in general, they have their own merchant account and website and handle their own fulfillment, sales taxes, inventory, and customer service issues and they advertise their products on third-party eCommerce platforms like Shopify. In the same way, WeSave acts in the role of a platform "publisher" by having links from www.wesave.com to the merchant's existing website. WeSave simply advertises for them to its members and the merchants pay WeSave a small **Coalition Marketing Fee** ("CMF") when one of its members purchase a product or service from them which allows WeSave to give the customer a 2% Cashback Reward.

  WeSave is engaging affiliate merchants both **directly**, one at a time with its in-house staff, and **indirectly** through companies that already have a network of affiliate merchants they represent.

- ### Direct Affiliate Marketing

  Affiliate marketing is a time-tested model designed for rapid growth. It is a way for WeSave to onboard sellers who already have an online store, already understand eCommerce, and are motivated to reach a wider audience and sell more products. It is a way for WeSave to introduce and refer its members to a wider range of products and services through its shopping portal, attract more consumers and make more sales.

  The basic purpose of WeSave using an affiliate marketing model is to help create a consumer funnel of its members to its participating merchant affiliates. However, WeSave does more than just advertise the affiliate merchant products in its online mall, it bundles its partnership-based business model and rewards to their product offerings and invites them to be part of the WeSave ecosystem that supports local commerce, conscious consumerism, and humanitarian needs.

- ### Marketing Through Affiliate Networks

An affiliate network is a separate platform run by a third-party business that functions as the intermediary between the merchant and the affiliate marketers. WeSave is sourcing such third-party merchant aggregators that have their own network of merchants WeSave members will have access to.

Using an affiliate model is a way to speed up WeSave's go-to-market strategy. WeSave has already contracted with two of these affiliate network companies to help populate its mall with merchants representing over 100,000 products from some of the greatest outlet brands. WeSave is in a pre-launch phase and the reader can see its early product offerings can be seen at www.wesave.com. Finally, this affiliate merchant strategy allows WeSave to focus on other priorities like member enrollment and preparing to onboard retail mom 'n' pop merchants through its Merchants Initiative.

As part of the Merchants Initiative, WeSave offers to setup or expand a local business' online presence with its weConnect™ program and optional SaaS solutions whereby they can become micro-warehouses able to drop-ship their own products that people order online. Once up and running, they become part of a network of WeSave micro-fulfillment centers. Their customers will be able to buy through their online store and either pick up their purchases from the local store or have same day delivery if they live near the merchant's location or they can have them shipped to them. These buy online delivery options for local merchants are an example of how commerce has evolved during the COVID crisis.

The weConnect™ Program for Retail POS Merchants

For retail mom 'n' pop merchants, WeSave provides a plug 'n' play solution in a package we call "weConnect™". weConnect™ is a life preserver for retail merchants struggling to stay profitable. It connects their business to our eCommerce platform which gives them access to our members and all the benefits associated with our shopping platform and SaaS solutions.

It does not interfere with a merchant's existing merchant services. It is a stand-alone internet access portal that utilizes a separate merchant account and payment gateway processing services for each merchant partner for a faster, secure turnaround on their eCommerce sales. It runs parallel to a retail merchant's POS device and its existing merchant services. Therefore, any Independent Sales Organization/Merchant Service Provider and their agents can sell this add-on service to any retail merchant regardless of what equipment and merchant services they currently utilize.

The bottom line is that weConnect™ not only empowers merchants, but because it doesn't compete with their current merchant services, all the ISO/MSPs that provide merchant services for their merchant customers, can go back to them with this internet-enabling package and add it to the services they already provide to help their merchant clients make more money.

As a result, we believe weConnect™ will be like a gold rush for two reasons. First, weConnect™ offers ISO/MSPs a whole new revenue channel that pays them 2-3 times more than they make with their current services without disrupting their current business. Second, all merchants are prospects for this new, unique package, so whoever signs them up first wins. Once our model is perfected and merchants love it, everyone is going to be scrambling to sign up merchants just like miners that rushed to stake their claims in areas where gold was discovered.

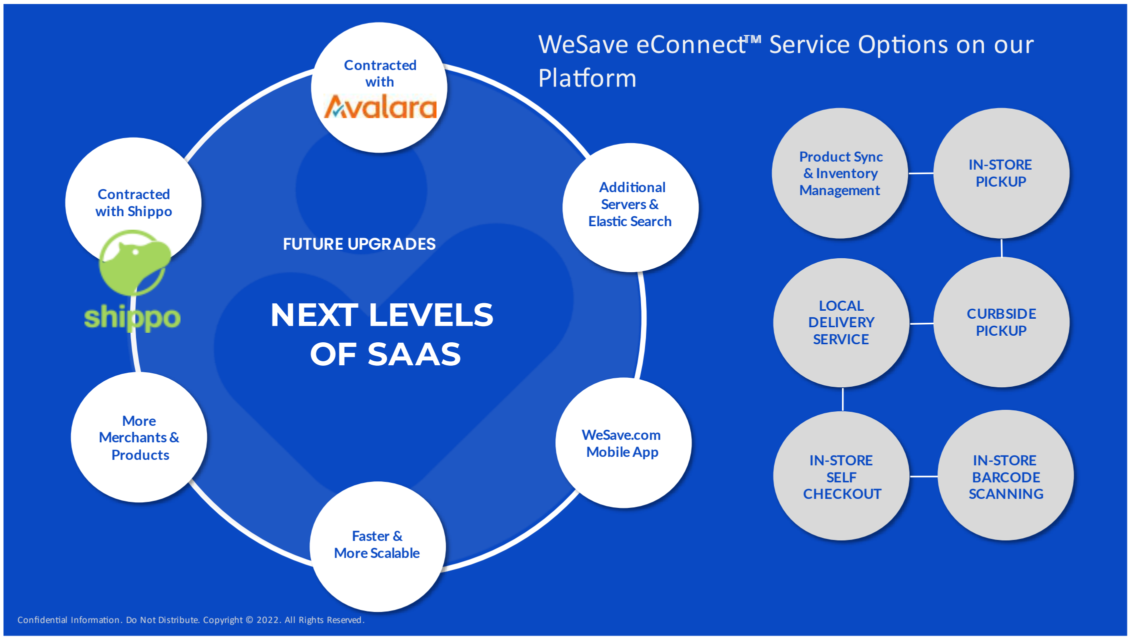
Also, when that merchant enrolls their customers as WeSave members, then not only will the referring merchant make referral income, but the ISO/MSP or whoever signed up that merchant will also make additional referral income overrides on all those customer's purchases made in the WeSave marketplace. We believe this financial model and eCommerce tool will open up a floodgate of sales professionals who will go after the local mom 'n' pop merchants and help revitalize their local communities.

So, by agreeing to a 10% CMF and paying a one-time set up fee, our weConnect™ merchants:

1. Get a custom branded micro-store inside the WeSave mall to advertise their products and services to our growing member base for a fraction of the cost it would normally take them to set up an online store with the same features and services, whether with another platform or on their own.
2. Can leverage off a multi-million-dollar eCommerce platform that provides Banking as a Service (BaaS) and Software as a Service (SaaS) solutions ranging from sales tax collection/submission services to inventory management and shipping solutions and much more.
3. Increase their customer reach and they only pay a small Coalition Marketing Fee when someone actually buys a product from them within WeSave's network.
4. Once they are registered and approved, WeSave gives each merchant $500 worth of value right back to them in the form of Common and Preferred stock ownership, pro-rata economic equity rights in our Preferred Dividend Allocation account, and a Premier Membership for a year that allows them to receive member benefits like Cashback on their personal purchases as well an opportunity to make additional referral income whenever their referred customers shop at other merchants. This referral revenue can be a whole new income stream merchants have never had before with their customers.
5. Get their money from transactions within 3-days, not in months like other marketplace affiliate programs.
6. Provide up to 2% Cashback Rewards for their customers and co-op marketing that increases customer traffic, sales, and loyalty.
7. Earn 1% residual referral revenues when their registered customers shop at other WeSave merchants.
8. Participates in automatic donation/funding mechanism that supports the community and brings goodwill and customer loyalty.
9. Have a hedge against inflation and possible shutdowns. If the economy gets worse or there is another pandemic shut down, WeSave weConnect™ merchants will have the ability to function out of their home if they have to, to survive.

We want our merchant partners to succeed so we don't gouge them like some merchant service providers do, but we pass through our processor's monthly fees at cost. All merchants, regardless of which ISO/MSP sets them up, have to pay the payment card associations (like MC/VISA) interchange "tolls" and transaction fees. A lot of times, these charges can be very confusing and expensive to merchants. We make it simple and transparent by charging a flat rate with a small markup.

Our members and merchants are considered our partners and we will all have a chance of having a better future as a result of our participation together in this WeSave economic system. Together, WeSave's community of users will become a movement away from old shopping paradigms into a fresh economic system of ownership, profit sharing and rewards that can shift and eventually replace the market dominance of corporate eCommerce giants. Therefore, if our business and financial models are sound and our value proposition to our members and merchant partners is simple, seamless, and generous…and we believe they are…then we have a homerun opportunity of a lifetime, especially for those early adopters and investors who get involved now.



POPULATE WESAVE WITH SMALL BUSINESSES

WeSave's main goal is to help consumers and local businesses transform digitally and thrive again through its various fintech digital transformation services. For example, by offering solutions such as managing cross platform inventory issues by digitizing (if necessary) and syncing a merchant's inventory database with their sales, WeSave can help mitigate customer service issues that occur when sales are made but the merchant is out of inventory.

In the Merchant Services industry, WeSave works with Merchant Service Providers ("MSPs") and Independent Sales Organizations ("ISOs") the same way. WeSave contracts with them because they already have a group of merchant clients they service. So, it is typically more cost effective, and WeSave can onboard more merchants faster because they have already passed their underwriting requirements.

The bottom line is WeSave has designed its platform with value added services to support and enhance local merchants' online presence so they can have a greater market reach, make more sales, create loyal customers, and have a better opportunity to adapt to consumer demands and excel their businesses. The key to successfully onboard and support these merchants is the high-value, low risk, and little upfront cost to market in the WeSave ecosystem.

BRICK 'N' MORTAR MERCHANT ENROLLMENT

At the same time, WeSave is adding its online merchant's micro-store and launching its member enrollment initiative, WeSave is also preparing to onboard brick 'n' mortar merchants as the main target group for its Merchants Initiative.

When WeSave enrolls a merchant, part of its Merchants Initiative will allow these small businesses that may not have an online presence to piggyback and have their own branded micro-store on its weCommerce™ platform where their products can be easily uploaded and sold. By doing so, WeSave helps small businesses secure a broader customer reach with a dynamic, easy to navigate and search web store.

As stated previously, part of its Merchants Initiative is to also facilitate same-day pick-up and delivery options for merchants by them becoming micro-warehouses, that can also drop-ship their own products that their customers order online.

WeSave is currently finalizing its merchant offering at a set-up fee for merchants to join. When the package is ready, WeSave will launch a short-term pilot program, tweak its offerings as necessary and then hit the streets with its direct sales partners on a **city-by-city roll out**. WeSave will launch its Merchants Initiative by using the strategic relationships it has with Fiserv and other processors, ISOs and MSPs.

- Collaboration with Fiserv

  Fiserv is the largest transaction processor in the world with 1.4B global accounts on file, 100M digital banking users, 6M merchant locations processing 12K financial transactions per second. Last year, WeSave signed an Independent Sales Representative agreement with their Program Manager, Card Connect. During our negotiations, they agreed in principle to provide access to their POS devices and to work with WeSave to integrate WeSave's value-added loyalty services on all their POS devices. Once funding is secured and the integration of its software is complete, WeSave's sales team will be onboarding merchants into the WeSave ecosystem and when possible, WeSave will offer Fiserv merchant services including the option to upgrade or add Fiserv's POS hardware devices as part of the bundled services.

  In turn, Fiserv has verbally agreed to add WeSave's loyalty program as a bundled product that their sales professionals can add to their merchant service offerings. They are excited about this collaboration because it creates a whole new and highly lucrative income stream from WeSave's SaaS opportunities. One such opportunity is for both parties' representatives to offer WeSave's weConnect™ program to any of Fiservs/Card Connect's existing merchant clients that would like to have their products advertised in a branded micro-store in WeSave's mall. weConnect™ doesn't interfere with their existing merchant services, but It can more than double the traditional commissions that MSPs and ISOs receive from normal merchant service fees.

- Collaboration with Other Merchant Processors, ISOs/MSPs.

  In addition to our agreement with Fiserv, we have contracted with two other industry leading processors, **Nuvei and Priority Technology Holdings**, to support the processing of online sales for our merchant weConnect™ program. WeSave has a long-held relationship with a direct sales firm that has several thousand trained sales professionals all across the country who are not afraid to knock on a merchant's door and explain why they need an online presence as a safeguard against inflation and any future government mandated shutdowns.

  As a stand-alone, eCommerce and loyalty management program, weConnect™ does not interfere with a retail merchant's POS device and its existing merchant services. Therefore, any Independent Sales Organization or Merchant Service Provider and their agents can sell this add-on service to any retail merchant regardless of what equipment and merchant services they currently utilize. We are confident that ISOs/MSPs will want to add weConnect™ to their bundle of products and services when they go out to market their other merchant services weConnect™ is a whole new revenue channel that pays them 2-3 times more than they make with their current services without disrupting their current business. In fact, all merchants are prospects for this new, unique package, so whoever signs them up first can earn a piece of all their internet sales for as long as that merchant is a part of the WeSave ecosystem.

CITY-BY-CITY LAUNCH

This rollout strategy starts by selecting a local community and concentrating WeSave's sales efforts within a manageable geographical area. A targeted approach to recruit merchants, home-based business owners and members in a smaller area is like establishing a beach head in a military conflict. It creates a localized working model that has a higher probability of success than shotgun approach over a large area. Once WeSave establishes the first community with 100 local merchants onboard, then those merchants will enroll their loyal customers they already do business with into the WeSave ecosystem because of the additional benefits it offers.

As described further below, these merchants will race to get their customers registered in their name because of the residual income opportunity the merchant can receive through our Refer-a-Friend program. As such, WeSave projects that on average each merchant will enroll 50 of their existing customers to join.

By launching in a smaller targeted community, WeSave's program is designed to get everyone onboard and excited to rally behind their community for the sake of their whole community. People will come together with enthusiasm to bring the merchants in and to become members of WeSave for all the benefits they can access. They saw what happened with the COVID crisis, and they want to protect the merchants that survived in that community in case there is another shutdown by the government.

Shoppers will see how their local merchants can become micro-warehouses and part of a fulfillment network that will help ensure their survival through another crisis. They will want to get behind a recovery and sustainability movement because they can participate as fractional owners in WeSave and share in the financial success of their community.

- ### Refer-a-Friend Program

  When each merchant registers, they become Premier Members and they can refer their customers. mini ecosystem then connects and reciprocates its customers with other merchant ecosystems in the community. So, the merchant not only makes income from sales it makes in its own store, but when its registered customers shop at other stores within the WeSave network, then the original referring merchant makes 1% on its customer's purchases.

  The WeSave "Refer-a-Friend" program creates a new and residual revenue stream for that merchant or any other WeSave member who refers someone to the program. When a merchant understands this program, they will undoubtedly act quickly to enroll their customers before someone else does. The fear of losing that potential additional residual income stream will drive merchants to actively promote this program to their customers first.

  There is a "clearinghouse" technology that is part of WeSave's ecosystem that links, tracks, matches, and rewards its members and the party that referred them to WeSave. Merchants already have a built-in customer base, so it will be easy to tell their customers to sign up for the program benefits. Then when their customers shop at other participating merchants in the community, they will make a small referral commission in perpetuity. This referral reward system creates a reciprocating value for all the merchants and customers in a targeted community. In a coalition or partnership-based model, everyone is both independent and inter-dependent in the community.

- Linking Communities and Cities

At the same time WeSave is populating its weCommerce™ platform with affiliate merchants, it is preparing to launch its direct sales force to connect brick 'n' mortar merchants in selected communities to WeSave with its weConnect™ package. It is a two-prong approach to enrolling merchants which is important because it will take time to connect brick 'n' mortar merchants in each community.

Once WeSave establishes one community, then it will establish a second and a third. Typically, these merchants will be in communities surrounding a city. The WeSave sales team will then target the downtown merchants and link them with all the outlying communities forming a larger city-wide ecosystem of WeSave merchants and members. Once a city-wide, self-sustaining ecosystem is in place, it will duplicate the process just described. As each city-wide ecosystem is established, they will connect with other cities throughout that state in a state-wide network and then grow nationally and internationally. That is WeSave's boots-on-the-ground Merchants Initiative, and it all starts with one working model, one merchant in one community cooperating with 100 other merchants and it will grow from there. At this time, WeSave's plan is to launch in selective communities, most likely starting in California near WeSave's headquarters.

- Delivery Services

As part of a community launch operation, WeSave is sourcing local delivery services to partner with as part of its micro-fulfillment network for local merchants. During and now, post COVID, local delivery companies have become a "new norm" in shopping. As a result, there are now technology driven companies that aggregate independent contractors and small delivery services together in a database. They then communicate, select, dispatch and handle payments via mobile apps with their geo-location technology. It's just another form of an affiliate network that WeSave is also taking advantage of as part of its overall city launch strategy.

This WeSave city-by-city rollout strategy has been developed over years and designed specifically to create a vested interest with a win-win outcome for everyone involved. Ultimately, people will be happy and feel good about being a part of something that gives back to the needs of their community.

CERTIFIED MERCHANT CONSULTANT (CMC) PROGRAM.

Part of the funding will be set aside to establish a continuing education program for sales professionals in the merchant services industry. WeSave foresees licensing requirements being mandated in the merchant services industry similar to the way real estate, insurance and selling securities are currently regulated.

Therefore, WeSave is taking a proactive approach in setting up a training program for its merchant acquirers that will certify them professionally to be able to offer a variety of bundled products and services related to its partnership-based business model. Once they are trained, they become Certified Merchant Consultants ("CMCs") able to enroll venders into WeSave's merchant coalition.

When the basic merchant curriculum is in place, WeSave will expand its training model to educate its sales reps in various related fields so that they become master consultants to their merchant clients.

WeSave has preliminary plans and experience with universities that are willing to give its CMCs "life credits" towards a degree, so that its salespeople are literally getting paid while getting an education. This training program alone becomes a part of WeSave's corporate culture and attraction and adds credibility, value and creates loyalty with its sales force and its merchant clients.

MEMBER ENROLLMENT STRATEGY

INTRODUCTION

Einstein said, "We cannot solve its problems with the same thinking we used when we created them." He also said, "Insanity is doing the same thing over and over again and expecting different results." Therefore, in order to attract and retain consumers and merchants into the WeSave network, it has to offer different solutions from a different mindset—solutions that are disruptive and transformational and able to shift consumer expectations and behavior.

The WeSave fractional economic rights of equity and rev-share business model is just such a paradigm shifting solution. By coming together in a partnership-based, shared economic system that rewards its participants, WeSave can leverage consumer unrest with the status quo and create a movement where people feel more in charge of their purchasing power and economic future.

People have seen how overreaching government mandates are killing local economies while a few giant conglomerates are raking in the cash. It creates cognitive dissonance with consumers, and they are looking for alternative solutions for themselves, their families, their community, and their future.

PERFECT TIMING

Consumers are driving this shift and the timing for WeSave to offer its solutions is perfect. WeSave understands the timing and opportunity to facilitate a movement that empowers people to work together, to cooperate, to share, and to care for each other and their communities.

WeSave provides the new partnership-based business model that these advocates of conscious, social responsibility and compassionate consumerism are looking for to support their communities and humanity.

WeSave will promote its business model through its public facing multi-vendor eCommerce platform. WeSave will facilitate a grassroots movement of awakened, or conscious consumers who are empowered to take care of their present and future needs by partnering with WeSave in supporting local merchants instead of monopolistic, big tech companies.

WeSave will tap into and encourage this reservoir of consumer spending power, the "power of the purse", to create a more cooperative and unified marketplace in every community. Members and merchants in their communities will become fractional owners of WeSave and will support their local merchants more through their everyday shopping, knowing that they are helping to support their local community as a whole.

This is not a small task. But in small increments, one purchase at a time, consumers will use commerce to revitalize local economies and take back control of their lives. Not only do consumers have a great deal of power when they speak and spend with one voice, but unified people in any endeavor are immensely powerful and can change their local communities and the world. That is the energy and passion WeSave represents and encourages.

ENROLLING CONSUMERS

- ### Cashback Rewards

WeSave's public-facing brand and eCommerce platform is called "**WeSave**". It is a great brand, full of meaning and easy to remember. The products found at www.wesave.com represent well-known brands as well as little-known brands of small entrepreneurs. They are price competitive and as part of WeSave, they come with rewards and other incentives to buy.

The main immediate benefit for most consumers is the up to **2% cashback reward** they receive on purchases within WeSave's merchant community. Consumers shop with their credit cards because they understand this kind of reward and take advantage of it. They understand that credit card companies make enough money from the interest and fees they charge, that they can offer up to 2% loyalty reward. However, most banks that issue debit cards do not have enough margin to offer any kind of rewards for their use. That is one reason why historically there is very little "stickiness" or loyalty to debit cards.

But with WeSave, its merchants fund the reward, not the bankcard companies. So, consumers, who prefer to use their debit cards for making purchases, still get up to 2% cashback reward from what WeSave collects from the merchant.

To WeSave's knowledge, no other debit card tied to a loyalty program offers this kind of reward without having extra fees or other stipulations in the small print. It is a simple, trackable cashback reward program that incentivizes adoption by consumers.

- ### Refer-a-Friend Program

WeSave's financial model has a **residual commission** built in for any individual or business owner that refers their family, friends, customers, or colleagues who become a registered member of WeSave and who shop at a WeSave merchant.

Traditionally, word-of-mouth advertising (getting a recommendation from someone you trust) is always the best form of advertising. In its system, any WeSave member that refers another person to join WeSave, will always be connected to and receive a fractional percentage of the merchant's profit from that new referred member's qualified purchase transactions.

In addition, if that new member refers someone that becomes a member and shops at a WeSave merchant, then the original referrer receives an additional override percentage of the sale. This direct and indirect referral reward model is a strong incentive for someone wanting to create a residual income stream. That is the power of word-of-mouth, referral-based revenue-sharing.

- ## Ownership and Revenue Sharing with Premier Membership

Just like with merchants, WeSave's partnership-based business model offers its Premier Members something unprecedented in other multi-vendor shopping sites. During its launch phase, WeSave is giving each of its founding Premier subscribers pro-rata shares in its Preferred Dividend Allocation account.

Again, the opportunity for consumers to own fractional economic rights of WeSave equity and share in companywide profits from merchant fees provides them with potential long-term financial security as the Company grows. It is a major incentive for attracting consumers in WeSave's initial launch. These and other benefits of membership that are summarized below:

SUMMARY OF MEMBER VALUE PROPOSITION

- All Members receive up to 2% cashback rewards on all qualified purchases and may apply for a WeSave debit card.
- All Members can refer family and friends and receive residual direct/indirect referral income on their purchases
- All Members will have access to gift cards and a digital wallet for peer-to-peer transfer of digital currency
- All Members buy online and can pick-up or get same day delivery from local stores
- All Member purchases support mom & pop retail stores and local economic recovery
- All Members enjoy the knowledge that a portion of every sale is set aside to support local humanitarian causes and charities
- Premier Members also receive a fractional, pro-rata share in WeSave's Preferred Dividend Allocation account.

AFFINITY GROUP STRATEGY.

For years, WeSave has been building a foundation of relationships with affinity groups and customer-rich organizations that are waiting to sign up as **Loyalty Program Operators** ("LPOs"). Besides merchants signing up their customers before someone else does, these LPOs will be WeSave's consumer enrollment launch partners.

LPOs are contracted with WeSave as either merchant acquirers (like MSPs and ISOs previously described in the merchant services industry) or as member enrollers (such as various types of affinity groups, i.e., non-profit organizations, churches, businesses, clubs, social media influencers, etc.). They provide front-line oversite and client/customer service to the individuals they register in the WeSave ecosystem.

As WeSave has been finalizing its merchant benefits, it has also been establishing the value-add for its consumer base in preparation for launching its shopping site. As previously described, every merchant already has some number of loyal customers they can recruit into WeSave.

In addition to this "low hanging fruit", WeSave has long-term relationships with businesses and affinity groups that have existing customer bases they want to introduce the WeSave program to. One of these businesses waiting in the wings is WeSave's sponsor bank and partner, Pathward.

Collaboration with Pathward

As a founder and leader in the pre-paid debit and bankcard issuing world, Pathward has agreed to support and empower WeSave with four collaborative and powerful opportunities:

1. Tax Division: Pathward has agreed to offer the benefits associated with the WeSave mall to their Tax Division customers by giving them a place where they can pre-spend some of their tax return money. This is a win-win strategy because not only will Pathward make profits by adding a new shopping-based income stream from their Tax Division, but it creates more loyalty with its customers. Pathward's Tax Division oversees:

- ✓ 25,000+ tax preparation firms with 2-3 million taxpayer clients, that
- ✓ Represent $6-8 billion dollars in potential consumer spend; and
- ✓ Can be duplicated by other tax firms like Liberty Tax and Jackson Hewitt.

2. Pathward's Registered Card Program: Pathward agreed to add WeSave's loyalty program to all its existing debit card customers. (where Pathward acts internally in the role of a Program Manager).

3. Program Manager Introductions: Pathward also agreed to introduce WeSave to their Program Managers (like "Blackhawk" and "NetSpend") who will also have an opportunity to offer the WeSave loyalty program to their registered cardholders that represent millions of prospective customers with billions more of potential spend.

4. Debit Card Sponsor Bank: Finally, Pathward is sponsoring WeSave as one of its Program Managers able to offer and issue its own WeSave branded debit card to its members as well as to create co-branded debit cards for various affinity groups that want to offer the WeSave loyalty program and ecosystem to their supporters.

OTHER AFFINITY GROUPS

WeSave has relationships with numerous third-party affinity groups that represent millions of additional potential customers who will want the shopping experience and rewards WeSave offers.

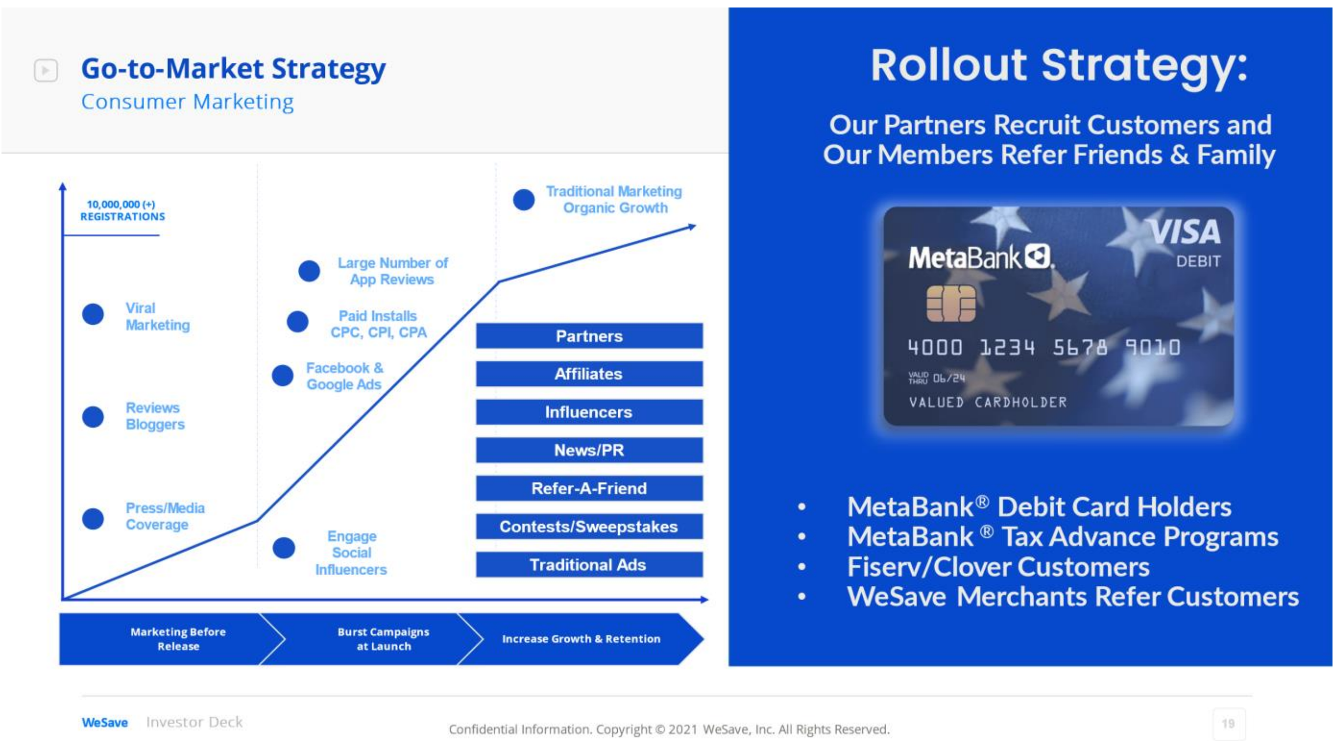
WeSave calls these affinity groups "Loyalty Program Operators" or "LPOs" and contracts with them like direct affiliates or affiliate networks. Their purpose is to promote and facilitate membership enrollment in the WeSave shopping club. In all cases, WeSave's partnership-based business model provides a residual financial incentive for anyone who refers and registers a new member in WeSave. For example, a church may want to raise funds for their own overhead or for humanitarian causes they support. They register with WeSave as an LPO and are given a group tracking code and a landing page where their members or parishioners can register for a membership in WeSave.

The church will always be connected to that member and when the member shops, the church will receive a small referral percentage from the sale. Moreover, when that new member refers their family or friends, then the member receives the referral fee, and the church gets an additional override percentage on that referred business. So, the member benefits immediately from the cashback rewards and the church and the member benefit over time from the residual income they make for referring and registering new members who purchase from the site. This Refer-a-Friend reward is a perpetual income incentive program.

In addition, and most importantly, the church and any individual that subscribes for a Premier Membership will be given a pro-rata share in WeSave's Preferred Dividend Allocation account .

And finally, there is also a "feel good" component for everyone because WeSave takes a small percentage of every qualified transaction and donates it back into its Community Contribution Pool to help support local humanitarian and charitable needs.

And finally, from its experience with loyalty programs and affinity groups, WeSave knows they will love presenting this opportunity to their fans, customers, supporters, members, parishioners, clients, or constituents for both the value (cashback, fractional ownership, and revenue sharing) their members receive, but also for the residual income the affinity group receives every time one of their referrals makes a qualified purchase at a WeSave merchant.



SUMMARY

- **Overview:** WeSave is building a coalition of localized merchants and a movement of conscious consumers who support WeSave's core values of compassion, cooperation, co-ownership, and contribution.
- **WeSave Solutions:** WeSave offers enterprise-level shopping platform solutions, bankcard and merchant services solutions, clearinghouse and loyalty solutions, and shipping, and inventory management solutions.
- **Partners:** WeSave has powerful partners like Nuvei, Priority Technology Holdings, selli Marketing, KoreConX, Fiserv and Pathward®.

- **Preferred Dividend Allocation account** : WeSave is contributing 3% of its stock and 3% of 100% of the Company's CMF revenues from consumer purchase transactions that are fractionalized in accordance with its Revenue Distribution Engine (RDE) to a Preferred Dividend Allocation account that founding Premier subscribers will own a fractional pro-rata share in.
- **Residual Income:** WeSave offers a residual monthly income opportunity that all its members and merchants can enjoy just by referring their customers, friends, and family to join and shop at WeSave merchants.
- **Socio-economic Impact:** WeSave's corporate social responsibility is exemplified by its financial model that distributes over 50% of the Company's income back to its participants, charities, and community partners within the WeSave ecosystem.
- **Merchant Acquisition:** WeSave is preparing for the future by instituting a continuing education program for its professional sales associates where they become licensed as Certified Merchant Consultants ("CMCs").
- **City-by-City Rollout:** WeSave's direct sales team is working with local municipalities, chambers of commerce, recovery programs and business leaders to support small businesses and help bring back jobs, donate to local humanitarian causes, and stimulate local economies.
- **Premier Member Enrollment:** As an alternative to Amazon Prime, and an upgrade from a free membership account, WeSave will offer a paid Premier subscription which grants economic participation rights associated with equity ownership in WeSave, Inc. as well as other premium services.
- **Loyalty Program Operators:** LPOs are contracted with WeSave as either merchant acquirers or as member enrollers to grow the WeSave ecosystem and provide front-line oversite and client/customer service to the vendors and members in the WeSave coalition.

WeSave's Go-to-Market Rollout Strategy for empowering individuals and local businesses to thrive under a partnership-based economic model will incentivize adoption using cashback rewards, fractional ownership, revenue sharing and a host of other add-on benefits. The rollout strategy's three-prong simultaneous approach is an achievable roadmap to success.

1. Onboard online sellers using Direct Merchant Affiliates and a network of Merchant Affiliates
2. Onboard retail POS brick 'n' mortar merchants using Direct Sales Professionals in a city by city roll out
3. Enroll members using Affinity Groups as well as organically though referral-based word-of-mouth advertising

The main public touchpoint of the ecosystem is the WeSave brand and eCommerce shopping platform at www.wesave.com. Strategic partnerships and best-in-class service providers are the backend pillars that support this cloud-based, scalable, and sustainable WeSave enterprise. WeSave's partnership-based business model addresses the challenges facing consumers, small business, and commerce today and offers aggregated digital transformation solutions at a perfect time in the nation. The technology, tools, management, and know-how are in place to launch a consumer shopping movement of self-determination, financial security, and corporate socio-economic responsibility that supports local mom 'n' pop retailers.

SECTION C – IP, REVENUE MODEL & RDE SNAPSHOT

INTELLECTUAL PROPERTY SUMMARY

1. PATENTS

There are currently no patents or patent applications submitted for WeSave at this time. However, we are doing patent research and believe that we can lay claim to intellectual property rights for our Systems and Methods and Trade Secrets.

- WeSave Proprietary Technology. WeSave provides a cooperative online multi-vendor eCommerce platform designed for businesses to promote and sell their products and services. WeSave is currently developing certain application code and business models utilizing proprietary integration Systems and Methods currently under patent search:
    - Systems and Methods for Omnibus Loyalty Integration
    - Cooperative Online Inventory and Shopping Software
    - Professional Field Service Firms and Tradespersons Integration System
    - Point-of-Sale to Online Transaction Synchronization Software
    - Method of Sales Training and Certification

2. TRADEMARKS

The brand "WeSave" is trademarked (https://tmsearch.uspto.gov/bin/showfield?f=doc&state=4809:z29y6o.2.1) and we own the URLs for www.wesave.com (shopping portal) and www.wesaveinc.com (corporate website currently under construction).

3. TRADE SECRETS

- Knowledgebase. The two top leaders of WeSave alone have over 80-years of combined successful business experience in loyalty and fintech industries that have resulted in an enormous amount of know-how in Trade Secret Intellectual Properties related to sales and marketing strategies, technology systems and applications, business models and strategic relationships.
- Agreements
    - **Pathward.** Pathward®, N.A., a national bank, is a subsidiary of Meta Financial Group, Inc.® (Nasdaq: CASH), a South Dakota-based financial holding company. Pathward is a 6-billion-dollar global leader in the pre-paid/debit card issuing and processing space. The government chose Pathward as the U.S. Treasury's Financial Agent for the U.S. Debit Card program tasked with being the leading issuer of the EIP/Stimulus Debit Cards during the COVID-19 pandemic.

- **Exclusive** loyalty program provider for Pathward
- **Exclusive** access to Pathward's **client and customer lists** for loyalty
    - Pathward agreed to promote a Tax Redemption Loyalty Program ("TRLP") to its tax return clients using the WeSave eCommerce platform. This TRLP will be an add-on benefit for their Tax Division customers by giving them a place where they can pre-spend some of their tax return money. Pathward's Tax Division works with 25,000+ tax preparation firms with 2-3 million taxpayer clients that represent $6-8 billion dollars in potential consumer spend.
    - Pathward agreed to register WeSave's loyalty program to all its existing debit card customers.
    - They also agreed to make introductions to their Program Managers (like Blackhawk and NetSpend) to their various registered card program cardholders that represent millions of additional potential customers with billions more of potential spend.
- **Non-Exclusive Rights to Issue Debit Cards under the WeSave Brand.** Pathward is sponsoring WeSave as one of its Program Managers able to offer and issue its own WeSave branded debit card to its Members as well as to create co-branded debit cards for various affinity groups that want to offer the WeSave loyalty program and ecosystem to their supporters.

▪ **International Clearinghouse ("ICH")**. ICH was formed in October of 2019 as a relational data management and processing platform. It functions as a master data repository "hub" that processes loyalty-related consumer purchase transactions. As a stockholder in ICH, WeSave has negotiated exclusive license rights to the following clearinghouse systems:

- **Technology License**. WeSave has secured an **exclusive sub-license** for all future ICH technology and loyalty processing services related to its cooperative coalition business model.
    - **Revenue Distribution Engine** ("RDE"). The RDE is a product of the knowledge base of WeSave's founder, Richard G. Stewart, Jr. and his history related to the loyalty industry and co-opetition described WeSave's business model.
    - The RDE connects to ICH's backend processing servers that match and track consumer purchase transactions. When a transaction occurs, a fee is collected from the merchant and as it is forwarded through the payment gateway to be settled by the corresponding banks.
    - Once settled, the RDE governs the reciprocation between the issuer side and the acquirer side of the transaction and produces a fractional calculation and distribution of revenues processed through it to all the stakeholders associated with that individual transaction.

o Methods

▪ Method of integrating local store inventory that becomes part of a network of micro-warehouses that together as a whole provide a national inventory management and product fulfillment System.

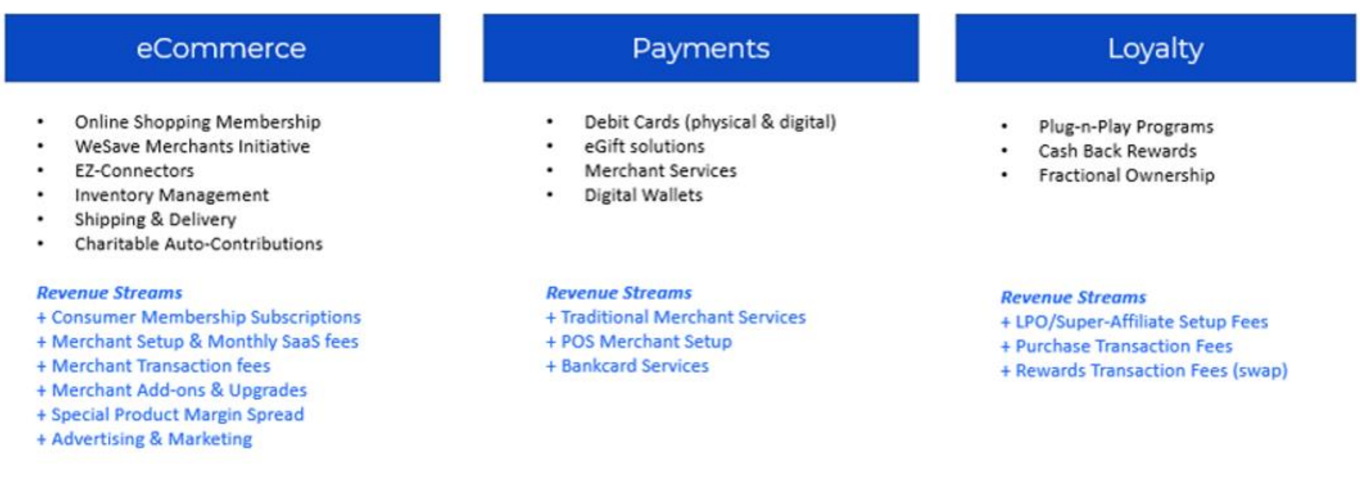
- Method of gifting Units of fractional ownership of the economic participation rights associated with the common stock of WeSave, Inc. and revenue sharing of its profits from merchant fees to its Premier Members that increases participation and incentivizes loyalty amongst the stakeholders.

REVENUE MODEL

CASH FLOW REVENUE STREAMS

- eCommerce Fees
  - Special Product Margin Spread
  - Merchant Online One-Time Set up Fee
  - Merchant Monthly SaaS Fees
- Consumer Membership Subscription Fees
- Consumer Purchase Transactions
- Bankcard Services Fee
- POS Merchant Set Up Fee
- Traditional Merchant Services
- Marketing and Advertising Revenue (CMFs, etc.)
- Super-Affiliate Set Up Fees

DIAGRAM OF REVENUE STREAMS



PROFORMA SPREAD SHEET – 4 YEAR PROJECTIONS

Please note that these are merely projections and are based on certain assumptions and that management believes to be reasonable and achievable; however, no assurance can be given that these assumptions will prove to be accurate and actual results may differ materially from the projections provided. The Company has compiled the following pro forma model for the next 4 years with the following Assumptions:

Assumptions	
Term of Contract	48
Sales Per Month/ Rep	8
Package Cost (One Time Fee)	$ 500.00

Monthly Income Sources	Year 1	Year 2	Year 3	Year 4	Total
Merchnt Setup Fees	$ 1,520,000.00	$ 15,468,000.00	$ 26,352,000.00	$ 26,352,000.00	$ 69,692,000.00
Customer Membership @ $150	$ 22,800,000.00	$ 250,260,000.00	$ 595,488,000.00	$ 871,670,400.00	$ 1,740,218,400.00
10% Customer Spending to RDE	$ 315,000.00	$ 5,193,750.00	$ 12,169,500.00	$ 13,176,000.00	$ 30,854,250.00
Merchant Ad Space	$ -	$ -	$ -	$ -	$ -
Spectrum Income	$ -	$ -	$ -	$ -	$ -
Giftz Income	$ -	$ -	$ -	$ -	$ -
Equipment Factors	$ -	$ -	$ -	$ -	$ -
Merchant Services Income	$ -	$ -	$ -	$ -	$ -
Total Revenue	$ 24,635,000.00	$ 270,921,750.00	$ 634,009,500.00	$ 911,198,400.00	$ 1,840,764,650.00
Expenses					
Executive Team = $50,000/mo.	$ 1,100,000.00	$ 1,200,000.00	$ 1,200,000.00	$ 1,200,000.00	$ 4,700,000.00
Middle Management = $20,000/mo.	$ 440,000.00	$ 480,000.00	$ 480,000.00	$ 480,000.00	$ 1,880,000.00
Staff = $15,000/mo.	$ 330,000.00	$ 360,000.00	$ 360,000.00	$ 360,000.00	$ 1,410,000.00
Contractor Expense	$ 330,000.00	$ 360,000.00	$ 360,000.00	$ 360,000.00	$ 1,410,000.00
	$ -	$ -	$ -	$ -	$ -
	$ -	$ -	$ -	$ -	$ -
Office Expense (Rent + Util +Clean)	$ 220,000.00	$ 240,000.00	$ 240,000.00	$ 240,000.00	$ 940,000.00
T&E	$ 110,000.00	$ 120,000.00	$ 120,000.00	$ 120,000.00	$ 470,000.00
Marketing	$ 460,000.00	$ 600,000.00	$ 600,000.00	$ 600,000.00	$ 2,260,000.00
POS Hardware	$ -	$ -	$ -	$ -	$ -
IT Expense	$ 1,100,000.00	$ 1,200,000.00	$ 1,200,000.00	$ 1,200,000.00	$ 4,700,000.00
G&A Allocation	$ 110,000.00	$ 120,000.00	$ 120,000.00	$ 120,000.00	$ 470,000.00
60% Sales Rep Commission on Merchant Setup Fee	$ 912,000.00	$ 9,280,800.00	$ 15,811,200.00	$ 15,811,200.00	$ 41,815,200.00
20% Sales Rep Commission on Customer	$ 4,560,000.00	$ 50,052,000.00	$ 119,097,600.00	$ 174,334,080.00	$ 348,043,680.00
Business Legal Fees	$ 220,000.00	$ 240,000.00	$ 240,000.00	$ 240,000.00	$ 940,000.00
Source License Fee					
10% to Source License Fees From Member and Merchant Fees	$ 2,432,000.00	$ 26,572,800.00	$ 62,184,000.00	$ 89,802,240.00	$ 180,991,040.00
10% RDE to Source	$ 31,500.00	$ 519,375.00	$ 1,216,950.00	$ 1,317,600.00	$ 3,085,425.00
ERS Distrabution					
10% RDE to (Equity and Revenu Sharing) ERS Pool	$ 31,500.00	$ 519,375.00	$ 1,216,950.00	$ 1,317,600.00	$ 3,085,425.00
10% Merchant Setup Fees to Pool	$ 152,000.00	$ 1,546,800.00	$ 2,635,200.00	$ 2,635,200.00	$ 6,969,200.00
10% Customer Membership Fee to Pool	$ 2,280,000.00	$ 25,026,000.00	$ 59,548,800.00	$ 87,167,040.00	$ 174,021,840.00
Other RDE Expenses					
20% of RDE Customer cash back	$ 63,000.00	$ 1,038,750.00	$ 2,433,900.00	$ 2,635,200.00	$ 6,170,850.00
5% RDE Donation for Community Development	$ 15,750.00	$ 259,687.50	$ 608,475.00	$ 658,800.00	$ 1,542,712.50
16% RDE to Issuing Side	$ 50,400.00	$ 831,000.00	$ 1,947,120.00	$ 2,108,160.00	$ 4,936,680.00
10% RDE to Aquiring Side	$ 31,500.00	$ 519,375.00	$ 1,216,950.00	$ 1,317,600.00	$ 3,085,425.00
Fees to ICH					
10% RDE to ICH	$ 31,500.00	$ 519,375.00	$ 1,216,950.00	$ 1,317,600.00	$ 3,085,425.00
5% ICH SaaS Fee	$ 1,216,000.00	$ 13,286,400.00	$ 31,092,000.00	$ 44,901,120.00	$ 90,495,520.00
Other Expenses	$ 55,000.00	$ 60,000.00	$ 60,000.00	$ 60,000.00	$ 235,000.00
Operating Expenses	$ 16,282,150.00	$ 134,951,737.50	$ 305,206,095.00	$ 430,303,440.00	$ 886,743,422.50
Future New Tech Expenses					
$2M = 10% of $20M Convert Tech to Decentralized Block Chain	$ -	$ -	$ -	$ -	$ -
$5M = 25% of $20M Spectrum / Source	$ -	$ -	$ -	$ -	$ -
$3M = 15% of $20M Giftz Merger (Rebranding Corp. Entity Clearinghouse Labs) Cash and In-Kind Value	$ -	$ -	$ -	$ -	$ -
	$ -	$ -	$ -	$ -	$ -
Total Monthly Expenses	$ 16,282,150.00	$ 134,951,737.50	$ 305,206,095.00	$ 430,303,440.00	$ 886,743,422.50
Profit/Loss by year	$ 8,352,850.00	$ 135,970,012.50	$ 328,803,405.00	$ 480,894,960.00	$ 954,021,227.50
Investment	$ 5,000,000.00	$ -	$ -	$ -	$ 5,000,000.00

REVENUE DISTRIBUTION ENGINE TEMPLATE SNAPSHOT

Revenue Distribution Engine

Number of Members		1,000,000	
Average Spend Annually	$	600.00	
Transaction Fee (Rewards Distribution %)		10.00%	
Total Commerce Generated	$	600,000,000.00	
Consumer Rewards			$ -
Rewards Distribution %		10.00%	$ 60,000,000.00

Revenue Distribution Portion	$	60,000,000.00	**REVENUE DISTRIBUTION ENGINE (RDE)**			
			RDE Position	**Percent (%)**	**Commission ($)**	
Total % being distributed		100%	WeSave Holdings	19.00%	$ 11,400,000.00	
Your Total Closed Loop %		51%	International Clearing House	10.00%	$ 6,000,000.00	
			RegA + Fractional Owner Pool	10.00%	$ 6,000,000.00	
			Source	10.00%	$ 6,000,000.00	
			Member Consumer	20.00%	$ 12,000,000.00	*Paid in Points after payment is processed.*
			Donation for Community Development	5.00%	$ 3,000,000.00	*Donated to Help Worldwide Foundation.*

Issuing Side - Member Enroller			**Acquiring Side - Vendor Enroller**		
LPO - Consumer Loyalty Program	**2.00%**	$ 1,200,000.00	$ 6,000,000.00	**10.00%**	*LPO - Vendor Loyalty Program*
Direct Member Enroller	10.00%	$ 6,000,000.00	$ -	0.00%	**Direct** Vendor Enroller
Member Referral Position 1	2.00%	$ 1,200,000.00	$ -	0.00%	Vendor Referral Position 1

SECTION D – MANAGEMENT, OFFICERS & INVESTOR INFORMATION

MANAGEMENT OF THE COMPANY

EXECUTIVE OFFICERS AND DIRECTORS

The following table sets forth information for those persons who currently serve as the executive officers and directors of the Company, as of the date of this Memorandum:

NAME	POSITION
Richard G. Stewart, Jr.	CVO (Chief Vision Officer), President, and Chairman of the Board
Brad C. Hanson	CEO, Director
RJ Stewart	COO
Kevin Rishell	Senior Contracts Administrator, Director

Richard G. Stewart, Chief Vision Officer, Founder and Chairman of the Board of Multiple Companies

FOUNDER OF WESAVE, INC. www.wesaveinc.com

FOUNDER OF SOURCE CLEARINGHOUSE, INC. www.sourceclearinghouse.com

FOUNDER OF HELP WORLDWIDE, INC. www.helpworldwide.com

EDUCATOR/ INSPIRATIONAL SPEAKER: Mr. Stewart created and delivered the R.G. Stewart 9-day Millionaires Course plus additional advanced courses such as "Managing the Business of Life" and "Removing Barriers to Financial Independence" and numerous other courses.

ENTREPRENEUR/DEVELOPER: Mr. Stewart successfully developed, owned and operated multiple resort destinations across the United States. The California locations include resorts such as: Bass Lake Resort, Ahwahnee Resort, Merced River Resort and Pismo Creekside Resort.

FOUNDER OF THE HELP WORLDWIDE FOUNDATION: The HELP Worldwide Foundation is a 501(c)3 non-profit organization with the mission of training other non-profit organizations to be self-sufficient by using the perpetual fundraising revenue share from membership purchase transactions in the WeSave Network. The Foundation will train non-profit organizations and assist them in their implementation of the WeSave Network loyalty program.

FOUNDER OF THE CATHOLIC LOYALTY FOUNDATION: Catholic Loyalty Advocate for World Priest, Catholic Loyalty Social Network and The Catholic Loyalty Program.

PRESIDENT AND CHAIRMAN OF THE BOARD FOR WORLDPRIEST NORTH AMERICA: WorldPriest North America is a not-for-profit organization.

Bradley C. Hanson – CEO of WeSave and International Clearinghouse

Mr. Hanson serves as a member of the Board of Directors and is CEO of WeSave, Inc and International Clearinghouse, Inc. in the US. He also currently serves on the Board of Directors and as CEO of Bankaool, the first 100% digital bank in Mexico. Mr. Hanson recently retired as President, CEO and Director of Meta Financial Group, Inc. and MetaBank where he served since 2005. He still retains an advisory role with the companies.

With more than 25 years of experience in banking, payment cards, and financial technology, Mr. Hanson has been widely recognized for the founding role he played in the development and establishment of the prepaid/debit card industry. Mr. Hanson joined Meta Financial in May 2004 where he founded the Meta Payment Systems division. After serving as the President of MetaBank and the Meta Payment Systems division, Mr. Hanson was appointed Chief Executive Officer in October 2018. Mr. Hanson is responsible for taking MetaBank from a small regional bank to a multi-billion-dollar public company global leader in the pre-paid/debit card issuing and processing space. As such, the government chose MetaBank as the U.S. Treasury's Financial Agent for the U.S. Debit Card program tasked with being the leading issuer of the EIP/Stimulus Debit Cards during the COVID-19 pandemic.

Before joining Meta Financial, Mr. Hanson served as a Senior Vice President at BankFirst, where he gained experience in retail banking, mortgage lending, and credit cards, in addition to managing the technology and project management functions for the bank. Mr. Hanson holds a Bachelor of Arts degree in Economics from the University of South Dakota.

RJ Stewart – Chief Operating Officer

R.J. is a co-founder of Source, Inc., where he led the development of the first platforms for debit cards and early gift cards, in collaboration with early pioneers in the industry. In the early 90's he designed, patented, and marketed the first loyalty tracking program. R.J. advised in numerous fields as a business and technology consultant. He has brokered over 20 online portals for clients with international technology teams from Canada and abroad in the early e-commerce years and developed the architecture for the early, social networks designed for the television industry tied to the early goals to deliver competing content over the internet, including rNetwork® founded in early 2001, and educational software platforms. He has been a business financial consultant for a large benefits-and-rewards company and acted as cost analyst for several major companies, including launching over 100,000 merchants during the early implementation of the debit card industry. He has advised companies on professional purchasing including negotiating over a 150,000 products direct-to-manufacturer. Finally, R.J. has acted as professional consultant and project manager for commercial developments and resort properties assisting with contracts, business development, purchasing and operations. He has a Bachelor of Science in Business, is currently working on his Master's Degree, writing a thesis on The International Loyalty Coalition.

Kevin Rishell – Senior Contracts Administrator and WeSave Board Director

Kevin has an extensive award-winning background in sales, marketing, and management. He has held positions as a District Sales Manager, Director of Marketing, Manager of Distributor Relations, General Manager, Executive Vice President, and COO in small and mid-sized corporations.

He is an entrepreneur at heart and has owned and operated several start-up companies as President and CEO where he has honed his skills in business consulting, strategic planning, contract negotiations and all forms of business and legal documentation, raising capital, sales training, personal development coaching, and business management. Kevin is a well-rounded leader, business and sales consultant, inventor, creative writer and published author, life coach, and public speaker.

Kevin continues to consult with various companies regarding capital funding needs, marketing, and business opportunities. Currently, he works full-time as the Senior Contracts Administrator in the legal departments for Help Worldwide, Inc., Source, Inc., International Clearinghouse, Inc. and WeSave, Inc., where he also serves on their Board of Directors.

Kevin holds a Bachelor of Business Administration degree from James Madison University in Virginia with a major in Marketing and minoring in English and Economics. As an avid student, he has augmented his degree with numerous sales training, management, and leadership courses. Kevin is a father to four amazing daughters and a proud grandfather.

COMMITTEES OF THE BOARD OF DIRECTORS

Our Board of Directors does not maintain a separate audit, nominating or compensation committee. Functions customarily performed by such committees are performed by its Board of Directors as a whole. We are not required to maintain such committees under the rules applicable to companies that do not have securities listed or quoted on a national securities exchange or national quotation system. We have no plans in the foreseeable future to create board committees, including an independent audit committee.

DIRECTOR COMPENSATION

We do not currently have an established policy to provide compensation to outside members of our Board of Directors or Advisors for their services in that capacity, as we do not currently have any independent or outside directors. We intend to develop such a policy in the near future.

EXECUTIVE EMPLOYMENT AGREEMENTS

We have employment agreements and compensation arrangements with some, but not all of our executive officers at this time.

INDEMNIFICATION

The Company indemnifies WeSave's Board of Directors and may in the future indemnify its executive officers, employees and other agents of Company against judgments, settlements and other amounts actually and reasonably incurred if such person acted in good faith and in a manner that the person reasonably believed to be in the best interest of the Company, and in the case of a criminal proceeding, such person had no reasonable cause to believe that the person's conduct was unlawful. Expenses of a person entitled to indemnification incurred in connection with the defense or settlement of a matter will be paid by Company in advance of final disposition if such person gives an undertaking to repay such amount unless it is ultimately determined that such person is in fact entitled to be indemnified by the Company.

OUTSIDE ACTIVITIES

Executive officers shall devote such time to the conduct of the business of Company as is reasonably necessary to diligently manage Company's business and affairs. Some of the Company's management team are unpaid for their efforts on behalf of the Company but are expected to become employees of the Company upon funding received from this Offering.

In addition, some of our executive officers may also have other business interests to which they devote part of their time and attention and may engage in or possess interest in other business ventures. While each of the current executive officers has indicated to the Company that he or she has the resources necessary to fulfill his or her management obligations to all entities for which her or she is responsible, the participation of such officer in other entities may distract such officer from efficiently and timely conducting the Company's business, which could adversely affect our business and financial condition.

INVESTORS CONTEMPLATING A PURCHASE OF SHARES PURSUANT TO THIS OFFERING SHOULD SEEK INDEPENDENT LEGAL ADVICE REGARDING THE EFFECT OF THESE RESTRICTIONS. INDIVIDUAL TAX ADVICE SHOULD BE SOUGHT REGARDING THE TAX CONSIDERATIONS OF AN INVESTMENT IN OUR COMPANY BECAUSE THEY ARE COMPLEX AND VARY WITH INDIVIDUAL CIRCUMSTANCES.

FINANCIAL INFORMATION

Prospective investors and their professional advisors are invited to ask questions of, and receive answers from, the officers of the Company concerning the Company's plan of operation, its management and financial condition, this Offering and any other matter relating to this Offering. The Company will afford prospective investors and their professional advisors the opportunity to review materials relating to the Company to obtain any additional information (to the extent that the Company possesses such information and can acquire it without unreasonable expense) necessary to verify the accuracy of any information set forth in the Memorandum. Where the Company deems it prudent to do so, it may condition the disclosure of information which it deems confidential upon the execution and delivery to the Company by a prospective investor of a confidentiality agreement in form and substance acceptable to the Company.

All such supplemental information and materials will be made available at the offices of the Company, **24254 Main Street, Newhall, California 91321** (or at some other mutually convenient location) at any reasonable hour upon at least three (3) business days' prior notice to the Company.

ELIGIBLE INVESTORS AND SUITABILITY STANDARDS

The Company is offering the Shares on a "private placement" subscription basis to a limited number of qualified investors selected by the Company that are individuals, corporations, partnerships, limited liability companies, trusts and other entities that are "accredited investors" as defined in Rule 501(a) of the Securities Act (the "Offering") and meet the suitability requirements described below.

SUITABILITY REQUIREMENTS

Each investor must have funds adequate to meet personal needs and contingencies, must have no need for prompt liquidity from investment in the Company and must purchase the Offered Shares for long-term investment only and not with a view to resale or distribution.

Each investor, either alone or with a purchaser representative, must also have sufficient knowledge and experience in financial and business matters generally, and in securities investment in particular, to be capable of evaluating the merits and risks of investing in the Company. Because of the restrictions on withdrawing funds from the Company and the risks of investment (some of which are discussed under Section A – "Risk Factors"), an investment in the Company is not suitable for an investor that does not meet the suitability standards discussed in this Memorandum.

The Offered Shares are offered only to Accredited Investors who are citizens of the United States. The Company reserves the right to reject the Stock Purchase Agreement and Shareholder Agreement of any prospective investor for which it appears, in the exclusive discretion of the Company, that an investment in the Company may not be suitable.

A prospective investor should not, however, rely on the Company to determine the suitability of its investment in the Company. Investors that do not have a substantive and preexisting relationship with the Company or any of its directors or officers must not consider themselves to be offerees of the Offered Shares.

Securities will be sold only to an investor who:

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

(b) Acknowledges that the right to transfer the Securities 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 a market for the Securities; and

(c) Represent that such investor is an "accredited investor" under Regulation D promulgated under the Securities Act.

ACCREDITED INVESTOR REQUIREMENTS

"Accredited Investors" are those investors which make certain written representations that evidence that the investor comes within one of the following categories:

(1) A bank as defined in section 3(a)(2) of the Securities Act, or a savings and loan association or other institution as defined in section 3(a)(5)(A) of the Securities Act whether acting in an individual or fiduciary capacity; a broker or dealer registered pursuant to

section 15 of the Securities Exchange Act of 1934; an insurance company as defined in section 2(a)(13) of the Securities Act; an investment company registered under the Investment Company Act of 1940 or a business development company as defined in section 2(a)(48) of the Investment Company Act of 1940; a Small Business Investment Company licensed by the U.S. Small Business Administration under section 301(c) or (d) of the Small Business Investment Act of 1958; a plan established and maintained by a state of the United States of America, its political subdivisions, or any agency or instrumentality of a state of the United States of America or its political subdivisions, for the benefit of its employees that has total assets in excess of $5,000,000; an employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") if the investment decision is made by a plan fiduciary, as defined in section 3(21) of ERISA, which is either a bank, savings and loan association, insurance company or registered investment adviser, or if the employee benefit plan has total assets in excess of $5,000,000, or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;

(2) A private business development company as defined in section 202(a)(22) of the Investment Advisers Act of 1940;

(3) An organization described in section 501(c)(3) of the Internal Revenue Code, a corporation, a Massachusetts or similar business trust, partnership, or limited liability company not formed for the specific purpose of acquiring Units, with total assets in excess of $5,000,000;

(4) A natural person and your individual net worth, or joint net worth with your spouse (or spousal equivalent- a cohabitant occupying a relationship generally equivalent to that of a spouse), at the time of your purchase exceeds $1,000,000 (Note: For purposes of calculating net worth: (i) your primary residence shall not be included as an asset; (ii) indebtedness that is secured by your primary residence, up to the estimated fair market value of your primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of the sale of securities exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of your primary residence, the amount of such excess shall be included as a liability); and (iii) indebtedness that is secured by your primary residence in excess of the estimated fair market value of your primary residence shall be included as a liability). Further, you have adequate means of providing for all of your current and foreseeable needs and personal contingencies and have no need for liquidity in this investment;

(5) A natural person who had an individual income in excess of $200,000 in each of the two most recent years, or joint income with your spouse (or spousal equivalent- a cohabitant occupying a relationship generally equivalent to that of a spouse) in excess of $300,000 in each of those years, and you reasonably expect to reach the same income level in the current year. Further, you have adequate means of providing for all of your current and foreseeable needs and personal contingencies and have no need for liquidity in this investment;

(6) A trust, with total assets in excess of $5,000,000, not formed for the specific purpose of acquiring the Units, and this purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D promulgated under the Securities Act;

(7) An entity of which all of the equity owners are accredited investors as defined by any of the above subsections (1) through (6);

(8) A director, executive officer, or general partner of the Company as the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of the issuer;

(9) An entity that owns investments in excess of $5 million and that was not formed for the specific purpose of investing in the securities offered;

(10) An investment adviser registered under federal or state law (and Exempt Reporting Advisers relying on Section 203(m) or 203(l) of the Investment Advisers Act of 1940);

(11) A Rural Business Investment Company (RBIC) as defined in section 384A of the Consolidated Farm and Rural Development Act;

(12) An individual who has a professional certification, designation or credential from an accredited educational institution that the Commission designates as qualifying for accredited investor status;

(13) An individual who is a "knowledgeable employee" of a "private fund," which is defined to include an issuer that would be an investment company, but for the exclusions provided by Section 3(c)(1) or 3(c)(7) of the Investment Company Act of 1940;

(14) A "family office" as defined in rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940 with at least $5 million in assets under management and that was not formed for the specific purpose of acquiring the securities offered, and whose investment is directed by a person capable of evaluating the merits and risks of the prospective investment; or

(15) Any "family client", as defined in rule 202(a)(11)(G)-1 of the Investment Advisers Act of 1940, of a "family office" whose prospective investment is directed by that family office.

RELIANCE ON SUBSCRIBER INFORMATION

Representations and requests for information regarding the satisfaction of investor suitability standards are included in the Stock Purchase Agreement that each prospective investor must complete. The offered Shares have not been registered under the Securities Act and are being offered in reliance on section 4(2) thereof and Regulation D thereunder, and in reliance on applicable exemptions from state law registration or qualification provisions. Accordingly, before selling the Offered Shares to any offeree, the Company will make all inquiries reasonably necessary to satisfy itself that the prerequisites of such exemptions have been met. Prospective investors will also be required to provide whatever additional evidence is deemed necessary by the Company to substantiate information or representations contained in their respective Stock Purchase Agreements. The standards set forth above are only minimum standards. The Company reserves the right, in its exclusive discretion, to reject any Stock Purchase Agreement for any reason, regardless of whether a prospective investor meets the suitability standards contained herein. In addition, the Company reserves the right, in its exclusive discretion, to waive minimum suitability standards not imposed by law.

PURCHASE PROCEDURES

This Memorandum, including the Summary of Principal Terms contained herein, is qualified in its entirety by reference to the Stock Purchase Agreement, Shareholder Agreement and Shares, copies of which will be furnished to each qualified prospective investor as part of the subscription process. Those persons desiring to invest in the Offered Shares must execute a Stock Purchase Agreement and

Shareholder Agreement and return it to the Board of Directors at the address on the cover page to this Memorandum together with the purchase price. The Stock Purchase Agreement and Shareholder Agreement will include a power of attorney authorizing the Board of Directors to execute the Shares on each investor's behalf. The Board of Directors may accept or reject each prospective investor's purchase, in whole or in part, in the Board of Directors' sole and absolute discretion. No prospective investor will have any right to invest in the Company until the Board of Directors signs such investor's properly completed Stock Purchase Agreement and Shareholder Agreement.

The purchase price may be paid in cash via wire transfer, ACH or cashier's check sent in accordance with the following instructions:

Domestic Incoming Wires for WeSave, Inc.:

Beneficiary Bank Routing/ABA Number:	122243402
Beneficiary Bank Name and Address:	Bank of Southern California N.A.
Beneficiary Account Number:	WeSave, Inc.
Beneficiary Name and Address:	24254 Main Street Newhall, CA 91321-2911
Originator to Beneficiary Info:	

INTERNATIONAL SETTLEMENT INSTRUCTIONS FOR INCOMING WIRES

USD (US Dollars)

Wesave, Inc.
24254 Main Street
Newhall, CA 91321-2911
#1000068773

VIA SWIFT FORMAT MT103

SWIFT FIELD TAG	FIELD NAME (Field Tag Name)	INSTRUCTIONS
57D	Beneficiary Bank (Account with Institution)	Bank of Southern California, N.A. 12265 El Camino Real, Suite 100 San Diego, CA 92130 Routing/Transit Number: 122243402 **SWIFT CODE: SOCFUS66**

59	Beneficiary Customer (Beneficiary) **REQUIRED FIELDS**	**Name:** **Address (Line 1):** **Address (Line 2):** **City, State, ZIP:** **Account Number:**

ADDITIONAL INFORMATION

Prospective investors can send mail to 24254 Main Street, Newhall, California 91321

REPORTS

We are not subject to the information reporting requirements of the Securities Exchange Act of 1934, as amended, and accordingly do not file reports, proxy statements or other information with the Securities and Exchange Commission. We do not intend to become a reporting company or to deliver to our stockholders the quarterly and annual reports required by the Exchange Act.

LEGAL MATTERS

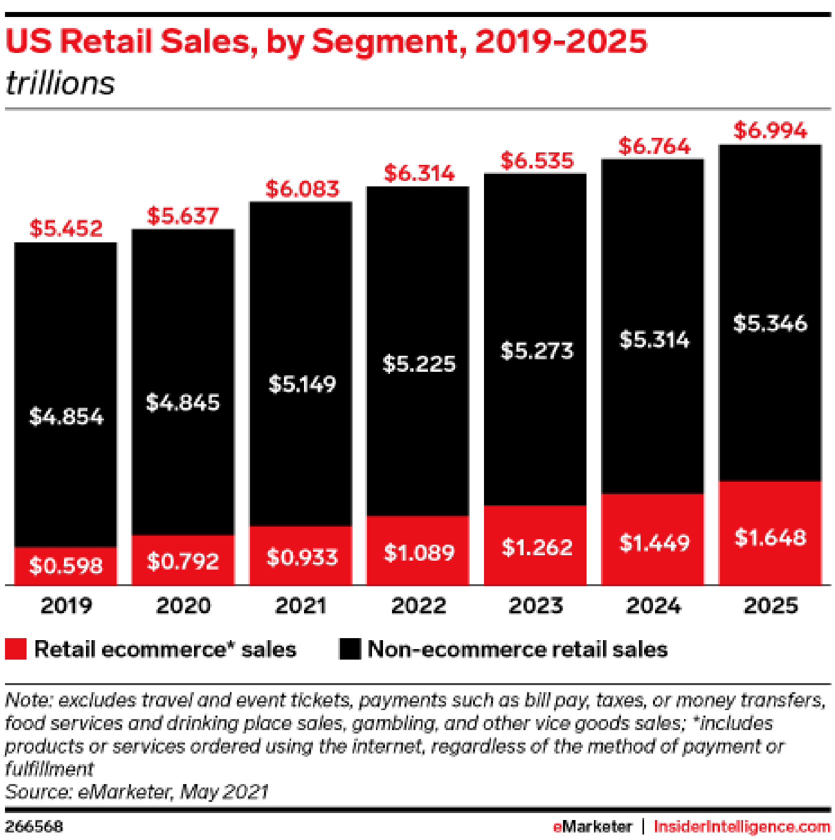
Investors seeking legal advice should retain their own independent legal counsel. Investors should consult their advisors regarding an investment in the Shares and conduct any due diligence they deem appropriate to verify the accuracy of the representations or information specified in this Memorandum.

APPENDIX A – MARKET ANALYSIS

ECOMMERCE MARKET STATISTICS AND ANALYSIS

- Revenue in the eCommerce market is projected to reach US$4,012,443m in 2022.
- Revenue is expected to show an annual growth rate (CAGR 2022-2025) of 11.56%, resulting in a projected market volume of US$5,571,603m by 2025.
- With a projected market volume of US$1,377,161m in 2022, most revenue is generated in China.
- In the eCommerce market, the number of users is expected to amount to 4,877.0m users by 2025.
- User penetration will be 53.8% in 2022 and is expected to hit 62.4% by 2025.
- The average revenue per user (ARPU) is expected to amount to US$979.36.

US ecommerce forecast revised upward, 18% growth expected in 2021



MORE THAN 1 IN 5 DIGITAL BUYERS WILL USE A 'BUY NOW, PAY LATER' SERVICE

Following a strong Q1 fueled by government stimulus, we have increased our forecast for US retail ecommerce sales in 2021.

US ecommerce sales are expected to grow 17.9% this year (higher than the 13.7% predicted in January 2021) **to reach $933.30 billion**.

That pushes ecommerce's share of total US retail sales to 15.3%, up from 14.0% last year. Ecommerce is now on track to surpass 20% of total retail by 2024.

Total retail sales this year will increase by 7.9% to $6.083 trillion, surpassing $6 trillion for the first time. The two fastest-growing categories are apparel and accessories (up 28.7%) and home furnishings (up 11.4%). And because online sales account for about one-third of both categories' total sales, those sectors will help drive overall ecommerce growth as well.

Meanwhile, total food and beverage sales are expected to show much flatter growth (3.3%) in 2021, after growing 11.8% in 2020. This comes despite ecommerce food and beverage sales growing by 21.7% this year, as online grocery shopping and dine-at-home behaviors spill over from last year. Another category that will see flatter growth this year, especially on the ecommerce side, is consumer electronics, whose online growth will drop to 12.0% after growing by 33.9% last year.

BUY NOW, PAY LATER

For the first time, we are forecasting the number of US consumers who will use a buy now, pay later (BNPL) service. **This year, 45.1 million people ages 14 and older will use a BNPL platform, up 81.2% over last year.** This represents more than one-fifth (21.5%) of digital buyers in the US. By 2025, that figure will grow to more than one-third.

Younger consumers are driving adoption. Millennials account for 42.7% of BNPL users 14 and older. That's followed by Gen Zers, which account for 30.3%.

"The pandemic has accelerated the growth of the BNPL industry by offering consumers more flexibility and easier payment plans," said Oscar Orozco, eMarketer forecasting director at Insider Intelligence. "The surge in ecommerce has also been a boon to the industry, as consumers have relied more on digital shopping to fulfill their needs. BNPL solutions also provide an alternative to consumers who have reservations about credit cards with high interest rates. Merchants have increasingly adopted these services at the point-of-sale as a way to attract consumers, increase average order value, improve conversion rates, and drive sales."

The top players in the space are Klarna, Afterpay, and Affirm. Klarna leads with 48.6% of BNPL users, followed by Afterpay with 28.1% and Affirm with 13.4%.

ADOBE DIGITAL TRENDS 2021 REPORT

Over the last year retailers have faced unprecedented challenges. The need to rapidly adapt to shifting consumer trends has never been more evident. For retailers that get it right, there is a huge opportunity to emerge from the COVID-19 crisis in better shape than ever.

This Econsultancy/Adobe report is based on the responses of multichannel and online-only retailers to the **2021 Digital Trends survey**. It explores the strategies and tactics being prioritized by companies in the retail sector, and it examines differences between top-performing companies and those in the mainstream.

The report highlights **how omnichannel strategies that embrace both digital interactions and traditional retail environments are crucial for success,** and how organizations need an integrated technology that enables them to combine a growing range of data sources to form a single view of the consumer.

Retailers are responding to the challenge of changing consumer behavior. More than half (57 percent) of retail respondents agree they had unusual freedom to experiment and innovate in marketing over the second half of 2020, while almost four in five (79 percent) say they have been unusually agile and able to take actions quickly. The best-performing retailers are significantly more likely than the mainstream to describe their culture as a collaborative working environment where every individual is valued, and communication is a top priority (33 percent for top-performing retailers vs. 23 percent for the mainstream).

Personalization will be crucial for delivering better customer experiences. Three-quarters of respondents (75 percent) say that *personalizing in-store experiences based on online behaviors* will be either "important" (39 percent) or “critically important” (36 percent) for meeting customer expectations, highlighting the need for a fully rounded view of customers to connect across different channels and in different environments.

Artificial intelligence (AI) will be instrumental for meeting customer expectations. Machine learning and AI will play a growing role in helping companies make more informed decisions regarding stock volume as customer demand fluctuates. According to the research, 44 percent of top-performing retailers regard AI as critical for meeting omnichannel customer expectations, compared to only 30 percent of mainstream companies.

SECTION 1: EVOLVING CUSTOMER BEHAVIOR ACCELERATES SHIFT TO DIGITAL.

There is no disguising the fact that the last year has been a highly challenging period for many traditional retailers, with reduced or non-existent footfall due to social distancing restrictions and lockdowns. Many retailers are still very much in survival mode after a prolonged period of deep uncertainty. But on a more positive note, **there has been a surge in online retail with significant e-commerce growth, and plenty of opportunities for omnichannel retailers who have been adaptable** in the face of unprecedented changes in customer behavior.

As digital touchpoints have become even more integral to the customer journey, retailers who have been agile and innovative in their thinking are rising from the ashes of the pandemic in a stronger and more future-proof position.

Using the U.S. market as an example, e-commerce penetration had been steadily increasing by around 1 percent year over year over the last decade, but **2020 saw 10 years of change in a matter of weeks as digital’s share of retail shot up to 33 percent.** This growth has further impacted holiday sales which exceeded $188 billion—32 percent growth over the 2019 season, according to Adobe data.

With consumers increasingly sold on the benefits of online shopping, retailers with a brick-and-mortar heritage must embrace an omnichannel approach to stay connected to customers while they are less able to visit physical stores.

The Econsultancy/Adobe *2021 Digital Trends* survey shows that for almost half (47 percent) of omnichannel retailers, this year’s **main physical location strategy will be opening hybrid stores that serve the needs of both in-store and online shoppers**

The Growth of Hybrid Retail Strategies

Attempts to bridge the physical and digital divide have led many retailers to open hybrid stores in the form **of store-as-hub locations.** This has been accompanied by strategies to minimize physical interactions with—and between—consumers as much as possible.

Solutions have included BOPIS (buy online, pick up in store) as well as curbside pick-up. **Retail lockers have also allowed consumers to collect online purchases in store at their convenience** (or, in the case of Amazon, at a range of partner locations).

For shoppers, these innovations mean they can bypass the checkout without having to interact with other customers and store workers or wait in a line.

Best Buy, which has transformed a quarter of its U.S. stores into e-commerce hubs since the start of the pandemic, is a good example of this strategy, enabling customers to pick up click-and-collect orders. According to CEO Corie Barry, converting 250 stores has enabled it to address permanent changes in customer behavior and fulfill online orders more efficiently.

Retailers Focus on The Mobile Experience

As well as being a highly significant source of direct sales, **the mobile channel is frequently the starting point in an omnichannel journey** that culminates in an in-store visit or curbside collection. Indeed, according to Adobe research, in November and December 2020 mobile traffic accounted for 60 percent of traffic and 40 percent of sales in the U.S. alone.

Its impact on the customer experience means that it continues to be a significant source of attention and expenditure for multichannel retailers. More specifically, in 2021 **retailers are most likely to be investing in mobile ordering (49 percent) and mobile applications (40 percent).**

In line with increasing health concerns of shoppers, retailers have also leaned in to mobile to reduce levels of in-store human interaction. More than a quarter (28 percent) of multichannel retailers say that this is one of their top-two priorities going forward.

Walmart's Scan & Go app is an example of how a retail brand is getting different channels together to create contactless, integrated CX through a much-simplified checkout process. Shoppers are able to easily locate, scan, and buy items directly via their handset, bypassing lines and avoiding the need to touch shared screens at checkout.

With less pressure on the checkout, this type of app can free up retail staff to help on the shop floor. Staff can educate customers about mobile shopping and provide additional customer service, giving them opportunities to upsell in store.

The Need for Agility

With consumers experimenting as a result of their usual stores being closed and preferred products unavailable, brands need to be more agile than ever to capitalize at a time when customers are establishing new patterns of behavior.

This research suggests that many retailers are responding to the challenge. More than half (57 percent) of the retailers surveyed either "agree" or "strongly agree" they had unusual freedom to experiment and innovate in marketing over the second half of 2020. Furthermore, almost four in five retail respondents (79 percent) say they have been unusually agile and able to take actions quickly.

The kind of fast decision-making that is required within an agile retail organization is built on foundations of strong communication, and this has been particularly important during the last year when the usual pressures of meeting sales targets have been exacerbated by store closures. Just over two-thirds of retail respondents (68 percent) either "agree" or "strongly agree" they had an unusually high level of communication

SECTION 2: RETAILERS MUST OVERCOME TECHNOLOGY CHALLENGES TO DELIVER BETTER EXPERIENCES TO NEW AND EXISTING CUSTOMERS.

The pandemic has accelerated the use of digital as a channel even among retailers that had previously shunned e-commerce. Indeed, around two-thirds (65 percent) of retailers report unusual growth in new prospects/customers, compared to less than half (46 percent) for non-retail survey respondents. Retail respondents are also significantly more likely than their peers to report unusual growth in digital/mobile visitors (69 vs. 60 percent).

Even brands with already existing e-commerce capabilities have had to shift focus. For example, following the prolonged closure of its museum and gift shop, London Transport Museum re-platformed to Adobe Magento 2 in July 2020. The result saw a 62 percent year-over-year increase in its online sales for the second half of 2020, according to its Head of Retail, Laura Mullins.

Furniture sales based on its range of moquette (the thick fabric used on Tube trains) have been a particular highlight. According to Mullins: “These have gone up 170 percent in part due to improved functionality such as the ability to see digital fabric swatches before clicking through and applying to your selected piece [of furniture], which has really helped to drive these important high-ticket sales.”

Greater Personalization and Digital Self-Service Will Shape the Future Of Retail.

As consumer journeys have evolved, so too has the nature of customer issues and pain points at different stages of the pre- and post-purchase journey. Many of these issues remain the same (e.g., “Will I get the best deal?” “Will the reality measure up to the photos?”), but COVID has added new layers of consideration, ranging from concerns about safety to the cleanliness of store environments.

In a digital world where everything is at the end of a keyboard, any wait for customer service feels increasingly old-fashioned. Unsurprisingly, when asked about the most important factors for meeting customers’ omnichannel service expectations, **75 percent of multichannel retailers regarded digital self-service as either “important” or “critically important”**.

Automation and technology are also helping improve in-store connections. Home Depot’s app is a case in point. By switching into “store mode,” customers can swiftly identify in which aisle a product is located and, if all else fails, an online sales associate is immediately available at the click of a button.

The store mode feature is contingent on **geotargeting, a capability which nearly three-quarters (73 percent) of executive respondents to our survey regard as “critical” or “important” to their efforts** to connect and deliver the right experience at the right time.

To continue **to thrive, retailers will need to be focused on the omnichannel experience**, underpinning their operations with a 360-degree view of the customer.

The importance of personalizing in-store experiences based on online behaviors (75 percent regarded it as either “critical” or “important” underscores the need to integrate not only marketing technology but also CRM and POS systems.

Legacy Systems Prevent Retailers from Delivering The Best Omnichannel Experiences.

Personalization also means overcoming legacy systems, seen as the greatest obstacle holding retailers back from delivering better experiences (35 percent). Unsurprisingly, our research found this problem to be significantly more pronounced for multichannel retailers (37 percent) compared to their online-only peers (20 percent) who are less likely to be burdened with older technology.

For some businesses, **the solution is to “reboot” with a new, unifying platform**. For example, 16 percent of respondents are exclusively using a cloud-based data platform for marketing data. But given the challenges with legacies, few retailers are in a position to start from scratch—with 40 percent looking to gain agility and access to the cloud in concert with existing systems.

Even as retailers try to cut costs and reduce the number of vendors on whom they depend, today’s complex ecosystem of third-party platforms, in-house, and point solutions will persist for some time, especially at large organizations. At the same time, agility and the capacity to add capabilities on demand are high priorities.

SECTION 3: CX, DATA INTEGRATION, AND OMNICHANNEL STRATEGIES ARE TOP PRIORITIES FOR RETAIL LEADERS.

This report has so far highlighted how retailers have been forced to adapt to changed customer behavior. But what characteristics separate top performers from the rest?

We compared executives working in organizations that had significantly outperformed against their primary competition over the last six months of 2020 (the "leaders") with those that had either slightly outperformed, kept pace, or underperformed (the "mainstream").

At first glance, a defining characteristic of top performers relates to their perceived CX maturity, with 39 percent of leaders rating their strategy and technology alignment to be "very advanced" compared to 12 percent of the mainstream.

The agility that results from effective alignment between strategy and technology is fundamental at a time of universal change. Elsewhere our research found that top performers are 10 percentage points more likely than the mainstream to describe a collaborative working environment where every individual is valued, and communication is a top priority (33 vs. 22 percent).

Indeed, UK supermarket Tesco is a good example of the benefits gained from **a more collaborative working culture**. According to its Chief Customer Officer Alessandra Bellini: "We changed the way we work together, and we changed the way we work with our agencies and partners and that's a huge benefit—the only benefit of the crisis. We really shortened the timeline and the chain of conversation and discussion from insight to brief to execution.

This cultural change enabled the grocer to quickly assess which existing campaigns were best aligned with emerging trends. For starters, it found its Food Loves Stories campaign (featuring real members of the public dedicating the food they love to the people they love) taking on greater resonance with the uptick in home cooking and baking.

It "provided a very important platform to communicate every week to customers and inspire them, guide them, and give them support," said Bellini.

High-performing retailers are using multiple data sources for personalization.

Given shifting customer behaviors and attitudes over the last 12 months, there's no denying the critical importance of understanding how customers interact with content. Only then can retailers deliver experiences that are in tune with mindsets—and build loyalty.

Unsurprisingly, our research indicates top performers are less likely to be challenged by technology and organizational silos, being twice as likely as the mainstream to be using more than 10 different data sources to **personalize the customer experience** (20 vs. 9 percent).

Those retail brands in the best position to succeed through improved marketing efficiency and sales will be those that can **best service their customers' needs based on a truly cross-channel understanding of their purchases and behavior.**

With a single customer view based on unified customer data, companies are in a better position to generate actionable insights which they can then use to target the right recommendations and discounts to the most appropriate customer segments. Moreover, this approach enables them to create enhanced experiences such as personalized in-store messages and post-purchase follow-up communications.

AI will be critical for forecasting future trends and improving CX, even as digital self-service helps meet customers' expectations.

As analytics-driven insights become more important for navigating the retail landscape and as customer demand fluctuates, machine learning and AI are helping companies make more informed decisions regarding stock volume. Most large retailers already rely on forecasting tools and demand management software, but these solutions are even more important in high-risk and unpredictable circumstances. **44 percent of top-performing retailers regard AI as "critical" for meeting omnichannel customer expectations,** compared to only 30 percent of mainstream companies.

Australian supermarket Coles is an example of a retailer using AI to help retain customers and improve their in-store experiences, using the technology to optimize everything from supply chain management to personalized customer recommendations based on past purchases, community events, and even the local weather.

Technology is also playing an important role in helping retail brands meet the sizeable challenge of producing the myriad content variations required for truly personalized content based on what can be a huge number of variables such as context, channels, location, and past purchases.

Sportswear company Under Armour is a good example of a brand that has been able to level up its content management capabilities by using **Adobe Experience Manager to make a wide variety of assets available both externally and internally.** The brand produces hundreds of thousands of creative assets, including product shots, marketing copy, store displays, videos, and images of the gear in action, worn by baseball, basketball, and golf stars. The company is now able to share content more effectively with wholesale partners, who need to be able to download product photos for use in catalogs, websites, and in-store materials.

The research also shows how high-performing companies have been faster to recognize the importance of digital self-service for better CX and accelerated journeys to purchase. About half (52 percent) of high-performing companies say this is now "critically important," compared to a third (33 percent) of mainstream retailers. Top-performing multichannel retailers are also more likely than the mainstream to acknowledge that personalized in-store experiences based on online behaviors are either "important" or "critical" (80 vs. 73 percent).

Four key takeaways for the retail sector.

1. **Retailers need to be agile in the face of unprecedented disruption.**
   The disruption caused by the pandemic should act as a wake-up call for retailers, forcing the hand of brands that have traditionally been slow to capitalize on emerging trends. For retailers to remain competitive—or even just to remain in business—current events provide the catalyst to innovate and transform organizational structures and processes that are no longer fit for purpose. Those companies that are agile and can evolve in response to shifting customer trends will reap the benefits of higher revenues and stronger customer relationships, maintaining and building on incremental gains long after the pandemic passes.

2. **Seize the opportunity to innovate through mobile and digital self-service.**
   As customer behavior evolves, the onus is on retailers to experiment with technology that promotes customer engagement through digital channels. Top of mind for consumers is the ability to shop with minimal exposure to other customers, whether from home via desktop and mobile, or in store with contactless technology. As we emerge from the pandemic, investment in digital self-service will help convert prospects into customers—and turn customers into advocates of your brand. Better self-service technology frees up staff to support shoppers and focus on delivering winning customer experiences.

3. **Omnichannel retailers need to focus on hybrid strategies.**
   While the shift to e-commerce provides new opportunities for brands, online cannot replicate every aspect of the physical customer journey, nor can it provide the same opportunities for forging deeper relationships to build customer lifetime value. Multichannel retailers need to think about how their brick-and-mortar

stores can be used to harness more experiential marketing opportunities, while also evolving them into e-commerce hubs for click and collect.

4. **Retailers need integrated technology for personalization.**
   Retail brands long held back by legacy technology need to acknowledge the extent to which these systems are limiting their ability to deliver personalized experiences. Integrated software is required to stitch together a growing number of data sources as the digital customer footprint becomes larger and larger and marketing technologies proliferate. Without a truly 360-degree view of the customer, personalized experiences are impossible to deliver.

TOP 5 B2B ECOMMERCE PLATFORMS FOR MULTI-VENDOR MARKETPLACES IN 2021-22

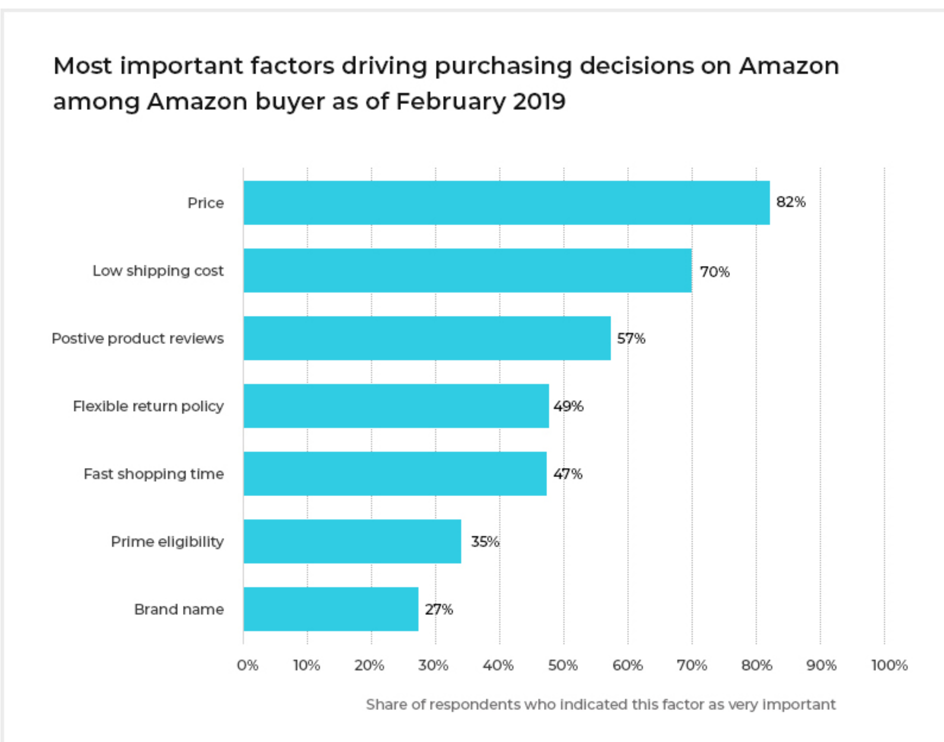
Last Updated: 9th September 2021

https://www.fatbit.com/fab/top-5-b2b-ecommerce-platforms-multi-vendor-marketplaces/

B2B sellers are using eCommerce platforms to generate new and repeat customers. According to Forrester's report, **the B2B eCommerce market in the US will reach around $1.8 trillion by 2023, accounting for 17% of all B2B sales in the US.**

The B2B eCommerce marketplace is gaining steam and the significant driver of this growth is Amazon Business (B2B marketplace by Amazon) which surpassed $10 billion in 2018. According to RBC Capital Markets – a financial service company**, the Amazon B2B marketplace will reach a revenue of $31 billion by 2023.**

In 2018 a survey was conducted on 276 wholesalers, manufacturers, and distributors in the B2B marketplace. Out of these, nearly 60% of manufacturers and 38% of wholesalers and distributors did not operate on any eCommerce sites. But **around 75% of them planned to launch an eCommerce marketplace within two years.** Moreover, eCommerce sites accounted for nearly 7.2% of total B2B sales in 2018, and B2BecNews estimated recently that sales percentage will rise sharply in the coming years.



ESSENTIAL FEATURES OF A B2B MARKETPLACE FROM VENDOR PERSPECTIVE

- ***Easy Vendor Listing/Registration***

  A B2B eCommerce marketplace must enable **third-party vendors to easily register or create their own product listings. They must also have an individual profile page to showcase these listings to the customers. This is an essential feature for a multi-vendor store**.

- ***Real-Time Inventory Updates***

  Another must-have feature for a successful B2B marketplace, **real-time inventory updates allow better inventory management for vendors.** This feature tracks the current stock level and allows the vendor to list products accordingly, keeping them informed. The majority of multi-seller marketplaces provide real-time inventory updates to vendors.

- ***Separate Vendor Store***

  An eCommerce marketplace must allow a separate vendor store with a unique URL on a single domain. This separate storefront allows the vendor to easily manage products, change featured image, and much more. It is a must-have feature for a B2B multi-vendor marketplace.

- ***Bulk Price Discounts & Minimum Order Discounts***

  Merchants or wholesalers often provide bulk pricing or discount on certain products in higher quantities. This encourages buyers to purchase more and in bulk, building customer loyalty. Another discount on a minimum order value set by the seller also encourages buyers to purchase in higher quantities. Both these discounts are an invaluable addition to an eCommerce marketplace.

- ***Tax Management***

  Different sales tax in different regions calls for better management of tax. With the tax management feature, B2B eCommerce marketplace platforms allow sellers to input correct tax information and product taxes in a streamlined manner. Also, there are tax management APIs like Quickbooks that come pre-integrated in multi-seller eCommerce software to run a marketplace successfully.

- ***Customer Segmentation And Associated Product Price***

  Also termed as market segmentation, customer segmentation means dividing potential customers into discrete groups in a market. This division is based upon customers with similar needs or buying characteristics. According to Statista, nearly 60% of UK's B2B eCommerce businesses in 2013 segmented online customers based upon their historic spend.

TOP 5 B2B ECOMMERCE PLATFORMS FOR MULTI-VENDOR MARKETPLACES

CS-Cart

Introduction – Founded in 2005 in the US, CS-Cart is a reliable multi-vendor software for marketplaces. The scalable platform is suitable for both startups as well as B2B eCommerce stores. It offers a customizable storefront, advanced admin panel, and integrations with major shipping and payment services.

Features – CS-Cart released a new stable version 4.13.2 with minor fixes and improvements. Its top features include real-time shipping rate estimation, tax management, CRM, multi-store management, and more. With CS-Cart one has the ability to manage the newsletter and send mass notifications with ease.

Comparison Chart – Brief Analysis

	YoKart	Magento	Prestashop	CsCart	BigCommerce enterprise
MultiVendor Functionality	Yes	Single vendor store by default but can be scaled through multi-vendor marketplace extensions	Yes, with advanced Multi-Vendor marketplace add-ons and modules.	Yes	Single vendor store by default but can be scaled through multi-vendor marketplace extensions
Architecture & Source	Yo!Kart is developed on a light-weight, customizable framework & follows standard MVC architecture. Also, the framework's core script files are provided in an encrypted format.	Magento's modular architecture allows customizations on both front-end and back-end. It is an open-source eCommerce platform easy-to-customize.	PrestaShop is a free, open-source & downloadable software based upon an MVC architecture.	CS-Cart follows a modular architecture philosophy. It features an open-source code with MySQL database technology and Smarty template engine.	BigCommerce Enterprise is based upon a high-performance RESTful API structure with JSon media type and uses UTF-8 character coding. It is a cloud-based Sofware-as-a-service (Saas) platform.
Analytics & Reporting	Yo!Kart offers in-built reporting and analytics tools to quantify your business.	Magento uses different extensions for reporting and analysis features.	Requires add-ons and modules to integrate reporting and analytics features.	Reporting and analytics is an add-on feature in CS-Cart.	BigCommerce analytics dashboard drives real-time business impact with critical metrics.
Extensions	Built on custom script files with features/functionalities developed by Yo!Kart experts ensuring a robust system. No extension required!	Magento requires multiple extensions (both free and paid) to implement various features. These extensions often result in conflict and require an effort to resolve.	PrestaShop is an open-source platform that relies on several add-ons and modules. These extensions come at a steep price.	From Facebook Pixel extension to SEO Templates, CS-Cart offers several add-ons to the marketplace.	BigCommerce requires several extensions and add-ons for various functionalities.
Integrations	Yo!Kart comes pre-integrated with PayPal Payout, Mailchimp, Twilio, ShipStation, TaxJar and many more APIs. Also, the multi-vendor platform can be seamlessly integrated with almost any API.	Strong internal knowledge of Magento internal processes and PHP is required to implement even a simple integration.	PrestaShop add-ons and modules are used for any 3rd party integration synchronized to your store.	CS-Cart charges extra for add-ons and supported integrations with PayPal, Quickbooks and several third-party APIs.	Many powerful enterprise integrations and eCommerce apps are available in the BigCommerce marketplace.
Security	Yo!Kart isn't an open-source platform that makes it less prone to security issues. Also, the in-house framework is delivered in an encrypted format.	Magento is an open-source platform that relies on third-party extensions. The platform is prone to security concerns.	There are critical security vulnerabilities in PrestaShop modules which the attackers could exploit to take control of the website remotely.	CS-Cart also has several security vulnerabilities that earlier allowed attackers to execute arbitrary PHP code or even SQL commands to remotely access the store.	BigCommerce is certified Level 1 PCI-DSS compliant offering multiple layers of security with DDOS protection.
SEO Tools	Yo!Kart offers complete control to rewrite SEO-Friendly URLs and change meta information for products, categories and content pages. Plus, clients get digital marketing services free for a month.	Magento also allows you to rewrite URLs or change meta titles/descriptions with ease. Also, there are Magento SEO extensions available for implementation and use.	PrestaShop SEO add-ons and modules are available to optimize an eCommerce store for small and medium-sized businesses. These modules allow optimization and improvement in website traffic.	From complete web store optimization to visibility improvement on search engines, CS-Cart provides several paid add-ons for its SEO services. Implement these add-ons to boost your eCommerce business.	BigCommerce SEO services include 4-hour remote sessions with a growth coach on SEO optimization (at $600), SEO Audit (at $750) and Conversion Audit (at $750). Plus, you can always integrate SEO tools from the marketplace both free and paid.
Technical Support	Free 12-months after-sales support for the product.	Magento offers paid technical support to store owners.	PrestaShop has no support team but an open-source community. Also, there are several optional support plans that cost several hundred dollars.	Every CS-Cart B2B license includes 30-days free technical support. It is paid afterwards!	BigCommerce Enterprise plans include live agent support, API support, strategic account management and more.