US Robots

Confidential Private Placement Memorandum

Memorandum dated: September 2, 2026

Prepared for Accredited Investors Only:

REQUIREMENT

This Private Placement Memorandum for Common Stock – Class A is only intended for "Accredited Investors" only. This Offering is being offered pursuant to the Regulation D – 506 (c) under the Securities Act and applicable state securities law exemptions. All investors will be required to execute a Exhibit A - "Subscription Agreement" and each investor must represent and warrant they are an "Accredited Investor" and must complete the forms included in this Memorandum under Exhibit B – "Investor Suitability & Accredited Investor Questionnaire" and Exhibit C – "Accredited Investor Certification" before investing.

US ROBOTS Inc.
12200 Distribution Place
Beltsville, Maryland 20705
(301) 595-8937

NOTICE

THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM, AS IT MAY BE AMENDED, RESTATED, SUPPLEMENTED OR OTHERWISE MODIFIED FROM TIME TO TIME (THIS "MEMORANDUM"), IS INTENDED SOLELY FOR THE USE OF THE PERSON TO WHOM IT HAS BEEN DELIVERED BY EITHER US ROBOTS INC. OR THEIR AUTHORIZED REPRESENTATIVE FOR THE PURPOSE OF EVALUATING A POSSIBLE INVESTMENT BY THE RECIPIENT IN US ROBOTS INC. (THE "COMPANY"), AND IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSONS.

THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY OF THE STATES OF THE UNITED STATES. THE OFFERING CONTEMPLATED BY THIS MEMORANDUM WILL BE MADE IN RELIANCE UPON AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT FOR OFFERS AND SALES OF SECURITIES WHICH DO NOT INVOLVE ANY PUBLIC OFFERING AND ANALOGOUS EXEMPTIONS UNDER STATE SECURITIES LAWS.

THE COMPANY HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE INVESTMENT COMPANY ACT OF 1940, AS AMENDED (THE "1940 ACT").

EACH SUBSCRIBER WILL BE REQUIRED TO CERTIFY THAT IT IS (I) AN "ACCREDITED INVESTOR," AS DEFINED IN REGULATION D UNDER THE SECURITIES ACT AND (II) EITHER A "QUALIFIED PURCHASER" AS DEFINED UNDER SECTION 2(A)(51) OF THE 1940 ACT AND THE RULES THEREUNDER OR A "KNOWLEDGEABLE EMPLOYEE" AS DEFINED UNDER RULE 3C-5 OF THE 1940 ACT.

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES ARE SUITABLE ONLY FOR SOPHISTICATED INVESTORS WHO DO NOT REQUIRE IMMEDIATE LIQUIDITY FOR THEIR INVESTMENTS, FOR WHOM AN INVESTMENT IN THE COMPANY DOES NOT CONSTITUTE A COMPLETE INVESTMENT PROGRAM AND WHO FULLY UNDERSTAND AND ARE WILLING TO ASSUME THE RISKS INVOLVED IN THE COMPANY'S INVESTMENT PROGRAM. THE COMPANY'S INVESTMENT PRACTICES, BY THEIR NATURE, MAY BE CONSIDERED TO INVOLVE A SUBSTANTIAL DEGREE OF RISK. SUBSCRIBERS FOR INTERESTS MUST REPRESENT THAT THEY ARE ACQUIRING THE INTERESTS FOR INVESTMENT.

PROSPECTIVE INVESTORS SHOULD NOT CONSTRUE THE CONTENTS OF THIS MEMORANDUM AS LEGAL, TAX OR FINANCIAL ADVICE. EACH PROSPECTIVE INVESTOR SHOULD CONSULT HIS OWN PROFESSIONAL ADVISORS AS TO THE LEGAL, TAX, FINANCIAL OR OTHER MATTERS RELEVANT TO THE SUITABILITY OF AN INVESTMENT IN THE COMPANY FOR SUCH INVESTOR.

THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM, AND MAY NOT BE SOLD OR OTHERWISE TRANSFERRED EXCEPT IN ACCORDANCE WITH THE REQUIREMENTS AND CONDITIONS DESCRIBED IN THIS MEMORANDUM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

THIS MEMORANDUM SHALL NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY, NOR SHALL THERE BE ANY SALE OF SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE IS NOT AUTHORIZED OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER, SOLICITATION OR SALE. NO PERSON HAS BEEN AUTHORIZED TO MAKE ANY REPRESENTATIONS CONCERNING THE COMPANY WHICH ARE INCONSISTENT WITH THOSE CONTAINED IN THIS MEMORANDUM. PROSPECTIVE INVESTORS SHOULD NOT RELY ON ANY INFORMATION NOT CONTAINED IN THIS MEMORANDUM. THIS MEMORANDUM MAY BE UPDATED FROM TIME TO TIME. INVESTORS SHOULD ASK IF ANY SUPPLEMENTS TO THE MEMORANDUM OR ANY LATER MEMORANDUM HAVE BEEN ISSUED.

THE SECURITIES OF THE COMPANY OFFERED HEREBY HAVE NOT BEEN REGISTERED WITH OR APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION (THE "SEC") OR ANY STATE SECURITIES COMMISSION.

THIS MEMORANDUM, INCLUDING ANY EXHIBITS HERETO, IS SUBMITTED ON A CONFIDENTIAL BASIS FOR USE BY A LIMITED NUMBER OF PROSPECTIVE INVESTORS SOLELY WITH THE CONSIDERATION OF THE PURCHASE OF THE SECURITIES OFFERED HEREBY. IN ADDITION, THIS MEMORANDUM CONSTITUTES AN OFFER ONLY IF A NAME AND IDENTIFICATION NUMBER APPEAR IN THE APPROPRIATE SPACES PROVIDED ON THE COVER PAGE HEREOF AND CONSTITUTES AN OFFER ONLY TO THE PERSON WHOSE NAME APPEARS THEREON. ANY REPRODUCTION OR DISTRIBUTION OF THIS MEMORANDUM IN WHOLE OR IN PART, OR THE DIVULGENCE OF ANY OF ITS CONTENTS, WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMPANY, IS PROHIBITED. ANY DISTRIBUTION OF THIS MEMORANDUM TO ANY PERSON OTHER THAN THE OFFEREE NAMED ABOVE IS UNAUTHORIZED. ANY PERSON ACTING CONTRARY TO THE FOREGOING RESTRICTIONS MAY PLACE HIMSELF/HERSELF/ITSELF AND THE COMPANY IN VIOLATION OF FEDERAL AND/OR STATE SECURITIES LAWS.

THE COMPANY IS A SEPARATE ENTITY WITH ITS OWN DISTINCT INVESTMENT OBJECTIVES, POLICIES, RISKS AND EXPENSES, AS EXPLAINED HEREIN. SOME OF THE INFORMATION CONTAINED IN THIS MEMORANDUM CONSTITUTES "FORWARD-LOOKING STATEMENTS." THESE CAN BE IDENTIFIED BY THE USE OF FORWARD-LOOKING TERMINOLOGY SUCH AS "MAY," "WILL," "SHOULD," "EXPECT," "ANTICIPATE," "PROJECT," "ESTIMATE," "INTEND," "CONTINUE" OR "BELIEVE" OR THE NEGATIVES THEREOF OR OTHER VARIATIONS THEREON OR OTHER COMPARABLE TERMINOLOGY. DUE TO VARIOUS RISKS AND UNCERTAINTIES, INCLUDING THOSE DESCRIBED IN THIS MEMORANDUM, ACTUAL EVENTS OR RESULTS AND THE PERFORMANCE OF THE COMPANY MAY DIFFER MATERIALLY FROM THOSE REFLECTED OR CONTEMPLATED IN SUCH FORWARD-LOOKING STATEMENTS. THE COMPANY MAKES NO REPRESENTATION OR WARRANTY AS TO FUTURE PERFORMANCE OR SUCH FORWARD-LOOKING STATEMENTS.

NOTICE TO RESIDENTS OF ALL STATES

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

FOR ALABAMA RESIDENTS ONLY:

These Securities are offered pursuant to a claim of exemption under the Alabama Securities Act. A registration statement relating to these securities has not been filed with the Alabama Securities Commission. The Commission does not recommend or endorse the purchase of any securities, nor does it pass upon the accuracy or completeness of this private placement memorandum. Any representation to the contrary is a criminal offense.

FOR ALASKA RESIDENTS ONLY:

The Securities offered have not been registered with the Administrator of Securities of the State of Alaska Provisions of 3 MC 08.500-3 through MC 08.506. The investor is advised that the Administrator has made only a cursory review of the registration statement and has not reviewed this document since the document is not required to be filed with the Administrator. The fact of the registration does not mean that the Administrator has passed in anyway upon the merits, recommended, or approved the securities. Any representation to the contrary is a violation of A.S. 45.55.170.

FOR ARIZONA RESIDENTS ONLY:

The Securities offered hereby have not been registered under the Securities Act of the State of Arizona (the "Arizona Act") and they therefore have the status of securities acquired in an exempt transaction under ARS section 44-1844 of the Arizona Act. The Securities cannot be resold without registration under the Arizona Act or unless an exemption therefrom is available.

FOR CALIFORNIA RESIDENTS ONLY:

These Securities have not been registered under the Securities Act of 1933, as amended, or the California Corporations Code by reason of specific exemptions thereunder relating to the limited availability of the offering. These Securities cannot be sold, transferred, or otherwise disposed of to any person or entity unless subsequently registered under the Securities Act of 1933, as amended, or the California Corporations Code, if such registration is required.

FOR COLORADO RESIDENTS ONLY:

These Securities have not been registered under the Securities Act of 1933, as amended, or the Colorado Securities Act of 1981 by reason of specific exemption thereunder relating to the limited availability of this offering. These securities cannot be sold, transferred or otherwise disposed of to any person or entity unless subsequently registered under the Securities Act of 1933, as amended, or the Colorado Securities Act of 1981, if such registration is required.

FOR CONNECTICUT RESIDENTS ONLY:

These Securities have not been registered under Section 36-495 of the Connecticut Uniform Securities Act and, therefore, cannot be resold unless they are registered under such Act, or unless an exemption from registration is available.

FOR DELAWARE RESIDENTS ONLY:

These Securities have not been registered under the Delaware Securities Act. These Securities are subject to restrictions on transferability and sale. They cannot be sold or transferred except in a transaction which is exempt under such act or pursuant to an effective registration statement under such Act.

FOR FLORIDA RESIDENTS ONLY:

The Securities referred to herein will be sold to, and acquired by, the investor in a transaction exempt under §517.061 of the Florida Securities Act. The shares have not been registered under said Act in the State of Florida. Unless the securities are registered, they may not be reoffered for sale or resold in the state of Florida except in an exempt security or in an exempt transaction under said Act. If the investor is a citizen or resident of the State of Florida and the investor is not a bank, trust company, savings institution, insurance company, dealer, investment company as defined by the Investment Company Act, or pension or profit-sharing trust, the investor acknowledges that any sale of the shares to the investor is voidable by the investor either within three days after the first tender of consideration is made by the investor to the company, an agent of the company, or an escrow agent, or within three days after the availability of that privilege is communicated to the investor, whichever occurs later. Each person entitled to exercise such right to withdraw and who wishes to exercise such right must cause a written notice or telegram to be sent to the issuer or placement agent within the aforementioned three-day period.

NOTICE TO GEORGIA OFFEREES:

These Securities have not been registered under the Securities Act of 1933, as amended, or the Securities Act of any jurisdiction by reason of specific exemption thereunder relating to the limited availability of this offering. These Securities cannot be sold, transferred, or otherwise disposed of to any person or entity unless subsequently registered under the Securities Act of 1933, as amended, or applicable state securities law, if such registration is required.

NOTICE TO HAWAII OFFEREES:

Neither this memorandum nor the Securities described herein have been approved or disapproved by the Commissioner of Securities of the State of Hawaii, nor has the Commissioner passed upon the accuracy or adequacy of this memorandum.

NOTICE TO ILLINOIS RESIDENTS ONLY:

The Securities have not been approved or disapproved by the Secretary of State of Illinois, or the State of Illinois, nor has the Secretary of state of Illinois or the State of Illinois passed upon the accuracy or adequacy of this memorandum. Any representation to the contrary is a criminal offense.

NOTICE TO INDIANA OFFEREES:

These Securities have not been registered under Section 3 of Chapter 1 of the Indiana Securities Act. The Securities purchased may not be resold without registration under this Chapter or an exemption therefrom.

NOTICE TO KANSAS OFFEREES:

These Securities have not been registered under the Securities Act of 1933, as amended, or the securities act of any jurisdiction by reason of specific exemption thereunder related to the limited availability of the offering. These Securities cannot be sold, transferred, or otherwise disposed of to any person or entity unless subsequently registered under the Securities Act of 1933, as amended, or applicable state securities law, if such registration is required.

FOR KENTUCKY RESIDENTS ONLY:

The Securities presented in this memorandum and subscription documents are being sold pursuant to a claim of exemption from the registration or qualifications provisions of the federal and state securities laws and may not be sold or transferred without compliance with the registration or qualification provisions of applicable federal and state securities laws or applicable exemptions therefrom.

FOR LOUISIANA RESIDENTS ONLY:

The Securities of this offering have not been registered under the Louisiana Securities Law (the "Louisiana Act") and therefore cannot be resold or transferred by the investor except in a transaction, which is exempt under the Louisiana Act or pursuant to an effective registration statement under the Louisiana Act.

FOR MARYLAND RESIDENTS ONLY:
The Securities referred herein will be sold to, and acquired by, the purchaser in a transaction exempt under Section 11- 602 (9) of the Maryland Securities Act. The Securities cannot be sold or transferred except under such Act or pursuant to an effective registration statement under such Act.

FOR MASSACHUSETTS RESIDENTS ONLY:
These Securities have not been registered under the Securities Act of 1933, as amended, or the Massachusetts Uniform Securities Act, by reason of specific exemptions thereunder relating to the limited availability of the offering. These Securities cannot be sold, transferred, or otherwise disposed of to any person or entity, unless subsequently registered under the Securities Act of 1933, as amended, or the Massachusetts Uniform Securities Act, if such registration is required.

Commonwealth accredited investors, who are natural persons, shall not invest more than 25% of the purchaser's net worth (excluding principal residence and its furnishings). The purchaser's net worth shall include the net worth of his/her spouse, if applicable.

FOR MINNESOTA RESIDENTS ONLY:
These Securities represented by this memorandum have not been registered under the Minnesota Securities Laws and may not be sold, transferred, or otherwise disposed of except to registration or exemption therefrom.

FOR MICHIGAN RESIDENTS ONLY:
These Securities have not been registered under the Michigan blue sky laws. These securities may not be resold without registration under Michigan blue sky law or under an exemption therefrom.

NOTICE TO MISSISSIPPI OFFEREES:
These Securities are offered pursuant to a claim of exemption under the Mississippi Securities Act. A registration statement relating to these Securities has not been filed with the Mississippi Secretary of State. The Secretary of State has not passed upon the value of these Securities and has not approved or disapproved this offering. The Secretary of State does not recommend the purchase of these or any other Securities. There is no established market for these Securities and there may not be a market for these Securities in the future. The subscription price of these Securities has been determined by the company and is not an indication of the actual value of these Securities. The purchaser of these Securities must meet certain suitability standards and be in a position to bear an entire loss of his/her/its investment. These Securities may not be transferred for a period of one year, except in a transaction, which is exempt under the Mississippi Securities Act or any transaction in compliance with the Mississippi Securities Act.

FOR MISSOURI RESIDENTS ONLY:
These Securities have not been registered under the Securities Act of 1933, as amended, or the securities act of any jurisdiction by reason of specific exemption thereunder relating to the limited availability of the of the offering. These Securities cannot be sold, transferred or otherwise disposed of to any person or entity unless subsequently registered under the Securities Act of 1933, as amended, or applicable state securities laws, if such registration is required.

FOR NEW JERSEY RESIDENTS ONLY:
This private offering memorandum has not been filed with or reviewed by the New Jersey Bureau of Securities of the Department of Law and Public Safety of the State of New Jersey prior to its issuance and use. Neither the Attorney General of the State of New Jersey nor the Bureau of Securities have passed on or endorsed the merits of this offering. Any representations to the contrary are unlawful.

NOTICE TO NEW MEXICO OFFEREES:
The Securities herein are offered pursuant to an exemption from the registration requirements of the Securities Act of New Mexico (the "New Mexico Act"). Accordingly, the New Mexico Securities Bureau has not reviewed the offering of these Securities and has not approved or disapproved this offering. The New Mexico Securities Bureau has not passed upon the value of the Securities or upon the adequacy or accuracy of information contained in this private offering memorandum.

The Securities have not been registered under the New Mexico Act and therefore cannot be resold in New Mexico unless they are registered under the provisions of the New Mexico Act or unless an exemption from registration is made.

NOTICE TO NEW YORK OFFEREES:
This private placement memorandum has not been reviewed by the Attorney General prior to its issuance and use. The Attorney General of the State of New York has not passed on or endorsed the merits of this offering. Any representation to the contrary is unlawful.

This private placement memorandum does not contain an untrue statement of material fact or omit to state a material fact necessary to make the statements made in the light of the circumstances under which they were made, not misleading. It contains a fair summary of the material terms and documents purported to be summarized herein.

NOTICE TO NORTH CAROLINA OFFEREES:
The Securities are offered pursuant to a claim of exemption under the North Carolina Securities Act. The North Carolina Securities Commissioner neither recommends nor endorses the purchase of any securities, nor has the Administrator passed upon the accuracy of the information provided herein. Any representation to the contrary is a criminal offense.

NOTICE TO OHIO OFFEREES:
These Securities have not been registered under the Ohio Securities Act (the "Ohio Act") and therefore cannot be resold or transferred by the investor except in a transaction which is exempt under the Ohio Act, or pursuant to an effective registration under the Ohio Act.

NOTICE TO OKLAHOMA OFFEREES:
The Securities represented by this certificate have not been registered under the Securities Act of 1933 or the Oklahoma Securities Act (the "Oklahoma Act") and therefore cannot be resold or transferred by the investor except in a transaction which is exempt under the Oklahoma Act or pursuant to an effective registration under the Oklahoma Act.

NOTICE FOR OREGON OFFEREES:
The Securities offered have not been registered with the Corporation Commissioner of the State of Oregon under provisions of OAR 441-65-060 through 441-65-240. The investor is advised that the Commissioner has not reviewed this document since this document is not required to be filed with the Commissioner. The investor must rely on the investor's own examination of the company creating the security and the terms of the offering, including the merits and risks involved in making an investment decision on these Securities.

FOR PENNSYLVANIA RESIDENTS ONLY:
Pursuant to section 207 (4) of the Pennsylvania Securities Act of 1972 (the "Pennsylvania Act"), as amended, each Pennsylvania resident who accepts an offer to purchase securities exempted from registration under section 203 (4) of the Pennsylvania Act, directly from an issuer or an affiliate of an issuer, shall have the right to withdraw his acceptance without incurring any liability to the seller or any other person within two business days from the date of receipt by the issuer of his/her/its written binding contract of purchase or, in the case of a transaction in which there is no written binding contract of purchase, within two business days after he/she/it makes the initial payment for the securities being offered; to accomplish his/her/its withdrawal, a subscriber only needs to send a letter or fax or telegram to the company at the

address set forth in the text of this memorandum indicating his/her/its intention to withdraw. Such letter, fax, or telegram must be sent and postmarked prior to the end of the aforementioned second business day. If a letter is sent, it is prudent to send such letter by certified mail, return receipt requested, to ensure that it is received and also to evidence the time when it was mailed. If the request is made orally (in person or by telephone, written confirmation that the request has been received should be requested.

FOR RHODE ISLAND RESIDENTS ONLY:
Although the Securities herein described have been exempted from registration pursuant to Title 7, Chapter 11 of the Rhode Island General Laws, such exemption does not constitute approval, recommendation or endorsement by the Rhode Island Department of Business Regulation that the provided herein is true, complete, accurate or not misleading.

FOR SOUTH CAROLINA RESIDENTS ONLY:
These Securities are offered pursuant to a claim of exemption under the South Carolina Uniform Securities Act. A registration statement relating to these Securities has not been filed with the South Carolina Securities Commissioner. The Commissioner does not recommend, nor endorse, the purchase of any securities, nor does it pass upon the accuracy or completeness of this private placement memorandum. Any representation to contrary constitutes a criminal offense.

FOR SOUTH DAKOTA RESIDENTS ONLY:
These Securities are offered for sale in the State of South Dakota pursuant to an exemption from registration under the South Dakota Blue Sky Law, Chapter 47-31B, and with the Director of the Division of Securities of the Department of Commerce and Regulation of the State of South Dakota. Exemption does not constitute a finding that this memorandum is true, complete, and not misleading; nor has the Director of the Division of Securities passed in any way upon the merits of, recommended, or given Securities Act of 1933 and may not be transferred or sold by a purchaser thereof, except in transactions that are exempt from registration under the securities laws of Texas and the Securities Act of 1933 pursuant to an effective registration thereunder.

FOR VIRGINIA RESIDENTS ONLY:
Securities offered in this prospectus have not been registered under the Virginia Securities Act (the "Virginia Act") and therefore cannot be resold or transferred by the investor, except in a transaction which is exempt under the Virginia Act, or pursuant to effective registration under the Virginia Act.

FOR WASHINGTON RESIDENTS ONLY:
The Administrator of Securities has not reviewed the offering or offering circular and these Securities have not been registered under the Securities Act of Washington, Chapter 21.20 RCW, and therefore cannot be resold unless they are registered under the Securities Act of Washington, Chapter 21.20 RCW, or unless an exemption from registration is available.

FOR WISCONSIN RESIDENTS ONLY:
In making an investment decision, investors must rely on their own examination of the issuer and the terms and conditions, including the merits and risk factors involved. The Securities have not been recommended by any federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy, or determined the adequacy, of this document. Any representation to the contrary is a criminal offense.

approval to these Securities. Any representation to the contrary is a criminal offense.

These Securities have not been registered under Chapter 47-31B of the South Dakota securities laws and may not be sold, transferred or otherwise disposed of for value except pursuant to registration, exemption therefrom, or operation of law.
Each South Dakota resident purchasing securities who is not an accredited investor or who is solely an accredited investor by reason of his net worth, income or amount of investment, shall not make an investment in these securities in excess of 20% of his/her/its net worth (exclusive of primary residence, furnishings and automobiles).

REQUESTED FOR TENNESSEE RESIDENTS ONLY:
In making an investment decision, investors must rely on their examination of the issuer and terms and conditions of the offering, including the merits and risk factors.

These Securities have not been recommended by any federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this document.

Any representation to the contrary is a criminal offense. These securities are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act of 1933, as amended, and the applicable state securities laws, pursuant to registration or exemption therefrom. Investors should be aware that they may be required to bear the financial risk of this investment for an indefinite period of time.

FOR TEXAS RESIDENTS ONLY:
Each purchaser of Securities must bear the economic risk of an investment in such Securities for an indefinite period of time prior to any subsequent resale of such Securities, because the Securities have not been registered under the securities laws of Texas or the These Securities 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 should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time.

SUBJECT TO THE TERMS AND CONDITIONS OF THE COMPANY AGREEMENT (DEFINED BELOW) AND OTHER GOVERNING DOCUMENTS OF THE COMPANY, EACH PROSPECTIVE INVESTOR IS INVITED TO MEET WITH A REPRESENTATIVE OF THE COMPANY TO DISCUSS WITH, ASK QUESTIONS OF, AND RECEIVE ANSWERS FROM THEM CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING, AND TO OBTAIN ANY ADDITIONAL INFORMATION, TO THE EXTENT SUCH REPRESENTATIVE POSSESSES SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORT OR EXPENSE, NECESSARY TO VERIFY THE INFORMATION CONTAINED HEREIN. PROSPECTIVE INVESTORS ARE URGED TO REQUEST ADDITIONAL INFORMATION THEY MAY CONSIDER NECESSARY BY CONTACTING:

US ROBOTS Inc.
12200 Distribution Place
Beltsville, Maryland 20705
Email: info@usrobots.com
Telephone: +1 301 595 8937

ACCREDITED INVESTORS ONLY

The Date of this Confidential Private Placement Memorandum is September 2, 2026

THE SALE, TRANSFER OR OTHER DISPOSTION OF THE SECURITIES PURCHASED PURSUANT TO THIS MEMORANDUM IS RESTRICTED BY APPLICABLE FEDERAL AND STATE SECURITIES LAW.

THIS OFFERING IS MADE, AND SALES OF SHARES WILL BE MADE, ONLY TO PURCHASERS WHO QUALIFY AS ACCREDITED INVESTORS UNDER REGULATION D PROMULGATED UNDER THE ACT.

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

THIS OFFERING IS SUBJECT TO WITHDRAWAL, CANCELLATION OR MODIFICATION BY THE COMPANY WITHOUT NOTICE. THE COMPANY RESERVES THE RIGHT, IN ITS SOLE DISCRETION, TO REJECT ANY SUBSCRIPTION IN WHOLE OR IN PART FOR ANY REASON OR TO ALLOT ANY SUBSCRIBER LESS THAN THE NUMBER OF SHARES DESCRIBED. OFFICERS, DIRECTORS AND SHAREHOLDERS OF THE COMPANY AND THEIR AFFILIATES MAY PURCHASE SHARES PURSUANT TO THIS OFFERING.

THE PRICE OF THE SECURITIES OFFERED HEREBY HAS BEEN DETERMINED BY THE COMPANY AND DOES NOT NECESSARILY BEAR ANY RELATIONSHIP TO THE ASSETS, BOOK VALUE OR POTENTIAL PERFORMANCE OF THE COMPANY OR ANY OTHER RECOGNIZED CRITERIA OF VALUE.

THE INFORMATION CONTAINED IN THIS MEMORANDUM IS BEING FURNISHED TO PROSPECTIVE ACCREDITED INVESTORS SOLELY FOR SUCH INVESTORS' CONFIDENTIAL USE WITH THE EXPRESS UNDERSTANDING THAT, WITHOUT PRIOR EXPRESS PERMISSION OF THE COMPANY, SUCH PERSON WILL NOT RELEASE THIS DOCUMENT OR DISCUSS THE INFORMATION CONTAINED HEREIN OR MAKE REPRODUCTIONS OF OR USE THIS MEMEORANDUM FOR ANY PURPOSE OTHER THAN AN EVALUATION OF A POTENTIAL INVESTMENT IN THE SHARES AND, IN THE EVENT SUCH PROSPECTIVE INVESTOR ELECTS NOT TO INVEST, SUCH PERSON WILL RETURN THIS MEMORANDUM TO THE COMPANY. ANY AND ALL INFORMATION REGARDING THIS MEMORANDUM AND ANY DISCUSSIONS REGARDING HERETO ARE STRICTLY CONFIDENTIAL, AND ONLY WITH COMPANY'S WRITTEN APPROVE MAY BE DISCUSSED WITH OTHER PARTIES.

OFFEREES MAY, IF THEY SO DESIRE, MAKE INQUIRIES OF THE COMPANY WITH RESPECT TO THE COMPANY’S BUSINESS OR ANY OTHER MATTERS RELATING TO THE COMPANY AND AN INVESTMENT IN THE SECURITIES OFFERED HEREBY, AND MAY OBTAIN ANY ADDITIONAL INFORMATION WHICH SUCH PERSONS DEEM TO BE NECESSARY IN CONNECTION WITH MAKING AN INVESTMENT DECISION IN ORDER TO VERIFY SUCH INFORMATION. IN CONNECTION WITH SUCH INQUIRY, ANY DOCUMENTS WHICH ANY OFFEREE WISHES TO REVIEW WILL BE MADE AVAILABLE FOR INSPECTION AND COPYING OR PROVIDED UPON REQUEST, SUBJECT TO

OFFEREE'S AGREEMENT TO MAINTAIN SUCH INFORMATION IN CONFIDENCE AND TO RETURN THE SAME TO THE COMPANY IF THE RECIPIENT DOES NOT PURCHASE THE SECURITES OFFERED HEREUNDER. ANY REQUESTS FOR ADDITIONAL INFORMATION OR DOCUMENTS SHOULD BE MADE IN WRITING TO THE COMPANY, ADDRESSED AS FOLLOWS: US ROBOTS INC. 12200 DISTRIBUTION PLACE, BELTSVILLE, MARYLAND 20705.

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

THE STATEMENTS CONTAINED HEREIN ARE BASED ON INFORMATION BELIEVED BY THE COMPANY TO BE RELIABLE. NO WARRANTY CAN BE MADE THAT CIRCUMSTANCES HAVE NOT CHANGED SINCE THE DATE SUCH INFORMATION WAS SUPPLIED. THIS MEMORANDUM CONTAINS SUMMARIES OF CERTAIN PROVISIONS OF DOCUMENTS RELATING TO THE PURCHASE OF THE SHARES, AS WELL AS SUMMARIES OF VARIOUS PROVISIONS OF RELEVANT STATUTES AND REGULATIONS, WHICH ARE AVAILABLE UPON REQUEST.

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

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ABOUT THIS PRIVATE PLACEMENT MEMORANDUM

US ROBOTS Inc., a Maryland corporation (the "Company"), is offering (the "Offering") up to 5,000,000 shares of its Class A Common Stock (the "Shares") at a purchase price of $1.00 per Share, for aggregate gross proceeds of up to $5,000,000.

The Shares are offered for cash, or such other consideration as may be acceptable to the Company in its sole discretion. The minimum investment is 5,000 Shares, representing an aggregate purchase price of $5,000; however, the Company reserves the right, in its sole discretion, to accept subscriptions for a lesser number of Shares.

Prospective investors are urged to read this entire Private Placement Memorandum carefully, including, without limitation, the section entitled "Risk Factors," before making an investment decision.

This Offering is being conducted pursuant to Rule 506(c) of Regulation D under the Securities Act of 1933, as amended (the "Securities Act"), and other applicable exemptions from registration and qualification requirements under federal and state securities laws.

Participation in this Offering is limited exclusively to "accredited investors," as that term is defined in Rule 501(a) of Regulation D. The Company will take reasonable steps to verify each investor's accredited investor status. Additional information regarding eligibility requirements are provided in Exhibits B & C of this Memorandum.

By accepting delivery of this Memorandum, the recipient agrees to maintain the confidentiality of the information contained herein and to comply with the restrictions described above.

This Private Placement Memorandum (the "Memorandum") has been prepared solely in connection with the offering of securities described herein (the "Offering") and is being furnished on a confidential basis to prospective investors for the purpose of evaluating an investment in the Company. The Company is offering to sell, and seeking offers to buy, securities only in jurisdictions where such offers and sales are permitted under applicable securities laws.

The information contained in this Memorandum is provided as of the date appearing on the cover page and is subject to change without notice. Neither the delivery of this Memorandum nor any sale of securities shall, under any circumstances, create an implication that the information contained herein is correct as of any date subsequent to such date. This Memorandum supersedes all prior written or oral information, discussions, or materials relating to any proposed offering of securities of the Company.

Certain documents referred to in this Memorandum, if not included as appendices, exhibits or annexes, are available for inspection by prospective investors upon request. Any summaries or descriptions of such documents contained herein are qualified in their entirety by reference to the complete documents.

This Memorandum is intended solely for the personal use of the prospective investor to whom it has been delivered and does not constitute an offer to sell or a solicitation of an offer to buy securities by any person other than the Company, nor does it constitute an offer to the public generally. This Memorandum and the information contained herein are confidential and proprietary to the Company and may not be reproduced, distributed, or disclosed, in whole or in part, to any other person except to the recipient's legal, tax, or financial advisors for the purpose of evaluating the Offering.

This Memorandum does not purport to contain all information that a prospective investor may consider material in making an investment decision. Prospective investors are encouraged to conduct their own independent investigation and analysis of the Company and the Offering and to ask such questions and request such additional information as they deem necessary before making an investment decision.

This Memorandum has been prepared in the English language. Any translation into another language is provided solely for convenience and shall not be considered an official version. In the event of any inconsistency or conflict between the English version and any translation, the English version shall control.

The Offering will remain open until the earlier of:
(i) the sale of the minimum or maximum number of Shares offered in this Private Placement Memorandum, or
(ii) September 1, 2027, unless the Offering is extended by the Company in its sole discretion (the "Offering Period"). Proceeds from accepted subscriptions will be immediately available for use by the Company.

An investment in the Shares involves a high degree of risk, including the possible loss of the entire investment. Prospective investors should carefully review the risk factors described in this Memorandum, beginning on page 23.

Neither the United States Securities and Exchange Commission ("SEC") nor any state securities commission has approved or disapproved the Shares, passed upon the merits of the Offering, or confirmed the accuracy or adequacy of this Memorandum. The Shares are being offered pursuant to an exemption from registration; however, the SEC has not made an independent determination that the Offering qualifies for such exemption. Any representation to the contrary is unlawful.

FORWARD-LOOKING STATEMENTS

This Memorandum contains forward-looking statements, and the Company may also make forward-looking statements in discussions with prospective investors. Forward-looking statements include statements regarding the Company's future prospects, business strategy, operations, financial condition, liquidity, market opportunities, and other projections. Words such as "believes," "expects," "may," "will," "should," "projects," "contemplates," "anticipates," "forecasts," "intends," or similar expressions are intended to identify forward-looking statements.

Such information is provided solely for informational purposes, is based on management's current assumptions, and is subject to significant uncertainty. Actual results may differ materially. Prospective investors should review the sections entitled "Risk Factors" and "Pro Forma Financial Information and Forward-Looking Statements," as well as the Appendices, in their entirety. These forward-looking statements are subject to significant risks, uncertainties, and assumptions that could cause actual results to differ materially from those expressed or implied by such statements. Factors that could cause such differences include, without limitation, those discussed in the section entitled "Risk Factors," as well as changes in economic conditions, competitive dynamics, regulatory requirements, interest rates, availability of capital, customer and vendor relationships, technological developments, industry practices, and other factors beyond the Company's control.

Because of these uncertainties, prospective investors should not place undue reliance on any forward-looking statements. Forward-looking statements speak only as of the date made, and the Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Such statements should not be regarded as representations or warranties of future performance by the Company.

FOR ALABAMA RESIDENTS ONLY:
These Securities are offered pursuant to a claim of exemption under the Alabama Securities Act. A registration statement relating to these securities has not been filed with the Alabama Securities Commission. The Commission does not recommend or endorse the purchase of any securities, nor does it pass upon the accuracy or completeness of this private placement memorandum. Any representation to the contrary is a criminal offense.

FOR ALASKA RESIDENTS ONLY:
The Securities offered have not been registered with the Administrator of Securities of the State of Alaska Provisions of 3 MC 08.500-3 through MC 08.506. The investor is advised that the Administrator has made only a cursory review of the registration statement and has not reviewed this document since the document is not required to be filed with the Administrator. The fact of the registration does not mean that the Administrator has passed in anyway upon the merits, recommended, or approved the securities. Any representation to the contrary is a violation of A.S. 45.55.170.

FOR ARIZONA RESIDENTS ONLY:
The Securities offered hereby have not been registered under the Securities Act of the State of Arizona (the "Arizona Act") and they therefore have the status of securities acquired in an exempt transaction under ARS section 44-1844 of the Arizona Act. The Securities cannot be resold without registration under the Arizona Act or unless an exemption therefrom is available.

FOR CALIFORNIA RESIDENTS ONLY:
These Securities have not been registered under the Securities Act of 1933, as amended, or the California Corporations Code by reason of specific exemptions thereunder relating to the limited availability of the offering. These Securities cannot be sold, transferred, or otherwise disposed of to any person or entity unless subsequently registered under the Securities Act of 1933, as amended, or the California Corporations Code, if such registration is required.

FOR COLORADO RESIDENTS ONLY:
These Securities have not been registered under the Securities Act of 1933, as amended, or the Colorado Securities Act of 1981 by reason of specific exemption thereunder relating to the limited availability of this offering. These securities cannot be sold, transferred or otherwise disposed of to any person or entity unless subsequently registered under the Securities Act of 1933, as amended, or the Colorado Securities Act of 1981, if such registration is required.

FOR CONNECTICUT RESIDENTS ONLY:
These Securities have not been registered under Section 36-495 of the Connecticut Uniform Securities Act and, therefore, cannot be resold unless they are registered under such Act, or unless an exemption from registration is available.

FOR DELAWARE RESIDENTS ONLY:
The Securities have not been registered under the Delaware Securities Act. The Securities are subject to restrictions on transferability and sale. They cannot be sold or transferred except in a transaction which is exempt under such act or pursuant to an effective registration statement under such Act.

FOR FLORIDA RESIDENTS ONLY:
The Securities referred to herein will be sold to, and acquired by, the investor in a transaction exempt under §517.061 of the Florida Securities Act. The shares have not been registered under said Act in the State of Florida. Unless the securities are registered, they may not be reoffered for sale or resold in the state of Florida except in an exempt security or in an exempt transaction under said Act. If the investor is a citizen or resident of the State of Florida and the investor is not a bank, trust company, savings institution, insurance company, dealer, investment company as defined by the Investment Company Act, or pension or profit-sharing trust, the investor acknowledges that any sale of the shares to the investor is voidable by the investor either within three days after the first tender of consideration is made by the investor to the company, an agent of the company, or an escrow agent, or within three days after the availability of that privilege is communicated to the investor, whichever occurs later. Each person entitled to exercise such right to withdraw and who wishes to exercise such right must cause a written notice or telegram to be sent to the issuer or placement agent within the aforementioned three-day period.

NOTICE TO GEORGIA OFFEREES:
These Securities have not been registered under the Securities Act of 1933, as amended, or the Securities Act of any jurisdiction by reason of specific exemption thereunder relating to the limited availability of this offering. These Securities cannot be sold, transferred, or otherwise disposed of to any person or entity unless subsequently registered under the Securities Act of 1933, as amended, or applicable state securities law, if such registration is required.

NOTICE TO HAWAII OFFEREES:
Neither this memorandum nor the Securities described herein have been approved or disapproved by the Commissioner of Securities of the State of Hawaii, nor has the Commissioner passed upon the accuracy or adequacy of this memorandum.

NOTICE TO ILLINOIS RESIDENTS ONLY:
The Securities have not been approved or disapproved by the Secretary of State of Illinois, or the State of Illinois, nor has the Secretary of state of Illinois or the State of Illinois passed upon the accuracy or adequacy of this memorandum. Any representation to the contrary is a criminal offense.

NOTICE TO INDIANA OFFEREES:
These Securities have not been registered under Section 3 of Chapter 1 of the Indiana Securities Act. The Securities purchased may not be resold without registration under this Chapter or an exemption therefrom.

NOTICE TO KANSAS OFFEREES:
These Securities have not been registered under the Securities Act of 1933, as amended, or the securities act of any jurisdiction by reason of specific exemption thereunder related to the limited availability of the offering. These Securities cannot be sold, transferred, or otherwise disposed of to any person or entity unless subsequently registered under the Securities Act of 1933, as amended, or applicable state securities law, if such registration is required.

FOR KENTUCKY RESIDENTS ONLY:
The Securities presented in this memorandum and subscription documents are being sold pursuant to a claim of exemption from the registration or qualifications provisions of the federal and state securities laws and may not be sold or transferred without compliance with the registration or qualification provisions of applicable federal and state securities laws or applicable exemptions therefrom.

FOR LOUISIANA RESIDENTS ONLY:
The Securities of this offering have not been registered under the Louisiana Securities Law (the "Louisiana Act") and therefore cannot be resold or transferred by the investor except in a transaction, which is exempt under the Louisiana Act or pursuant to an effective registration statement under the Louisiana Act.

FOR MARYLAND RESIDENTS ONLY:
The Securities referred herein will be sold to, and acquired by, the purchaser in a transaction exempt under Section 11- 602 (9) of the Maryland Securities Act. The Securities cannot be sold or transferred except under such Act or pursuant to an effective registration statement under such Act.

FOR MASSACHUSETTS RESIDENTS ONLY:
These Securities have not been registered under the Securities Act of 1933, as amended, or the Massachusetts Uniform Securities Act, by reason of specific exemptions thereunder relating to the limited availability of the offering. These Securities cannot be sold, transferred, or otherwise disposed of to any person or entity, unless subsequently registered under the Securities Act of 1933, as amended, or the Massachusetts Uniform Securities Act, if such registration is required.

Commonwealth accredited investors, who are natural persons, shall not invest more than 25% of the purchaser's net worth (excluding principal residence and its furnishings). The purchaser's net worth shall include the net worth of his/her spouse, if applicable.

FOR MINNESOTA RESIDENTS ONLY:
These Securities represented by this memorandum have not been registered under the Minnesota Securities Laws and may not be sold, transferred, or otherwise disposed of except to registration or exemption therefrom.

FOR MICHIGAN RESIDENTS ONLY:
These Securities have not been registered under the Michigan blue sky laws. These securities may not be resold without registration under Michigan blue sky law or under an exemption therefrom.

NOTICE TO MISSISSIPPI OFFEREES:
These Securities are offered pursuant to a claim of exemption under the Mississippi Securities Act. A registration statement relating to these Securities has not been filed with the Mississippi Secretary of State. The Secretary of State has not passed upon the value of these Securities and has not approved or disapproved this offering. The Secretary of State does not recommend the purchase of these or any other Securities. There is no established market for these Securities and there may not be a market for these Securities in the future. The subscription price of these Securities has been determined by the company and is not an indication of the actual value of these Securities. The purchaser of these Securities must meet certain suitability standards and be in a position to bear an entire loss of his/her/its investment. These Securities may not be transferred for a period of one year, except in a transaction, which is exempt under the Mississippi Securities Act or any transaction in compliance with the Mississippi Securities Act.

FOR MISSOURI RESIDENTS ONLY:
These Securities have not been registered under the Securities Act of 1933, as amended, or the securities act of any jurisdiction by reason of specific exemption thereunder relating to the limited availability of the of the offering. These Securities cannot be sold, transferred or otherwise disposed of to any person or entity unless subsequently registered under the Securities Act of 1933, as amended, or applicable state securities laws, if such registration is required.

FOR NEW JERSEY RESIDENTS ONLY:
This private offering memorandum has not been filed with or reviewed by the New Jersey Bureau of Securities of the Department of Law and Public Safety of the State of New Jersey prior to its issuance and use. Neither the Attorney General of the State of New Jersey nor the Bureau of Securities have passed on or endorsed the merits of this offering. Any representations to the contrary are unlawful.

NOTICE TO NEW MEXICO OFFEREES:
The Securities herein are offered pursuant to an exemption from the registration requirements of the Securities Act of New Mexico (the "New Mexico Act"). Accordingly, the New Mexico Securities Bureau has not reviewed the offering of these Securities and has not approved or disapproved this offering. The New Mexico Securities Bureau has not passed upon the value of the Securities or upon the adequacy or accuracy of information contained in this private offering memorandum.

The Securities have not been registered under the New Mexico Act and therefore cannot be resold in New Mexico unless they are registered under the provisions of the New Mexico Act or unless an exemption from registration is made.

NOTICE TO NEW YORK OFFEREES:
This private placement memorandum has not been reviewed by the Attorney General prior to its issuance and use. The Attorney General of the State of New York has not passed on or endorsed the merits of this offering. Any representation to the contrary is unlawful.

This private placement memorandum does not contain an untrue statement of material fact or omit to state a material fact necessary to make the statements made in the light of the circumstances under which they were made, not misleading. It contains a fair summary of the material terms and documents purported to be summarized herein.

NOTICE TO NORTH CAROLINA OFFEREES:
The Securities are offered pursuant to a claim of exemption under the North Carolina Securities Act. The North Carolina Securities Commissioner neither recommends nor endorses the purchase of any securities, nor has the Administrator passed upon the accuracy of the information provided herein. Any representation to the contrary is a criminal offense.

NOTICE TO OHIO OFFEREES:
These Securities have not been registered under the Ohio Securities Act (the "Ohio Act") and therefore cannot be resold or transferred by the investor except in a transaction which is exempt under the Ohio Act, or pursuant to an effective registration under the Ohio Act.

NOTICE TO OKLAHOMA OFFEREES:
The Securities represented by this certificate have not been registered under the Securities Act of 1933 or the Oklahoma Securities Act (the "Oklahoma Act") and therefore cannot be resold or transferred by the investor

except in a transaction which is exempt under the Oklahoma Act or pursuant to an effective registration under the Oklahoma Act.

NOTICE FOR OREGON OFFEREES:
The Securities offered have not been registered with the Corporation Commissioner of the State of Oregon under provisions of OAR 441-65-060 through 441-65-240. The investor is advised that the Commissioner has not reviewed this document since this document is not required to be filed with the Commissioner. The investor must rely on the investor's own examination of the company creating the security and the terms of the offering, including the merits and risks involved in making an investment decision on these Securities.

FOR PENNSYLVANIA RESIDENTS ONLY:
Pursuant to section 207 (4) of the Pennsylvania Securities Act of 1972 (the "Pennsylvania Act"), as amended, each Pennsylvania resident who accepts an offer to purchase securities exempted from registration under section 203 (4) of the Pennsylvania Act, directly from an issuer or an affiliate of an issuer, shall have the right to withdraw his acceptance without incurring any liability to the seller or any other person within two business days from the date of receipt by the issuer of his/her/its written binding contract of purchase or, in the case of a transaction in which there is no written binding contract of purchase, within two business days after he/she/it makes the initial payment for the securities being offered; to accomplish his/her/its withdrawal, a subscriber only needs to send a letter or fax or telegram to the company at the address set forth in the text of this memorandum indicating his/her/its intention to withdraw. Such letter, fax, or telegram must be sent and postmarked prior to the end of the aforementioned second business day. If a letter is sent, it is prudent to send such letter by certified mail, return receipt requested, to ensure that it is received and also to evidence the time when it was mailed. If the request is made orally (in person or by telephone, a written confirmation that the request has been received should be requested.

FOR RHODE ISLAND RESIDENTS ONLY:
Although the Securities herein described have been exempted from registration pursuant to Title 7, Chapter 11 of the Rhode Island General Laws, such exemption does not constitute approval, recommendation or endorsement by the Rhode Island Department of Business Regulation that the provided herein is true, complete, accurate or not misleading.

FOR SOUTH CAROLINA RESIDENTS ONLY:
These Securities are offered pursuant to a claim of exemption under the South Carolina Uniform Securities Act. A registration statement relating to these Securities has not been filed with the South Carolina Securities Commissioner. The Commissioner does not recommend, nor endorse, the purchase of any securities, nor does it pass upon the accuracy or completeness of this private placement memorandum. Any representation to contrary constitutes a criminal offense.

FOR SOUTH DAKOTA RESIDENTS ONLY:
These Securities are offered for sale in the State of South Dakota pursuant to an exemption from registration under the South Dakota Blue Sky Law, Chapter 47-31B, and with the Director of the Division of Securities of the Department of Commerce and Regulation of the State of South Dakota. The exemption does not constitute a finding that this memorandum is true, complete, and not misleading; nor has the Director of the Division of Securities passed in any way upon the merits of, recommended, or given approval to these Securities. Any representation to the contrary is a criminal offense.

These Securities have not been registered under Chapter 47-31B of the South Dakota securities laws and may not be sold, transferred or otherwise disposed of for value except pursuant to registration, exemption therefrom, or operation of law.

Each South Dakota resident purchasing securities who is not an accredited investor or who is solely an accredited investor by reason of his net worth, income or amount of investment, shall not make an investment in these securities in excess of 20% of his/her/its net worth (exclusive of primary residence, furnishings and automobiles).

REQUESTED FOR TENNESSEE RESIDENTS ONLY:
In making an investment decision, investors must rely on their examination of the issuer and terms and conditions of the offering, including the merits and risk factors.

These Securities have not been recommended by any federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this document.

Any representation to the contrary is a criminal offense. These securities are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act of 1933, as amended, and the applicable state securities laws, pursuant to registration or exemption therefrom. Investors should be aware that they may be required to bear the financial risk of this investment for an indefinite period of time.

FOR TEXAS RESIDENTS ONLY:
Each purchaser of Securities must bear the economic risk of an investment in such Securities for an indefinite period of time prior to any subsequent resale of such Securities, because the Securities have not been registered under the securities laws of Texas or the Securities Act of 1933 and may not be transferred or sold by a purchaser thereof, except in transactions that are exempt from registration under the securities laws of Texas and the Securities Act of 1933 pursuant to an effective registration thereunder.

FOR VIRGINIA RESIDENTS ONLY:
Securities offered in this prospectus have not been registered under the Virginia Securities Act (the "Virginia Act") and therefore cannot be resold or transferred by the investor, except in a transaction which is exempt under the Virginia Act, or pursuant to effective registration under the Virginia Act.

FOR WASHINGTON RESIDENTS ONLY:
The Administrator of Securities has not reviewed the offering or offering circular and these Securities have not been registered under the Securities Act of Washington, Chapter 21.20 RCW, and therefore cannot be resold unless they are registered under the Securities Act of Washington, Chapter 21.20 RCW, or unless an exemption from registration is available.

FOR WISCONSIN RESIDENTS ONLY:
In making an investment decision, investors must rely on their own examination of the issuer and the terms and conditions, including the merits and risk factors involved. The Securities have not been recommended by any federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy, or determined the adequacy, of this document. Any representation to the contrary is a criminal offense.

These Securities are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act of 1933, as amended, and applicable state securities laws, pursuant to registration or exemption therefrom. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time.

JURISDICTIONAL ADVICE

For Residents of All States:

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

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SUMMARY OF THE OFFERING

This summary highlights certain information about the Company and the Offering but does not purport to be complete. This summary is qualified in its entirety by reference to the more detailed information appearing elsewhere in this Memorandum, including the exhibits and annexes hereto, and should be read in conjunction therewith.

Company's Business	Manufacturing and sales of service robots in the United States. Please review the entire Offering for more details regarding the Company's business titled "THE COMPANY AND BUSINESS OVERVIEW."
Securities Offered	5,000,000 shares of authorized Common Stock – Class A with a minimum purchase of 5,000 shares. The Offering price of the Shares is $1.00 per Share with aggregate gross proceeds of up to $5,000,000, before offering expenses. The minimum investment is 5,000 Shares for a total purchase price of $5,000 and the Company reserves the right, in its sole discretion, to accept subscriptions for a lesser number of shares. The maximum number of Shares that can be sold is 5,000,000 Shares for the Private Placement to become effective. If all Shares are sold, the gross proceeds from this offering will be $5,000,000, before offering expenses and if only the minimum of 2,500,000 Shares are sold, the proceeds will be $2,500,000, before expenses. The Company may offer up to an additional 500,000 Shares to cover over-subscriptions, if the additional Shares are sold, the total proceeds before expenses will be $5,500,000.
Manner of Offering	The Shares are being offered directly by the Company on a best-efforts basis. No underwriter, placement agent, or selling agent has been engaged. The Company reserves the right, in its sole discretion, to accept or reject any subscription for any reason or no reason.
Offering Exemption	The Offering is being conducted pursuant to Rule 506(c) of Regulation D under the Securities Act and applicable state securities law exemptions
Subscription Agreement	Investors will be required to execute a subscription agreement in substantially the form attached hereto as Appendix A – Subscription Agreement, pursuant to which each investor, among other things, represents and warrants that it is an accredited investor, is acquiring the Shares for investment purposes only, and has sufficient knowledge and experience to evaluate the merits and risks of the investment.
Risk Factors .	The securities offered hereby are highly speculative and

	involve a high degree of risk and should not be purchased by anyone who cannot afford the loss of their entire investment. Prospective investors should carefully review and consider the factors set forth in the section of this memorandum titled “RISK FACTORS,” as well as the other information contained herein, before subscribing for any of the shares.
Use of Proceeds	The net proceeds of the Offering are expected to be used primarily for property acquisition, permitting & licensing, early-stage development activities, professional fees, working capital, and general corporate purposes, as more fully described in the section titled "USE OF PROCEEDS"
Transfer Restrictions	The Shares have not been registered under the Securities Act or any state securities laws and may not be transferred or resold except pursuant to an effective registration statement or an applicable exemption from registration
Securities Outstanding	Prior to this offering, the Company has 11,500,000 shares of Common Stock ($0.0001 par value) issued and outstanding from the formation of the Company. The Company has a total of 100,000,000 Shares of Authorized Common Stock – Class A with 11,500,000 shares issued and outstanding as of this Offering. Upon completion of this offering of 5,000,000 shares of Common Stock- Class A, the Company will have 16,500,000 issued and outstanding of Common Stock – Class A stock. The gross proceeds of this offering to the Company from the sale of shares will be approximately $5,000,000 before the deduction of fees and expenses of this offering, if all 5,000,000 shares are sold. If the minimum of 2,500,000 are sold, the gross proceeds to the Company will be approximately $2,500,000 before expenses related to this offering. The Company intends to use all or a part of the gross proceeds of this offering for the hiring of key technical staff, development and launch of US ROBOTS Inc.'s materials, equipment, and purchases of products and related technologies, certain marketing expenses and the balance for working capital, organizational expenses and general corporate purposes. (SEE SECTION OF THIS MEMORANDUM “TITLED USE OF PROCEEDS”)
Offering Period	The offering will commence on September 2, 2026, and conclude on September 1, 2027, unless extended at the discretion of the Company, or the minimum offering is fully subscribed prior to that date.
Investor Sustainability .	Only investors who are accredited investors, as defined in Regulation D under the Securities Act, are permitted to subscribe to this Offering. Each investor must execute a

		Subscription Agreement and complete the Investor Eligibilities requirements under Exhibits C & D.
Restriction on Disposition of Shares	.	The disposition of Shares covered by this Offering is significantly restricted under the Registration Rights Agreement and the terms of the offering. (SEE SECTION OF THIS MEMORANDUM TITLED "RESTRICTIONS ON DISPOSITION OF SHARES").

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USE OF PROCEEDS

The gross proceeds to the Company from the sale of shares in this offering will be $5,000,000. Certain legal, accounting, printing and filing fees incurred in connection with the preparation of the offering materials and making required filings with governmental agencies will be paid by the Company from the gross proceeds of this offering. The Company intends to use all or a part of the net proceeds of this offering for the hiring of key technical staff, development and launch of US ROBOTS Inc.'s warehouse and offices, equipment purchases, components, electronic parts, related technology, marketing expenses and the balance for working capital, organizational expenses and general corporate purposes.

The allocation of proceeds described in this section reflects the Company's current intentions and expectations. Such information is provided for informational purposes only and does not constitute a commitment to deploy proceeds in any specific manner or timeframe.

The Company estimates that gross proceeds of up to $5,000,000 from this Offering will be used primarily to support property acquisition, permitting & licensing, early-stage development activities, general corporate purposes and working capital. The allocation set forth below represents management's current estimates and may be adjusted by the Board of Directors in response to operational requirements, market conditions, or other factors deemed to be in the best interests of the Company.

If the Company raises less than the maximum offering amount, proceeds will be allocated in approximately the same proportions described below, with priority given to technical staff, equipment, permitting & licensing, and working capital. The property acquisition will be accomplished using other available funding or resources which or may not include long-term leasing as determined by the Board of Directors and/or the Executives of the Company.

Furthermore, the Company may determine at any time that the use of the proceeds of the offering would be more appropriately or strategically applied to other requirements of the Company.

Our overall purpose of this offering is to develop a manufacturing facility in the United States for our robots.

In summary, the purpose of this offering is for developing a manufacturing/assembly facility in the United States. With a successful private placement, we will build all of our robots locally and become a leader in robot manufacturing in the United States. Our first step is to build a local assembly facility in the United States under our control to minimize any issues with supply chains, manufacturing, and assembly. This project will initially include 10,000ft^2 of R&D, warehouse, and assembly departments and 8,000ft^2 of Sales, Marketing, Administrative and Customer Support.

The initial facility will be approximately 18,000ft^2. This will be a "US-MADE™" product. Made in America is our goal for US ROBOTS Inc. The estimated acquisition costs for this type of property is approximately $175.00 per square foot ($3,150,000) with a buildout expected to cost nearly $250,000.00 for offices, manufacturing and warehousing bringing the total cost for the facility to approximately $3,400,000.00, initially. The additional funding will be for product, marketing and working capital.

Estimated Allocation of Proceeds (Current Offering)

Category	**Cost Estimated**	**Percentage**
Property Acquisition	$ 3,400,000	68.0%
Permits & Licensing	$ 25,000	0.5%
Marketing & Investor Outreach	$ 100,000	2.0%

Legal Expenses	$ 150,000	3.0%
Accounting & Auditing	$ 50,000	1.0%
Brokerage Fees	$ 80,000	1.6%
Transaction & Processing Fees	$ 35,000	0.7%
Facilities & Office Costs	$ 90,000	1.8%
Consulting & Professional Services	$ 105,000	2.1%
Working Capital	$ 965,000	19.3%
Total	**$ 5,000,000**	**100.0%**

These figures represent management estimates only and may differ materially from actual costs incurred. The above table shows the $5,000,000 projected use of funds that will be adjusted to accommodate the lower amount of proceeds from the offering if the minimum number of shares are sold. The property acquisition may require additional funding from other sources such as channel mortgages or other financing instruments available to procure the property.

The property acquisition of $3,400,000 can be offset, if necessary and at the discretion of the Board of Directors with financing with the property as collateral. This will be determined based on the success of this offering and any unforeseen costs and expenditures. If the minimum of 2,500,000 shares are sold, the gross proceeds to the Company will be approximately $2,500,000 before expenses related to this offering.

The Company intends to use all or a part of the gross proceeds of this offering for the hiring of key technical staff, development and launch of US ROBOTS Inc.'s materials, equipment, and purchases of products and related technologies, certain marketing expenses and the balance for working capital, organizational expenses and general corporate purposes.

The legal and accounting expenses reflected above include costs associated with regulatory compliance, financial reporting, and preparation for concurrent or future offerings.

Marketing and outreach expenditures are intended to support allowable advertising activities related to future offerings, subject to regulatory compliance. Transaction fees include estimated payment processing, wire, and ACH fees.

Any references to potential production capacity, revenue levels, tax credits, or future valuation metrics are forward-looking in nature, are based on assumptions that may not be realized, and should not be interpreted as guarantees or predictions of actual performance. The Company has not completed facilities, commenced commercial operations, or generated operating revenues as of the date of this Memorandum.

Accordingly, the Company forecasts of net income, profitability, rates of return, enterprise value, cash flow projections or investor outcomes in this Memorandum are based on management assumptions and not to be used in the decision of investing in the Company.

Prospective investors should evaluate this Offering based on the Company's business plan, management experience, and the substantial risks described in the "Risk Factors" section. Such information is based on assumptions regarding future events, many of which are outside the Company's control. The Company has limited operating history and has not achieved the scale described in the pro forma information. Actual results may differ materially, and investors should not rely on such information as a prediction of future performance, profitability, or liquidity.

Forward-Looking Considerations
The timelines, capital requirements, and operational milestones described above are estimates and are subject to significant uncertainties, including financing availability, regulatory approvals, construction costs, market adoption of robot technologies, and broader economic conditions. Actual results may differ materially from those anticipated.

RISK FACTORS

An investment in the Company involves a high degree of risk and is suitable only for investors who can afford to lose their entire investment. In addition to the other information contained in this Memorandum, prospective investors should carefully consider the following risk factors before deciding whether to invest in the Shares.

The risks described below are not the only risks facing the Company. Additional risks and uncertainties not presently known to the Company, or that the Company currently considers immaterial, may also impair the Company's business, financial condition, operating results, or prospects. The risks described below are not presented in any order of priority.

Each prospective investor is strongly encouraged to consult with independent legal, tax, financial, and investment advisors before making an investment decision.

Investing in our common stock involves a high degree of risk. In addition to the other information set forth in this prospectus, you should carefully consider the risk factors discussed below when considering an investment in our common stock and any risk factors that may be set forth in the applicable prospectus supplement, any related free writing prospectus, as well as the other information contained in this prospectus, any applicable prospectus supplement, and any related free writing prospectus. If any of the following risks occur, our business, financial condition, results of operations, and prospects could be materially and adversely affected. In that case, the market price of our common stock could decline, and you could lose some or all of your investment. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations.

Risk Factors Summary

- Because we are an early-stage company with minimal revenue and a history of losses and we expect to continue to incur substantial losses for the near future, we cannot assure you that we can or will be able to operate profitably.
- We have a limited operating history, which may make it difficult to evaluate our business and prospects.
- If we fail to effectively manage our growth, we may not be able to design, develop, manufacture, market and launch new generations of our robotic systems successfully.
- Our future revenue plans rely on partnering with third party delivery platforms, brand sponsors, and/or direct sales to merchants.
- Failure of our service providers or disruptions to our outsourcing relationships might negatively impact on our ability to conduct our business.
- Our robots operate in public spaces and any errors caused by human supervisors, network connectivity issues, third-party software, or automation may adversely affect our commercial relationships.
- Our robots rely on sophisticated software technology that incorporate third-party components and networks to operate, and the inability to maintain licenses for this software technology, errors in the software we license, or the terms of open-source licenses could result in increased costs or reduced service levels, which would adversely affect our business.
- The benefit of our products could be supplanted by other technologies or solutions or competitors' products that utilize similar technology to ours in a more effective way.
- We have limited experience commercializing our products at a large scale and may not be able to do so efficiently or effectively.
- We are reliant on our relationships with suppliers and service providers for the parts and components in our robots, as well as for the manufacture of our robots. If any of these suppliers or service partners choose not to do business with us, then we would have significant difficulty in procuring and producing our robots and our business prospects would be significantly harmed.
- Defects, glitches, malfunctions in our products or the software that operates them, failure of our products to perform as expected, connectivity issues or operator errors may result in product recalls, lower than expected returns on investment for customers and cause significant safety concerns, each of which could adversely affect our results of operations, financial condition and our reputation.

- Even if our products perform properly and are used as intended, if operators sustain any injuries while using our products, we could be exposed to liability and our results of operations, financial condition, and our reputation may be adversely affected.
- We operate in a competitive industry that is subject to rapid technological change, and competitors may have or attain more resources and/or greater market recognition than we do.
- If the Company cannot protect, maintain and, if necessary, enforce its intellectual property rights, its ability to develop and commercialize products will be adversely impacted.
- Security breaches and other disruptions could compromise our proprietary information and expose us to liability, which would cause our business and reputation to suffer.
- Our business plans require a significant amount of capital. Our future capital needs may require us to sell additional equity or debt securities that may dilute our stockholders or contain terms unfavorable to us or our investors.
- We will be required to raise additional capital in order to develop our technology and scale our commercial delivery operations. However, we may be unable to raise additional capital needed to fund and grow our business.
- If use of the internet via websites, mobile devices, and other platforms, particularly with respect to online food ordering, does not continue, our business and growth prospects will be harmed.
- Our products and services are disruptive to the delivery services industries, and important assumptions about the market demand, pricing, adoption rates, and sales cycle, for our current and future products and services may be inaccurate.
- Even if we successfully market our products and services, the purchase or subscription, adoption and use of the products and services may be materially and negatively impacted if our customers resist the use and adoption of the products and services.
- Our systems, products, technologies and services and related equipment may have shorter useful lives than we anticipate.
- We may use any manufacturing partners and suppliers that may rely on complex machinery for production, which involves a significant degree of risk and uncertainty in terms of operational performance and costs.
- We may be unable to adequately control the costs associated with our operations.
- Our ability to manufacture products of sufficient quality on schedule in the future is uncertain, and delays in the design, production and launch of our products could harm our business, prospects, financial condition, and operating results.
- We are subject to cybersecurity risks to our operational systems, security systems, infrastructure, integrated software in our products and data processed by us or third-party vendors.
- There is currently no market for our common stock and there can be no assurance that any market will ever develop.
- We do not intend to pay dividends for the near future and, as a result, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock.

Risks Related to Our Business and Industry

Summary of Risks Related to Our Business

Limited Operating History

The Company is a development-stage enterprise with a limited operating history. The Company has not yet generated revenues from its planned operations and has limited historical financial information upon which investors may evaluate the Company's performance or prospects.

Need for Additional Capital

The Company expects to require additional capital to fund development, construction, expansion, and ongoing operations. There can be no assurance that additional financing will be available on acceptable terms, or at all. Failure to obtain additional capital could materially impair the Company's ability to execute its business plan and may result in the curtailment or abandonment of planned operations.
Additional financing may result in dilution to existing stockholders and could involve terms that are unfavorable to current investors.

No Assurance of Profitability, Dividends, or Return on Investment

The Company has not declared or paid any dividends and does not anticipate paying dividends in the foreseeable future. No assurance can be given that the Company will achieve profitability or generate positive cash flow.

An investment in the Company involves the risk of losing all or a substantial portion of the investment. Prospective investors should not rely on any expectation of returns, liquidity, or income.

Dependence on Key Personnel
The Company's success is highly dependent upon the continued services of its founders and key personnel, including Mark Winters, Norman Rogers and Patrick Moylan. The loss of either individual, or the Company's inability to attract and retain other qualified personnel, could have a material adverse effect on the Company's business, financial condition, and prospects.

The Company does not currently maintain key-person insurance or formal succession plans.

Execution and Growth Risks
The Company's business plan involves implementation, development and expansion activities that require effective execution, capital availability, regulatory approvals, and market acceptance. The Company may not successfully implement its growth strategy or manage the operational, financial, and managerial demands associated with expansion.

Failure to execute planned development initiatives or insufficient demand for the Company's products and services could materially adversely affect the Company's business and financial condition.

Operating Cost and Construction Risk
The Company's projected operating and development costs are based on estimates and assumptions that may prove inaccurate. Increases in labor costs, construction costs, product costs, import restrictions, equipment prices, permitting delays, or other unforeseen expenses could materially increase capital requirements and negatively impact financial performance.

Regulatory and Compliance Risks
The Company is subject to extensive and evolving federal, state, and local laws and regulations. Changes in regulatory requirements, permitting processes, environmental laws, or enforcement practices could increase costs, delay development, restrict operations, or require changes to the Company's business plan.

Litigation Risk
The Company may become subject to legal proceedings, claims, or disputes arising in the ordinary course of business. Litigation, whether meritorious or not, could result in significant costs, diversion of management attention, or adverse judgments that could materially affect the Company's financial condition and operations.

Tax Risks
The tax treatment of an investment in the Company is complex and may vary based on individual circumstances. No representations are made regarding the tax consequences of an investment. Changes in tax laws or interpretations could adversely affect investors. Prospective investors should consult their own tax advisors prior to investing.

Because we are an early-stage company with minimal revenue and a history of losses and we expect to continue to incur substantial losses for the near future, we cannot assure you that we can or will be able to operate profitably.
We are an early-stage company. We were formed and commenced operations on November 10, 2024. We face all the risks faced by newer companies, including significant competition from existing and emerging competitors, some of which are established and have better access to capital. In addition, as a new business, we may encounter unforeseen expenses,

difficulties, complications, delays, and other known and unknown factors. We will need to transition from a start-up company to a company capable of supporting larger scale commercial activities. If we are not successful in such a transition, our business, results, and financial condition may be harmed.

We have not been profitable to date as US ROBOTS Inc. has no operating history, and we expect operating losses for the in the near future. During the year ended December 31, 2025, we generated $0.00 in revenues. During the year ended December 31, 2024, we had no operations. We may not succeed in generating enough revenue to achieve profitability. Even if we do achieve profitability, we may not be able to sustain or increase profitability on a quarterly or annual basis. Furthermore, we may not be able to control overhead expenses even if our operations successfully expand. Our failure to become and remain profitable would depress our value and could impair our ability to raise capital, expand our business, diversify our product offerings, or even continue our operations.

We have a limited operating history, which may make it difficult to evaluate our business and prospects.
We face the risks associated with businesses in their initial stages, with limited operating histories and whose prospects are hard to evaluate. Any evaluation of our business and our prospects must be considered in light of the uncertainties, delays, difficulties and expenses commonly experienced by companies at this stage, which generally include unanticipated problems and additional costs relating to the development and testing of products, product approval or clearance, regulatory compliance, production, product introduction and marketing, and competition. Many of these factors are beyond the control of our management. In addition, our performance will be subject to other factors beyond our control, including general economic conditions and conditions in the robotics industry. Accordingly, our business and success face risks from uncertainties faced by developing companies in a competitive environment. There can be no assurance that our efforts will be successful or that we will be able to attain profitability.

If we fail to effectively manage our growth, we may not be able to design, develop, manufacture, market, and launch new generations of our robots successfully.
We intend to invest significantly in order to expand our business. Any failure to manage our growth effectively could materially and adversely affect our business, prospects, financial condition, and operating results. We intend to expand our operations significantly. We expect our expansion to include:

- Expanding the management, engineering, and product teams.
- Identifying and recruiting individuals with the appropriate relevant experience.
- Hiring and training new personnel.
- Launching commercialization of new products and services.
- Forecasting production and revenue.
- Entering into relationships with one or more third-party design for manufacturing partners and third-party contract manufacturers and/or expanding our internal manufacturing capabilities.
- Controlling expenses and investments in anticipation of expanded operations. conducting acquisitions and entering into collaborations, in-licensing arrangements, joint ventures strategic alliances, or partnerships.
- Expanding and enhancing internal information technology, safety, and security systems.
- Conducting demonstrations.
- Entering into agreements with suppliers and service providers; and
- Implementing and enhancing administrative infrastructure, systems, and processes.

Should we achieve market penetration, we intend to continue to hire a considerable number of additional personnel, including engineers, design, production, and operations personnel and service technicians for our robotic systems and services. Because of the innovative nature of our technology, individuals with the necessary experience may not be available to hire, and as a result, we will need to spend considerable time and expense to recruit and retain experienced employees and appropriately train any newly hired employees. Competition for individuals with experience designing, producing, and servicing robots and their software is intense, and we may not be able to attract, integrate, train, motivate or retain additional highly qualified personnel. The failure to attract, integrate, train, motivate and retain these additional employees could seriously harm our business, prospects, financial condition, and operating results.

Our revenues and profits are subject to fluctuations.
It is difficult to accurately forecast our revenues and operating results, and these could fluctuate in the future due to a number of factors. These factors may include adverse changes in companies' interests in our robot delivery and branding services, companies' available dollars to invest on our services, general economic conditions, our ability to market our company to companies, headcount and other operating costs, and general industry and regulatory conditions and requirements. The Company's operating results may fluctuate from year to year due to the factors listed above and others not listed. At times, these fluctuations may be significant and could impact on our ability to operate our business.

Our business depends on general economic conditions.
Our business model depends on companies purchasing our robotic delivery and branding services. As a result, our revenue and operations may be affected by national and international economic conditions. Adverse economic conditions could reduce the amount companies are willing or able to spend on our services, which may negatively affect our revenue and our ability to continue operations. We cannot accurately predict how current or future economic conditions may affect the Company's financial condition, operating results, or cash flow.

Unfavorable changes in interest rates, pricing of certain precious metals, utility rates, and foreign currency exchange rates may adversely affect our financial condition, liquidity, and results of operations.
Any of these macro conditions could negatively impact on our supply chain partners and the industry as a whole, which could materially decrease our profits and cash flow.

Our failure to attract and retain highly qualified personnel in the future could harm our business.
We are an innovative technology company. We may not be able to locate or attract qualified individuals for important positions, such as software engineers, robotics engineers, machine vision and machine learning experts and others, which could affect the Company's ability to grow and expand its business.

Litigation or legal proceedings could expose us to significant liabilities, occupy a considerable amount of our management's time and attention, and damage our reputation.
We may, from time to time, be a party to various litigation claims and legal proceedings. We will evaluate these claims and proceedings to assess the likelihood of unfavorable outcomes and estimate, if possible, the amount of potential losses. Claims made or threatened by our suppliers, distributors, customers, competitors, or current or former employees could adversely affect our relationships, damage our reputation, or otherwise adversely affect our business, financial condition, or results of operations. The costs associated with defending legal claims and paying damages could be substantial. Our reputation could also be adversely affected by such claims, whether or not successful.

Our future revenue plans rely on partnering with third party delivery platforms, brand sponsors, and/or direct sales to merchants.
Our largest stream of projected revenue comes from maximizing utilization of our robots to perform deliveries. We may be unable to maximize utilization due to a variety of reasons, including insufficient merchant participation, platform partner matching algorithms, failure to deliver a commercial grade product, and a lack of product acceptance by merchants and/or delivery recipients. Our financial projections also anticipate generating revenues from brand sponsors who would pay to place their branding on our robots. If we are unable to achieve these sales, our business model and go-to-market strategy will be jeopardized.

Failure of our service providers or disruptions to our outsourcing relationships might negatively impact on our ability to conduct our business.
Certain of our remote piloting services are currently provided by third-party vendors, and sometimes from service centers outside of the United States. Services provided pursuant to arrangements with these third-party vendors could be disrupted. Similarly, the expiration of agreements associated with such arrangements or the transition of services between providers could lead to loss of institutional knowledge or service disruptions. Our reliance on others as service providers could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our robots operate in public spaces and any errors caused by human supervisors, network connectivity issues, third-party software, or automation may adversely affect our commercial relationships.
Our ability to attract and retain customers (Including merchants, platform partners, and brand sponsors) is heavily dependent on our ability to provide a safe and reliable service. Our safety and security history will be instrumental in helping us attract and retain our existing customers. Because we operate on public sidewalks, we have to maintain the highest standards for public safety and the performance of our robots is highly visible. Any actual or perceived public safety incidents that may be caused by our human supervisors, network connectivity issues, third-party software, or automation may jeopardize our commercial relationships and financial viability.

Our robots rely on sophisticated software technology that incorporate third-party components and networks to operate, and the inability to maintain licenses for software technology, errors in the software we license, or the terms of open-source licenses could result in increased costs or reduced service levels, which would adversely affect our business.
Our robots require certain third-party software and networks to function safely and effectively, and our business relies on certain third-party software obtained under licenses from other companies. We anticipate that we will continue to

rely on such third-party software in the future. Although we believe that there are commercially reasonable alternatives to the third-party software, we currently license, this may not always be the case, or it may be difficult or costly to replace. In addition, integration of new third-party software may require significant work and require substantial investment of our time and resources. Our use of additional or alternative third-party software would require us to enter into license agreements with third parties, which may not be available on commercially reasonable terms or at all. Many of the risks associated with the use of third-party software cannot be eliminated, and these risks could negatively affect our business. Furthermore, performance degradation or lack of access to such software and networks can result in poor delivery performance or even grounding of our entire fleet until it is resolved, which can adversely impact on our ability to continue our operations.

Additionally, the software powering our technology systems incorporates software covered by open-source licenses. The terms of many open-source licenses have not been interpreted by U.S. courts, and there is a risk that the licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our ability to operate our systems. In the event that portions of our proprietary software are determined to be subject to an open-source license, we could be required to publicly release the affected portions of our source code or re-engineer all or a portion of our technology systems, each of which could reduce or eliminate the value of our technology systems. Such risks could be difficult or impossible to eliminate and could adversely affect our business, financial condition, and results of operations.

The benefits to customers of our products could be supplanted by other technologies or solutions or competitors' products that utilize similar technology to ours in a more effective way.
The benefits to customers of our products could be supplanted by other technologies or solutions or competitors' products that utilize similar technology to ours in a more effective way. We cannot be sure that alternative technologies or improvements to artificial intelligence, industrial automation or other technologies, processes or industries will not match or exceed the benefits of our products or be more cost effective than our products. The development of any alternative technology that can compete with or supplant our products may materially and adversely affect our business, prospects, financial condition, and operating results, in ways we do not currently anticipate. Any failure by us to develop new enhanced technologies or processes, or to react to changes in existing technologies, could materially delay our development and introduction of new and enhanced products, which could result in the loss of competitiveness of our robotic systems and solutions, decreased revenue and a loss of market share to competitors. Our research and development efforts may not be sufficient to adapt to new or changing technologies. While we plan to upgrade and adapt our robotic systems and solutions as we or others develop innovative technology, our robotic systems and solutions may not compete effectively with alternative products if we are not able to source and integrate the latest technology into our systems and solutions.

Our operating and financial projections rely on management assumptions and analyses. If these assumptions or analyses prove to be incorrect, our actual operating results may be materially different from our forecasted results.
We are a robotics and services company, with limited experience commercializing our products and services. The projected financial and operating information appearing elsewhere in this prospectus reflect estimates of future performance and is based on multiple financial, technical, and operational assumptions, Including hiring of additional skilled personnel in a timely way to support continued development and commercialization of the core products, the level of demand for our robotic systems, the performance of our robotic systems, the utilization of the robot fleet, the useable life of the robotic systems, cost of manufacturing, cost of components and availability of adequate supply, the nature and length of the sales cycle, maintenance and servicing costs and the costs of refurbishing the robotic systems. However, given our limited commercial experience, it is likely that many of these assumptions will prove incorrect. The projections are forward-looking statements that are inherently subject to significant uncertainties and contingencies, many of which are beyond our control. See *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* and *"Forward-Looking Statements."* Whether actual operating and financial results and business developments will be consistent with our expectations and assumptions as reflected in our forecast depends on a number of other factors, many of which are outside our control, including, but not limited to:

- Whether we can obtain sufficient capital to sustain and grow our business.
- Our ability to manage our growth.
- The contractual terms of one or more agreements with third-party manufacturers.
- Whether we can manage relationships with key suppliers and partners.
- The timing and costs of the required marketing and promotional efforts.
- Whether customers and their employees will adopt the robotic systems offered by us.
- The timing required and success of customer testing of our technology.
- Competition, including from established and future competitors.

- Our ability to retain existing key management, to attract additional leaders, to integrate recent hires and to attract, retain and motivate qualified personnel, including engineers, design and production personnel, and service technicians.
- The overall strength and stability of domestic and international economies; demand for currently available and future robots.
- Regulatory, legislative, and political changes; and
- Customer requirements and preferences.

Unfavorable changes in any of these or other factors, most of which are beyond our control, could cause us to fail to meet our operating and financial projections and could materially and adversely affect our business, prospects, financial condition, and operating results.

We have limited experience commercializing our products at a large scale and may not be able to do so efficiently or effectively.
We have limited experience of commercializing robotic systems at a large scale and may not be able to do so efficiently or effectively. A key element of our long-term business strategy is the continued growth in sales, marketing, training, customer service and maintenance and servicing operations, including hiring personnel with the necessary experience. Managing and maintaining these operations is expensive and time-consuming, and an inability to leverage such an organization effectively or at all could inhibit potential sales or subscriptions and the penetration and adoption of our products into new markets. In addition, certain decisions we make regarding staffing in these areas in our efforts to maintain an adequate spending level could have unintended negative effects on our revenues, such as by weakening the sales, marketing and maintenance and servicing infrastructures or lowering the quality of customer service.

We are reliant on our relationships with suppliers and service providers for the parts and components in our robots, as well as for the manufacture of our robots. If any of these suppliers or service partners choose not to do business with us, then we would have significant difficulty in procuring and producing our robots and our business prospects could be significantly harmed.
Our robots contain hundreds of components which are assembled by third-party manufacturing partners. Collaboration with third parties for the manufacturing of robots is subject to risks with respect to operations that are outside our control. Global supply chain problems will directly impact our ability to obtain these components cost-effectively. We could experience delays to the extent our current or future partners do not continue doing business with us, meet agreed upon timelines, experience capacity constraints or otherwise are unable to deliver components or manufacture robots as expected. There is risk of potential disputes with partners, and we could be affected by adverse publicity related to our partners whether or not such publicity is related to their collaboration with us. Our ability to successfully build a premium brand could also be adversely affected by perceptions about the quality of our partners' robots or other robots manufactured by the same partner. In addition, although we intend to be involved in material decisions in the supply chain and manufacturing process, given that we also rely on our partners to meet our quality standards, there can be no assurance that we will be able to maintain high-quality standards.

We may in the future enter into strategic alliances, including joint ventures, or minority equity investments, with various third parties to further our business purpose. These alliances could subject us to a number of risks, including risks associated with sharing proprietary information, nonperformance by the third party, and increased expenses in establishing new strategic alliances, any of which may materially and adversely affect our business.

U.S. Regulations affecting FCC and Lithium-ion cells may increase the difficulties with added regulations.
Furthermore, the cellular network and radio systems contained in our robots are regulated by the Federal Communications Commission, which allocates cellular and wireless bandwidth to ensure minimal conflict between operators. The battery packs within our robots use custom lithium-ion cells. The transportation and effective storage of lithium-ion batteries is tightly regulated by the U.S. Department of Transportation and other regulatory bodies. Any failure to comply with the Department of Transportation's storage and transport requirements or the Federal Communications Commission's regulations on wireless communications could result in fines, loss of permits and licenses or other regulatory consequences, which could limit our ability to manufacture and deliver our robotic systems and negatively affect our business, prospects, financial condition, results of operations, and cash flows.

Defects, glitches, or malfunctions in our products or the software that operates them, failure of our products to perform as expected, connectivity issues or operator errors may result in product recalls, lower than expected return on investment for customers and cause significant safety concerns, each of which could adversely affect our results of operations, financial condition and our reputation.

The design, manufacture, and marketing of our products involve certain inherent risks. Manufacturing or design defects, glitches, malfunctions, connectivity issues between the central processing unit and peripheral vehicle subsystems, operator errors, unanticipated use of our robotic systems, inadequate disclosure of risks relating to the use of robots, among others, can lead to injury, property damage, or other adverse events. We conduct extensive testing of our units, in some instances in collaboration with our customers, to ensure that any such issues can be identified and addressed in advance of commercial launch of the products. However, there can be no assurance that we will be able to identify all such issues or that, if identified, efforts to address them will be effective in all cases.

In addition, if the manufacturing of our products is outsourced, we may not be aware of manufacturing defects that could occur. Such adverse events could lead to unexpected failures in our products and could result, in certain cases, in the removal of our products from the market. A product recall could result in significant costs. To the extent any manufacturing defect occurs, our agreement with the third-party manufacturer may contain a limitation on the third-party manufacturer's liability, and therefore we could be required to incur the majority of related costs. Product defects or recalls could also result in negative publicity, damage to our reputation or, in the event of regulatory developments, delays in new product acceptance.

Our products incorporate sophisticated computer software. Complex software frequently contains errors, especially when first introduced. Our software may experience errors or performance problems in the future. If any part of our products' hardware or software were to fail, the service mission could be compromised. Additionally, users may not use our products in accordance with safety protocols and training, which could amplify the risk of failure. Any such occurrence could cause delay in market acceptance of our products, damage to our reputation, product recalls, increased service and warranty costs, product liability claims and loss of revenue relating to such hardware or software defects.

We anticipate that as part of our ordinary course of business we may be subject to product liability claims alleging defects in the design or manufacture of our products. A product liability claim, regardless of our merit or eventual outcome, could result in significant legal defense costs and high punitive damage payments. Although we will maintain product liability insurance, the coverage is subject to deductibles and limitations and may not be adequate to cover future claims. Additionally, we may be unable to maintain our existing product liability insurance in the future at satisfactory rates or adequate amounts.

Even if our products perform properly and are used as intended, if operators sustain any injuries while using our products, we could be exposed to liability and our results of operations, financial condition, and our reputation may be adversely affected.

Our products contain complex technology and must be used as designed and intended in order to operate safely and effectively. While we expect to develop a training, customer service and maintenance and servicing infrastructure to ensure users are equipped to operate our products in a safe manner, we cannot be sure that the products will be used as designed and intended. In addition, we cannot be sure that we will be able to predict all the ways in which use or misuse of the products can lead to injury or damage to property, and our training resources may not be successful at preventing all incidents. If operators were to cause any injuries or damage to property while using our products, in a manner consistent with our training and instructions or otherwise, we could be exposed to liability and our results of operations, financial condition and our reputation may be adversely affected.

We operate in a competitive industry that is subject to rapid technological change, and competitors may have or attain more resources and/or greater market recognition than we do.

Our competitor base may change or expand as we continue to develop and commercialize our robotic systems in the future. Some of these companies are direct competitors, while others provide adjacent services such as delivery with autonomous vehicles on streets that could impact our market. A number of these companies may have, or may attain, more resources and/or greater market recognition than we do. These or other competitors may develop innovative technologies or products that provide superior results to customers or are less expensive than our products. Our technologies and products could have reduced competitiveness by such developments.

Our competitors may respond more quickly to new or emerging technologies, undertake more extensive marketing campaigns, have greater financial, marketing, manufacturing, and other resources than we do, or may be more successful in attracting potential customers, employees, and strategic partners. In addition, potential customers could have long-standing or contractual relationships with competitors. Potential customers may be reluctant to adopt our products, particularly if they compete with or have the potential to compete with or diminish the need/utilization of products or technologies supported through these existing relationships. If we are not able to compete effectively, our business, prospects, financial condition, and operating results will be negatively impacted.

In addition, because we operate in a new market, the actions of our competitors could adversely affect our business. Adverse events such as product defects or legal claims with respect to competing or comparable products could cause reputational harm to the robotics market on the whole and, accordingly, our business.

If the Company cannot protect, maintain and, if necessary, enforce its intellectual property rights, its ability to develop and commercialize products will be adversely impacted.
The Company's success, in large part, depends on its ability to protect and maintain the proprietary nature of its technology. The Company must prosecute and maintain its existing patents and obtain new patents. Some of the Company's proprietary information may not be patentable, and there can be no assurance that others will not utilize similar or superior solutions to compete with the Company. The Company cannot guarantee that it will develop proprietary products that are patentable, and that, if issued, any patent will give a competitive advantage or that such patent will not be challenged by third parties.

The process of obtaining patents can be time consuming with no certainty of success, as a patent may not be issued or may not have sufficient scope or strength to protect the intellectual property it was intended to protect. The Company cannot assure that its means of protecting its proprietary rights will suffice or that others will not independently develop competitive technology or design around patents or other intellectual property rights issued to the Company. Even if a patent is issued, it does not guarantee that it is valid or enforceable. Any patents that the Company or its licensors have obtained or obtain in the future may be challenged, invalidated, or unenforceable. If necessary, the Company will initiate actions to protect its intellectual property, which will be costly and time-consuming.

We may be subject to claims of infringement of third-party intellectual property rights.
Our operating results may be adversely affected if third parties claim that our products infringed their patent, copyright, or other intellectual property rights. Such assertions could lead to expensive and unpredictable litigation, diverting the attention of management and technical personnel. An unsuccessful result in such litigation could adversely affect our business, Including injunctions, exclusion orders, and royalty payments to third parties.

Security breaches and other disruptions could compromise our proprietary information and expose us to liability, which would cause our business and reputation to suffer.
We rely on trade secrets, technical expertise, and other unpatented proprietary information relating to our product development and manufacturing activities to provide us with competitive advantages. We protect this information by entering into confidentiality agreements with our employees, consultants, strategic partners, and other third parties. We also design our computer systems and networks and implement various procedures to restrict unauthorized access to the dissemination of our proprietary information.

We face internal and external data security threats. For example, current, departing, or former employees or third parties could attempt to improperly use or access our computer systems and networks to copy, obtain, or misappropriate our proprietary information or otherwise interrupt our business. Like others, we are also subject to significant system or network disruptions from numerous causes, Including computer viruses and other cyber-attacks, facility access issues, new system implementations, and energy blackouts.

Security breaches, computer malware, phishing, spoofing, and other cyber-attacks have become more prevalent and sophisticated in recent years. While we will defend against these threats daily, we do not believe that such attacks will cause us any material damage to date. Because the techniques used by computer hackers and others to access or sabotage networks constantly evolve and are not recognized until launched against a target, we may be unable to anticipate, counter, or ameliorate all these techniques.

As a result, our and our customers' proprietary information may be misappropriated, and we cannot predict the impact of any future incident. Any loss of such information could harm our competitive position, resulting in a loss of customer confidence in the adequacy of our threat mitigation and detection processes and procedures may cause us to incur significant costs to remedy the damage caused by the incident, and divert management and other resources. We will routinely implement improvements to our network security safeguards, and we will devote resources to the security of our information technology systems. However, we cannot assure that such system improvements will be sufficient to prevent or limit the damage from any future cyber-attack or network disruptions.

The costs related to cyber-attacks or other security threats, or computer systems disruptions typically would not be fully insured or indemnified by others. As a result, the occurrence of any of the events described above could result in the loss of competitive advantages derived from our intellectual property. Moreover, these events may result in the diversion of the attention of management and critical information technology and other resources, or otherwise adversely affect our internal operations and reputation or degrade our financial results and stock price.

We may be subject to theft, loss, or misuse of personal data by or about our employees, customers, or other third parties, which could increase our expenses, damage our reputation, or result in legal or regulatory proceedings.
In the ordinary course of our business, we have access to sensitive, confidential, or personal data or information regarding our employees and others that is subject to privacy and security laws and regulations. Therefore, the theft, loss, or misuse of personal data collected, used, stored, or transferred by us to run our business, or by our third-party service providers, including business process software applications providers and other vendors that have access to sensitive data, could result in damage to our reputation, disruption of our business activities, significantly increased business and security costs or costs related to defending legal claims.

Global privacy legislation, enforcement, and policy activity in this area are rapidly expanding and creating a complex regulatory compliance environment. For example, the European Union has adopted the General Data Protection Regulation ("GDPR"), which requires companies to comply with rules regarding the handling of personal data, including its use, protection, and the ability of people whose data is stored to correct or delete such data about themselves. Failure to meet GDPR requirements could result in penalties of up to 4% of worldwide revenue. In addition, the interpretation and application of consumer and data protection laws in the U.S., Europe, and elsewhere are often uncertain and fluid and may be interpreted and applied in a manner that is inconsistent with our data practices. As a result, complying with these changing laws has caused, and could continue to cause, us to incur substantial costs, which could harm our business and results of operations. Further, failure to comply with existing or new rules may result in significant penalties or orders to stop the alleged non-compliant activity. Finally, even our inadvertent failure to comply with federal, state, or international privacy-related or data protection laws and regulations could result in audits, regulatory inquiries, or proceedings against us by governmental entities or others.

Our business plans require a significant amount of capital. Our future capital needs may require us to sell additional equity or debt securities that may dilute our stockholders or contain terms unfavorable to us or our investors.
We will require significant capital to operate our business and fund our capital expenditure for the next several years. The level and timing of future expenditure will depend on a number of factors, many of which are outside our control. While we expect that we will have sufficient capital to fund our currently planned operations, it is possible that we will need to raise additional capital to fund our business, including to finance ongoing research and development costs, manufacturing, any significant unplanned or accelerated expenses, and new strategic alliances or acquisitions. The fact that we have limited experience of commercializing our robots on a large scale, coupled with the fact that our products represent a new product category in the commercial and food delivery robot market, means we have limited historical data on the demand for our robots. In addition, we expect our capital expenditure to continue to be significant in the near future as we continue generational improvements for our commercial products, and that our level of capital expenditure will be significantly affected by customer demand for our robots. As a result, our future capital requirements may be uncertain, and actual capital requirements may be different from those we currently anticipate. We may need to seek equity or debt financing to finance a portion of our capital expenditures. Such financing might not be available to us in a timely manner or on terms that are acceptable, or at all, or that such funds, if raised, would be sufficient.

Our ability to obtain the necessary financing to conduct our business plan is subject to a number of factors, Including general market conditions and investor acceptance of our business model. These factors may make the timing, amount, terms, and conditions of such financing unattractive or unavailable to us. If we are unable to raise sufficient funds, we will have to significantly reduce our spending, delay, or cancel our planned activities or change our corporate structure. We might not be able to obtain any funding, and we might not have sufficient resources to conduct business as projected, both of which could mean that we would be forced to curtail or discontinue our operations.

In addition, our future capital needs and other business reasons could require us to sell additional equity or debt securities or obtain a credit facility. The sale of additional equity or equity-linked securities could dilute our stockholders. The incurrence of indebtedness would result in increased debt service obligations and could result in operating and financing covenants that would restrict our operations.

If we cannot raise additional funds when we need or want them, we may be forced to curtail or abandon our growth plans, which could adversely impact on the Company, its business, development, financial condition, operating results, or prospects.

We may be required to raise additional capital in order to develop our technology and scale our commercial delivery operations. However, we may be unable to raise additional capital needed to fund and grow our business.

We may need additional capital to develop the next version of US ROBOTS Inc. and scale our commercial delivery operations. We may not be able to continue product development and our commercial deliveries if we cannot raise additional debt and/or equity financing.

We may not be able to increase our capital resources by engaging in additional debt or equity financing. Even if we complete such financings, they may result in dilution to our existing investors and include additional rights or terms that may be unfavorable to our existing investor base. These circumstances could materially and adversely affect our financial results and impair our ability to achieve our business objectives. Additionally, we may be required to accept terms that restrict our ability to incur additional indebtedness or take other actions (including terms that require us to maintain specified liquidity or other ratios) that would otherwise be in the best interests of our stockholders.

Adverse developments affecting the financial services industry, such as actual events or concerns involving liquidity, defaults, or nonperformance by domestic and international financial institutions or transactional counterparties, could adversely affect our business, financial condition, and results of operations.

Actual events involving reduced or limited liquidity, defaults, non-performance or other adverse developments that affect domestic and international financial institutions or other companies in the financial services industry or the financial services industry generally, or concerns or rumors about any events of these kinds, have in the past and may in the future lead to market-wide liquidity problems. Investor concerns regarding the U.S. or international financial systems could result in less favorable commercial financing terms, including higher interest rates or costs and tighter financial and operating covenants, or systemic limitations on access to credit and liquidity sources, thereby making it more difficult for us to acquire financing on acceptable terms or at all. Any decline in available funding or access to our cash and liquidity resources could, among other risks, adversely impact on our ability to meet our operating expenses, financial obligations or fulfill our other obligations, or result in breaches of our financial and/or contractual obligations. Any of these impacts, or any other impact resulting from the factors described above or other related or similar factors not described above, could have material adverse impacts on our liquidity and our current and/or projected business operations and financial condition and results of operations.

Our business depends on discretionary spending patterns in the areas in which the restaurants on our platforms operate and, in the economy, at large. Economic downturns or other events (like another coronavirus variant or similar widespread health/pandemic outbreaks) impacting the United States and global economy could materially adversely affect our results of operations.

Purchases at restaurants and food and beverage hospitality services locations are discretionary for consumers and we are therefore susceptible to changes in discretionary spending patterns or economic slowdowns in the geographic areas in which restaurants on our platforms operate and, in the economy, at large. Discretionary consumer spending can be impacted by general economic conditions, unemployment, consumer debt, inflation, rising gasoline prices, interest rates, consumer confidence, and other macroeconomic factors.

We believe that consumers are more willing to make discretionary purchases, including delivery, dine-in or carryout of restaurant meals, during favorable economic conditions. Disruptions in the overall economy (Including disruptions due to another coronavirus or similar health/pandemic events), including high unemployment, inflation, rising gasoline prices, financial market volatility and unpredictability, and the related reduction in consumer confidence, could negatively affect food and beverage sales throughout the restaurant industry, including orders through our partners' platforms.

Additionally, merchants on our platforms may be negatively impacted by general economic conditions, supply chain issues, labor shortages, inflation, or other macroeconomic factors, which could negatively impact their ability to fulfill orders. There is also a risk that if uncertain economic conditions persist for an extended period of time or worsen, consumers might make long-lasting changes to their discretionary spending behavior, including ordering food for delivery, dine-in or carryout less frequently. The ability of the U.S. economy to manage this uncertainty is likely to be affected by many national and international factors that are beyond our control. These factors, including national, regional, and local politics and economic conditions, disposable consumer income, and consumer confidence, also affect discretionary consumer spending.

If any of these factors cause restaurants to cease operations or cease using our platforms, it could also significantly harm our financial results, for the reasons set forth elsewhere in these risk factors. Continued uncertainty in or a worsening of the economy, generally or in a number of our markets, and diners' reactions to these trends could adversely affect our business and cause us to, among other things, reduce the number and frequency of new market openings or cease operations in existing markets.

Our products and services are disruptive to the delivery services industries, and important assumptions about the market demand, pricing, adoption rates, and sales cycle, for our current and future products and services may be inaccurate.

The market demand for and adoption of our delivery robots is unproven, and important assumptions about the characteristics of targeted markets, pricing, and sales cycles may be inaccurate. Although we have engaged in ongoing dialogue with potential customers, we have no binding commitments to purchase products and services. Existing or new regulatory or safety standards, or resistance by customer employees and labor unions, all of which are outside of our control, could cause delays or otherwise impair adoption of these innovative technologies, which will adversely affect our growth, financial position, and prospects. Given the evolving nature of the markets in which we operate, it is difficult to predict customer demand or adoption rates for our products or the future growth of the markets we expect to target.

If one or more of the targeted markets experience a shift in customer or prospective customer demand, our products may not compete as effectively, if at all, and they may not be fully developed into commercial products. As a result, the financial projections in this prospectus necessarily reflect various estimates and assumptions that may not prove accurate and these projections could differ materially from actual results because of the risks included in this *"Risk Factors"* section, among others. If demand does not develop as expected or if we cannot accurately forecast pricing, adoption rates and sales cycle for our products, our business, results of operations and financial condition will be adversely affected.

The benefits of our products to customers and projected return on investment have not been substantiated through long-term trials or use.

Our core products' benefits to customers and projected return on investment have not been substantiated through long-term trials or use. We currently have a limited frame of reference by which to evaluate the performance of our delivery robotic systems upon which our business prospects depend. There can be no assurance that such units will provide the expected benefit to customers. Our robotic systems may not perform consistently with customers' expectations or consistently with other robotics products which may become available. Any failure of our robotic systems and software to perform as expected could harm our reputation and result in adverse publicity, lost revenue, delays, product recalls, product liability claims and significant warranty and other expenses and could have a material adverse impact on our business, prospects, financial condition, and operating results. Additionally, problems and defects experienced by competitors or others in the delivery robotics market could, by association, have a negative impact on perception and customer demand for our robots.

Even if we successfully market our products and services, the purchase or subscription, adoption and use of the products and services may be materially and negatively impacted if our customers resist the use and adoption of the products and services.

We have designed and developed our robotic systems with the goal of reducing operating costs and greenhouse gases. Even if we successfully market our products and services to customers, the purchase, adoption, and the use of the products may be materially and negatively impacted if our customers resist or delay the use and adoption of these innovative technology products and services. Customers may resist or delay the adoption of our products and services for several reasons, including lack of confidence in autonomous and semi-autonomous delivery vehicles. If our customers resist or delay adoption of our robotic delivery services, our business, prospects, financial condition, and operating results will be materially and adversely affected.

Our systems, products, technologies and services and related equipment may have shorter useful lives than we anticipate.

Our growth strategy depends in part on developing systems, products, technologies, and services. These reusable systems, products, technologies and services and systems will have a limited useful life. While we intend to design our products and technologies for a certain lifespan, which corresponds to a number of cycles, there can be no assurance as to the actual operational life of a product or that the operational life of individual components will be consistent with its design life. A number of factors will impact the useful lives of our products and systems, including, among other things, the quality of their design and construction, the durability of their component parts and availability of any replacement components, and the occurrence of any anomaly or series of anomalies or other risks affecting the technology during launch and in orbit.

In addition, any improvements in technology may make our existing products, designs, or any component of our products prior to the end of their life obsolete. If our systems, products, technologies and services and related equipment have shorter useful lives than we currently anticipate, this may lead to delays in increasing the rate of our follow-on work and new business, which would have a material adverse effect on our business, financial condition, and results of operations. We are continually learning, and as our engineering and manufacturing expertise and efficiency increases, we aim to leverage this learning to be able to manufacture our products and equipment using less of our currently installed equipment, which could render our existing inventory obsolete.

Any acquisitions, partnerships, or joint ventures that we enter into could disrupt our operations and have a material adverse effect on our business, financial condition, and results of operations.
From time to time, we may evaluate potential strategic acquisitions of businesses, including partnerships or joint ventures with third parties. We may not be successful in identifying acquisition, partnership, and joint venture candidates. In addition, we may not be able to continue the operational success of such businesses or successfully finance or integrate any businesses that we acquire or with which we form a partnership or joint venture. We may have potential write-offs of acquired assets and/or an impairment of any goodwill recorded as a result of acquisitions. Furthermore, the integration of any acquisition may divert management's time and resources from our core business and disrupt our operations or may result in conflicts with our business.

Any acquisition, partnership or joint venture may not be successful, may reduce our cash reserves, may negatively affect our earnings and financial performance and, to the extent financed with the proceeds of debt, may increase our indebtedness. Further, depending on market conditions, investor perceptions of us and other factors, we might not be able to obtain financing on acceptable terms, or at all, to implement any such transaction. We cannot ensure that any acquisition, partnership, or joint venture we make will not have a material adverse effect on our business, financial condition, and results of operations.

As part of growing our business, we may make acquisitions. If we fail to successfully select, execute, or integrate our acquisitions, then our business, results of operations and financial condition could be materially adversely affected, and our stock price could decline.
Failure to successfully identify, complete, manage and integrate acquisitions could materially and adversely affect our business, financial condition and results of operations and could cause our stock price to decline.

From time to time, we may make acquisitions to add new products and technologies, acquire talent, gain sales channels, or enter into new markets or sales territory. In addition to stockholder approval, we may need approvals and licenses from relevant government authorities for the acquisitions and to comply with any applicable laws and regulations, and failure to obtain such approvals and licenses could result in delays and increased costs and may disrupt our business strategy.

Furthermore, acquisitions and the subsequent integration of new assets, businesses, key personnel, customers, vendors, and suppliers require significant attention from our management and could result in a diversion of resources from our existing business, which in turn could have an adverse effect on our operations. Acquired assets or businesses may not generate the financial results we expect. Acquisitions could result in the use of substantial amounts of cash, potentially dilutive issuances of equity securities and exposure to potential unknown liabilities of the acquired business. Moreover, the costs of identifying and consummating acquisitions may be significant.

Our management team will have broad discretion in making strategic decisions to execute their growth plans, and there can be no assurance that our management's decisions will result in successful achievement of our business objectives or will not have unintended consequences that negatively impact on our growth prospects.
Our management will have broad discretion in making strategic decisions to execute their growth plans and may devote time and company resources to new or expanded solution offerings, potential acquisitions, prospective customers, or other initiatives that do not necessarily improve our operating results or contribute to our growth. Management's failure to make strategic decisions that are accretive to our growth may result in unfavorable returns and uncertainty about our prospects, each of which could cause the price of the common stock to decline.

We face risks related to natural disasters, health epidemics, and other outbreaks, which could significantly disrupt our operations.
Our facilities or operations or those of any third-party manufacturers or suppliers could be adversely affected by events outside of our or their control, such as natural disasters, wars, health epidemics, and other calamities. Our operations do not currently rely on any long-term data storage, and therefore any such loss of data would have limited operational impact. However, we cannot assure you that any backup systems will be adequate to protect us from the effects of fire, floods, typhoons, earthquakes, power loss, telecommunications failures, break-ins, war, riots, terrorist attacks, or similar events. Any of the foregoing events may give rise to interruptions, breakdowns, system failures, technology platform failures, or internet failures, which could cause the loss or corruption of data or malfunctions of software or hardware as well as adversely affect our ability to provide services.

We, any manufacturing partners, and suppliers, may rely on complex machinery for production, which involves a significant degree of risk and uncertainty in terms of operational performance and costs.

We, any third-party manufacturing partners, and suppliers, may rely on complex machinery for the production and assembly of our robotic systems, which will involve a significant degree of uncertainty and risk in terms of operational performance and costs. Our facilities, and those of any third-party manufacturing partners and suppliers, consist or are expected to consist of large-scale machinery combining many components. These components may suffer unexpected malfunctions from time to time and will depend on repairs and spare parts to resume operations, which may not be available when needed. Unexpected malfunctions of these components may significantly affect the intended operational efficiency.

Operational performance and costs can be difficult to predict and are often influenced by factors outside of our or any third-party manufacturing partners' and suppliers' control, such as, but not limited to, scarcity of natural resources, environmental hazards and remediation, costs associated with decommissioning of machines, labor disputes and strikes, difficulty or delays in obtaining governmental permits, damages or defects in electronic systems, industrial accidents, fire, seismic activity and natural disasters. Should operational risks materialize, they may result in the personal injury to or death of workers, the loss of production equipment, damage to production facilities, monetary losses, delays and unanticipated fluctuations in production, environmental damage, administrative fines, increased insurance costs and potential legal liabilities, all which could have a material adverse effect on our business, prospects, financial condition and operating results.

We may be unable to adequately control the costs associated with our operations.
We will require significant capital to develop and grow our business, including developing and producing our commercial robotic systems and other products, establishing, or expanding design, research and development, production, operations and maintenance and service facilities and building our brand and partnerships. We may incur significant expenses which will impact on our profitability, including research and development expenses, procurement costs, business development, operation and integration expenses as we build and deploy our robotic fleet, and general and administrative expenses as we scale our operations, identify and commit resources to investigate new areas of demand.

In addition, we may incur significant costs servicing, maintaining, and refurbishing our robots, and we expect that the cost to repair and service our robots will increase over time as they age. Our ability to become profitable in the future will not only depend on our ability to complete the design and development of our robots to meet projected performance metrics, identify and investigate new areas of demand and successfully market our robotic services, but also to sell, whether outright or through subscriptions, our systems at prices needed to achieve our expected margins and control our costs, Including the risks and costs associated with operating, maintaining and financing our robots. If we are unable to efficiently design, develop, manufacture, market, deploy, distribute and service our robots in a cost-effective manner, our margins, profitability, and prospects would be materially and adversely affected.

Our ability to manufacture products of sufficient quality on schedule in the future is uncertain, and delays in the design, production and launch of our products could harm our business, prospects, financial condition, and operating results.
Our future business depends in large part on our ability to execute our plans to design, develop, manufacture, market, deploy and service our products.

We may retain third-party vendors and service providers to engineer, design and test some of the critical systems and components of our units. While this allows us to draw from such third parties' industry knowledge and expertise, there can be no assurance such systems and components will be successfully developed to our specifications or delivered in a timely manner to meet our program timing requirements.

Laws, regulations, and other legislative efforts related to climate change, environmental concerns, and health and safety could result in increased operating costs, reduced demand for our products and services, or the loss of future business.
Concerns over environmental pollution and climate change have produced significant legislative and regulatory efforts on a global basis, and we believe this will continue both in scope and in the number of countries participating. These changes could directly increase the cost of energy, which may have an effect on the way we manufacture products or utilize energy to produce our products.

In addition, any new regulations or laws in the environmental area might increase the cost of raw materials or key components we use in our products. Environmental regulations may require us to reduce product energy usage, monitor, and exclude an expanding list of restricted substances and to participate in compulsory recovery and recycling of our products or components. We are unable to predict how any future changes will impact us and if such impacts will be material to our business.

Further, climate change laws, environmental regulations, and other similar measures may have an effect on the operating activities of our customers, which may, in turn, reduce the demand for our products and services. To the extent increasing concentrations of greenhouse gases in the Earth's atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, droughts, floods and other climatic events, such events could have a material adverse effect on the Company and potentially subject the Company to further regulation.

We must also comply with extensive government laws and regulations related to, among other things, health, safety, and the environment, which govern the offshore and other areas where our robotic systems operate, Including vessel and port security laws. Since we have no prior history of offshore operations, we may be unable to meet the compliance standards of such laws and regulations, and our inability to do so may cause us to lose prospective business and adversely affect our financial condition and results of operations. Further, environmental, health and safety and vessel and port security laws change frequently, and we may not be able to anticipate such changes or the impact of such changes. There is no assurance that we can avoid significant costs, liabilities and penalties imposed as a result of governmental regulation in the future. Changes in laws or regulations concerning our offshore activities, the cost or availability of insurance, and decisions by clients, governmental agencies or other industry participants could reduce demand for our services or increase our costs of operations, which could have a negative impact on our financial position, results of operations or cash flows, but we cannot reasonably or reliably estimate that such changes will occur, when they will occur or if they will impact us.

We may become subject to new or changing governmental regulations relating to the design, manufacturing, marketing, distribution, servicing, or use of our products, including as a result of climate change, and a failure to comply with such regulations could lead to withdrawal or recall of our products from the market, delay our projected revenues, increase cost, or make our business unviable if we are unable to modify our products to comply.

We may become subject to new or changing international, federal, state, and local regulations, including laws relating to the design, manufacturing, marketing, distribution, servicing, or use of our products. Such laws and regulations may require us to pause sales and modify our products, which could result in a material adverse effect on our revenues and financial condition. Such laws and regulations can also give rise to liability such as fines and penalties, property damage, bodily injury, and cleanup costs. Capital and operating expenses needed to comply with laws and regulations can be significant, and violations may result in substantial fines and penalties, third-party damages, suspension of production or a cessation of our operations. Any failure to comply with such laws or regulations could lead to withdrawal or recall of our products from the market.

Climate change laws and environmental regulations could result in increased operating costs and reduced demand for our services.

Concerns over environmental pollution and climate change have produced significant legislative and regulatory efforts on a global basis, and we believe this will continue both in scope and in the number of countries participating. These changes could directly increase the cost of energy, which may have an effect on the way we manufacture robots or utilize energy to deliver our services. In addition, any new regulations or laws in the environmental area might increase the cost of raw materials or key components we use in our robots. Environmental regulations may require us to reduce product energy usage, monitor, and exclude an expanding list of restricted substances and to participate in compulsory recovery and recycling of our robots or components. We are unable to predict how any future changes will impact us and if such impacts will be material to our business.

Further, climate change laws, environmental regulations, and other similar measures may have an effect on the operating activities of our customers, which may, in turn, reduce the demand for our products and services. To the extent increasing concentrations of greenhouse gases in the Earth's atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, droughts, floods and other climatic events, such events could have a material adverse effect on the Company and potentially subject the Company to further regulation.

Severe weather conditions and climate change could have a material adverse impact on our business by reducing the operating hours of our robots.

Our robots are designed to operate in common environmental conditions. Currently we limit US ROBOTS Inc. operation to warm and dry climates, and we do not operate robots under rare or extreme conditions such as strong storms or unusually high or low temperatures. Our current delivery robots operate inside a facility and are not exposed to extreme weather conditions. While with our new generation of outside patrolling robots, we plan to expand their operating envelope (e.g., introducing the ability to manage rain, ice, and snow), which in turn would expand our geographic reach and target market, there is no guarantee that our efforts will successfully overcome all severe weather conditions.

Our business and operations involve the collection, storage, processing, and transmission of personal data and certain other sensitive and proprietary data of collaborators, customers, and others. Additionally, we maintain sensitive and proprietary information relating to our business, such as our own proprietary information and personal data relating to our employees. An increasing number of organizations have disclosed breaches of their security systems and other information security incidents, some of which have involved sophisticated and highly targeted attacks. We may be a target for attacks by state-sponsored actors and others designed to disrupt our operations or to attempt to gain access to our systems or data that is processed or maintained in our business.

We are at risk for interruptions, outages and breaches of our: (a) operational systems, Including business, financial, accounting, product development, data processing or production processes, owned by us or our third-party vendors or suppliers; (b) facility security systems, owned by us or our third-party vendors or suppliers; (c) transmission control modules or other in-product technology, owned by us or our third-party vendors or suppliers; (d) the integrated software in our units; or (e) customer data that we processes or that our third-party vendors or suppliers process on our behalf. Because techniques used to obtain unauthorized access to or to sabotage information systems change frequently and may not be known until launched against a target, we may be unable to anticipate or prevent these attacks, react in a timely manner, or implement adequate preventive measures, and may face delays in our detection or remediation of, or other responses to, security breaches and other privacy- and security-related incidents. Such incidents could: materially disrupt our operational systems; result in loss of intellectual property, trade secrets or other proprietary or competitively sensitive information; compromise certain information of customers, employees, suppliers, or others; jeopardize the security of our facilities; or affect the performance of in-product technology and the integrated software in our units. Certain efforts may be state-sponsored or supported by significant financial and technological resources, making them even more difficult to detect, remediate, and otherwise respond to.

We plan to include product services and functionality that utilize data connectivity to monitor performance and timely capture opportunities to enhance performance and for safety and cost-saving preventative maintenance. The availability and effectiveness of our services depend on the continued operation of information technology and communications systems. Our systems will be vulnerable to damage or interruption from, among others, physical theft, fire, terrorist attacks, natural disasters, power loss, war, telecommunications failures, viruses, denial or degradation of service attacks, ransomware, social engineering schemes, insider theft or misuse or other attempts to harm our systems. We intend to use our product services and functionality to provide information about each unit's use in order to aid us in diagnostics and servicing. Our customers may object to the use of this data, which may require us to implement new or modified data handling policies and mechanisms, increase our unit maintenance costs and costs associated with data processing and handling, and harm our business prospects.

Although we are in the process of implementing certain systems and processes that are designed to protect our data and systems within our control, prevent data loss, and prevent other security breaches and security incidents, these security measures cannot guarantee security. The IT and infrastructure used in our business may be vulnerable to cyberattacks or security breaches, and third parties may be able to access data, including personal data and other sensitive and proprietary data of us and our customers, collaborators and partners, our employees' personal data, or other sensitive and proprietary data, accessible through those systems. Employee error, malfeasance, or other errors in the storage, use, or transmission of any of these types of data could result in actual or perceived privacy or security breach or other security incident.

Moreover, there are inherent risks associated with developing, improving, expanding, and updating our current systems, such as the disruption of our data management, procurement, production execution, finance, supply chain and sales and service processes. These risks may affect our ability to manage our data and inventory, procure parts, supplies or manufacture, deploy, deliver and service our units, adequately protect our intellectual property or achieve and maintain compliance with, or realize available benefits under, applicable laws, regulations, and contracts.

We cannot be sure that these systems upon which we rely, including those of our third-party vendors or suppliers, will be effectively implemented, maintained, or expanded as planned. If we do not successfully implement, maintain or expand these systems as planned, our operations may be disrupted, our ability to accurately and timely report our financial results could be impaired, and deficiencies may arise in our internal control over financial reporting, which may impact on our ability to certify our financial results. Moreover, our proprietary information or intellectual property could be compromised or misappropriated, and our reputation may be adversely affected. If these systems do not operate as we expect them to, we may be required to expend significant resources to make corrections or find alternative sources for performing these functions.

Any actual or perceived security breach or security incident, or any systems outages or other disruption to systems used in our business, could interrupt our operations, result in loss or improper access to, or acquisition or disclosure of, data or a loss of intellectual property protection, harm our reputation and competitive position, reduce demand for our products, damage our relationships with customers, partners, collaborators, or others, or result in claims, regulatory investigations, and proceedings and significant legal, regulatory, and financial exposure, and any such incidents or any perception that our security measures are inadequate could lead to loss of confidence in us and harm to our reputation, any of which could adversely affect our business, financial condition, and results of operations.

Any actual or perceived breach of privacy or security, or other security incident, impacting any entities with which we share or disclose data (Including, for example, our third-party technology providers) could have similar effects. We expect to incur significant costs in an effort to detect and prevent privacy and security breaches and other privacy-and security-related incidents and may face increased costs and requirements to expend substantial resources in the event of an actual or perceived privacy or security breach or other incident.

We may be subject to evolving laws, regulations, standards, policies, and contractual obligations related to data privacy and security laws and regulations, and our actual or perceived failure to comply with such obligations could harm our reputation, subject us to significant fines and liability, or otherwise adversely affect our business, prospects, financial condition and operating results.

We are subject to or affected by a number of federal, state and local laws and regulations, as well as contractual obligations and industry standards, which impose certain obligations and restrictions with respect to data privacy and security, and govern our collection, storage, retention, protection, use, processing, transmission, sharing and disclosure of personal information, Including that of our employees, customers and others. Most jurisdictions have enacted laws requiring companies to notify individuals, regulatory authorities and others of security breaches involving certain types of data.

Such laws may be inconsistent or may change, or additional laws may be adopted. In addition, our agreements with certain customers may require us to notify them in the event of a security breach. Such mandatory disclosures are costly, could lead to negative publicity, result in penalties or fines, result in litigation, may cause our customers to lose confidence in the effectiveness of our security measures and require us to expend significant capital and other resources to respond to and/or alleviate problems caused by the actual or perceived security breach.

The global data protection landscape is rapidly evolving, and implementation standards and enforcement practices are likely to remain uncertain for the near future. We may not be able to monitor and react to all developments in a timely manner. Compliance with any applicable privacy and data security laws and regulations is a rigorous and time-intensive process, and we may be required to put in place additional mechanisms to comply with such laws and regulations.

Additionally, if we expand internationally, we may become subject to or face increasing obligations under laws and regulations in countries outside the United States, many of which, such as the European Union's General Data Protection Regulation ("GDPR") and national laws supplementing the GDPR, as well as legislation substantially implementing the GDPR in the United Kingdom, are significantly more stringent than those currently enforced in the United States. The GDPR requires companies to meet stringent requirements regarding the handling of personal data of individuals located in the European Economic Area ("EEA").

The GDPR also includes significant penalties for noncompliance, which may result in monetary penalties of up to the higher of €20 million or 4% of a group's worldwide turnover for the preceding fiscal year for the most serious violations. The United Kingdom's version of the GDPR, the UK GDPR, which it maintains along with its Data Protection Act (collectively, the "UK GDPR"), also provides for substantial penalties that, for the most serious violations, can go up to the greater of £17.5 million or 4% of a group's worldwide turnover for the preceding financial year. Many other jurisdictions globally are considering or having enacted legislation providing for local storage of data or otherwise imposing privacy, data protection, and data security obligations in connection with the collection, use, and other processing of personal data.

We will publish privacy policies and other documentation regarding our collection, processing, use and disclosure of personal information and/or other confidential information. Although we endeavor to comply with our published policies and other documentation, we may at times fail to do so or may be perceived to have failed to do so. Moreover, despite our efforts, we may not be successful in achieving compliance, including if our employees, contractors, service providers, or vendors fail to comply with our published policies and documentation. Such failures can subject us to potential action by governmental or regulatory authorities if they are found to be deceptive, unfair, or misrepresentative of our actual practices.

Any actual or perceived inability of us to adequately address privacy and security concerns or comply with applicable laws, rules and regulations relating to privacy, data protection or data security, or applicable privacy notices, could lead to investigations, claims, and proceedings by governmental entities and private parties, damages for contract breach, and other significant costs, penalties, and other liabilities. Any such claims or other proceedings could be expensive and time-consuming to defend and could result in adverse publicity. Any of the foregoing may have an adverse effect on our business, prospects, results of operations, and financial condition.

We may be significantly impacted by worldwide economic downturn due to another pandemic, outbreaks of other contagious diseases, and other catastrophic events.
The extent to which any catastrophic event affects our business and financial results will depend on future developments, Including the duration of such event and the global response to it, its impact on capital and financial markets, its impact on global supply chains, and whether the impacts may result in temporary or permanent changes in consumer behavior among others, which are highly uncertain and cannot be predicted.

In addition, we cannot predict the impact any future pandemic or outbreak of a disease, or a catastrophic event will have on our business partners and third-party merchants and suppliers, and we may be adversely impacted as a result of the adverse impact our business partners and third-party merchants and suppliers suffer. For example, if we are unable to produce our robots due to manufacturing strains, we may not be able to build and deploy our robots as planned and scale our business.

This impact would mean we may need to raise additional capital in order to cover our operating expenses and meet our revenue targets. To the extent a pandemic or other catastrophic event adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in this *"Risk Factors"* section. Any of the foregoing factors, or other cascading effects of the pandemic that are not currently foreseeable, could adversely impact on our business, financial performance and condition, and results of operations.

Risks Factors Related to Ownership of Our Common Stock

***The shares of common stock issued in the Offering are "restricted securities" and, as such, may not be sold except in limited circumstances*.**
As of the Offering, no shares of common stock have been registered under the Securities Act or registered or qualified under any state securities laws. The shares of common stock issued in the Offering will be sold and/or issued pursuant to exemptions contained in and under those laws. Accordingly, shares of common stock are "restricted securities" as defined in Rule 144 under the Securities Act until the effectiveness of this registration statement and must, therefore, be held indefinitely unless registered under applicable federal and state securities laws, or an exemption is available from the registration requirements of those laws.

We are registering the shares of common stock issued in the Offering. There can be no assurance, however, that the SEC will declare this registration statement effective, thereby enabling the shares of common stock issued in the Offering to be freely tradable. In addition, Rule 144 under the Securities Act, which permits the resale, subject to various terms and conditions, of limited amounts of restricted securities after they have been held for six months.

There is currently no market for our common stock and there can be no assurance that any market will ever develop. You may therefore be unable to re-sell shares of our common stock at times and prices that you believe are appropriate.
Or common stock is not listed on a national securities exchange or any other exchange or quoted on an over-the-counter market. Therefore, there is no trading market, active or otherwise, for our common stock and our common stock may never be included for trading on any stock exchange, automated quotation system, or any over-the-counter market. Accordingly, our common stock is highly illiquid.

FINRA sales practice requirements may limit a stockholder's ability to buy and sell our common stock.
The Financial Industry Regulatory Authority, or FINRA, has adopted rules requiring that, in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative or low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives, and other information. Under interpretations of these rules, FINRA has indicated its belief that there is a high probability that speculative or low-priced securities will not be suitable for at least some customers. If these FINRA requirements are applicable to us or our securities, they may make it more difficult for broker-dealers to recommend that at least some of their customers buy our common stock, which may limit the ability of our stockholders to buy and sell our common stock and could have an adverse effect on the market for and price of our common stock.

We may face risks related to securities litigation that could result in significant legal expenses and settlement or damage awards.
We may in the future become subject to claims and litigation alleging violations of the securities laws or other related claims, which could harm our business and require us to incur significant costs. Significant litigation costs could impact

on our ability to comply with certain financial covenants under our credit agreement. We are obliged, to the extent permitted by law, to indemnify our current and former directors and officers who are named defendants in these types of lawsuits. Regardless of the outcome, litigation may require significant attention from management and could result in significant legal expenses, settlement costs or damage awards that could have a material impact on our financial position, results of operations and cash flows.

Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all claims brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder. While neither the exclusive forum provision nor the Federal Forum Provision applies to suits brought to enforce any duty or liability created by the Exchange Act creates exclusive federal jurisdiction over all claims brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder. Accordingly, actions by our stockholders to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder also must be brought in federal court. Our stockholders will not be deemed to have waived our compliance with the federal securities laws and the regulations promulgated thereunder.

Any person or entity purchasing or acquiring or holding any interest in any of our securities shall be deemed to have notice of and consented to our exclusive forum provisions, Including the Federal Forum Provision. These provisions may limit a stockholder's ability to bring a claim in a judicial forum of their choosing for disputes with us or our directors, officers, or other employees, which may discourage lawsuits against us and our directors, officers, and other employees.

We do not intend to pay dividends for the near future and, as a result, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock
We may never declare or pay any cash dividends on our capital stock, and we do not intend to pay any cash dividends in the near future. Any determination to pay dividends in the future will be at the discretion of our board of directors. Accordingly, investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments.

Risks Related to the Offering

Reliance on Pro Forma and Illustrative Financial Information
The Company has included pro forma financial information, illustrative scenarios, and related analyses in the Appendices to this Memorandum. Such information is based on assumptions regarding future events, many of which are outside the Company's control. The Company has limited operating history and has not achieved the scale described in the pro forma information. Actual results may differ materially, and investors should not rely on such information as a prediction of future performance, profitability, or liquidity.

The Shares Have Not Been Registered and Are Offered Pursuant to an Exemption
The Shares offered hereby have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or under the securities laws of any state. The Offering is being made pursuant to an exemption from registration under Rule 506(c) of Regulation D.

As a result, investors will not benefit from the protections of registration, including review of the Offering by the Securities and Exchange Commission ("SEC") or any state securities regulator.

Prospective investors must evaluate the merits and risks of the Offering without the benefit of regulatory review, approval, or oversight of the terms of the Offering or the adequacy of disclosure.

Dilution of Ownership Interests
Investors purchasing Shares in this Offering will experience immediate dilution as a result of the issuance of additional Shares. Future equity financings, issuance of convertible securities, or issuance of equity compensation may result in additional dilution of existing stockholders' ownership interests.

No Public Market for the Shares; Limited Liquidity

There is currently no public market for the Shares, and no assurance can be given that a public market will ever develop. The Shares are subject to significant transfer restrictions under federal and state securities laws and the terms of the subscription agreement.

Investors may be required to hold the Shares indefinitely and may never be able to sell or otherwise dispose of the Shares or recover any portion of their investment. Any potential liquidity event, including a public offering, merger, or sale of assets, is uncertain and not guaranteed.

MANAGEMENT DISCRETION OVER USE OF PROCEEDS

Management will have broad discretion in applying the net proceeds of this Offering within the scope of the Company's business. The failure of management to allocate proceeds effectively could have a material adverse effect on the Company's business and prospects.

Control by Officers and Directors
Following the completion of this Offering, the Company's officers, directors, and affiliates will continue to control a majority of the voting power of the Company's outstanding capital stock. As a result, these individuals will have the ability to control or significantly influence matters requiring stockholder approval, including the election of directors, approval of mergers or asset sales, and other significant corporate actions.

This concentration of control may limit the ability of minority investors to influence corporate decisions.

General Investment Risk
An investment in the Company is speculative and involves a high degree of risk, including the possible loss of the entire investment. Prospective investors should carefully consider all risk factors described herein and throughout this Memorandum before making an investment decision.

THE COMPANY AND BUSINESS OVERVIEW

Company Description & Overview

We were incorporated in the State of Maryland as US ROBOTS Inc. on November 10, 2024. Our principal executive offices are located at 12200 Distribution Place, Beltsville, Maryland 20705. Our telephone number is (301) 595-8937. Our website address is www.usrobots.com. Information contained on, or that can be accessed through, our website is not a part of this prospectus.

As of July 31, 2026, US ROBOTS Inc. has authorized 100,000,000 shares of Common Stock Class A with 11,500,000 shares of common stock issued and outstanding.

Our mission is to improve the performance of the labor force and more specifically, increase revenue by reducing labor costs for industry that uses labor to perform routine tasks. In other words, eliminate mundane steps, and tasks for employees. For example for the hospitality industry, a restaurant server during a typical shift spends most of their time walking to and from the kitchen delivering food and taking the dirty dishes to the dishwashing station.

Fortunately for us, and our investors, US ROBOTS Inc. is the solution to this problem. Software, User-Interface (UI), and menu driven systems are key to achieving penetration in the US market. Where most robot manufacturers only concentrate on sales, US ROBOTS Inc. has concentrated on the experience and effective operation for the robots. The hospitality industry is affected by the highest rate in labor turnover (statistics).

Seasonal business has a major impact on their labor market. (Please review the National Restaurant Association for details.)

Compared to the rest of the service robot industry, we are keenly focused on the operational use and ease of training for the robot customers. In addition, US ROBOTS Inc. will operate a 24-hour Customer Service Help Desk to solve any problems or assist with the operation of our robots. We are the only robot company to offer a subscription program for the robot owner to receive automatic software updates, enhancements and the 24-hour help desk. We believe that the robot customer needs ongoing support to successfully utilize this cost-saving efficient equipment.

Our mission is to improve the performance of the labor force and more specifically, Increase the revenue for industry. In addition, to a lesser extent, eliminate the routine, mundane steps, and tasks for employees. As an example for the hospitality industry, a restaurant server during a typical shift spends most of their time walking to and from the kitchen delivering food and taking the dirty dishes to the dishwashing station.

Compared to the rest of the robot industry, we are keenly focused on the operational use and ease of training for the robot customers. In addition, US ROBOTS Inc. will operate a 24-hour Customer Service and Help Desk to solve any problems or assist with the operation of our robots. We are the only robot company to offer a subscription program for the robot owner to receive automatic software updates, enhancements and the 24-hour help desk. We believe that the robot customer needs ongoing support to successfully utilize this cost-saving efficient equipment.

Our platform integrates AI, American Cloud computing and inter-faces familiar to our society. Developed by US ROBOTS Inc, the User-Interface utilizes a design similar to a Smartphone. If a person can operate and use a Smartphone, they too can use our robots! We have compared our robot to all the others (these are not humanoids), the functionality and ease-of-use is no comparison.

Our founders personally purchased several of the most popular brands of robots being sold in the USA. Our first-hand knowledge and experience extends beyond only one model of robot as we have experienced a lack of customer support for food delivery, security, and cleaning robots. Our competitors do not have adequate customer service and support for customers in the United States.

US ROBOTS Inc. has developed a program to ease the burden and minimize the fear of operating and using new innovative technology to improve our customer's business operations. This program uses a 36-month corporate leasing program that incorporates a 36-month subscription for customer service, automatic system updates, preventive maintenance and 24/7 access to our 24-hour help desk. The leasing program will include all the costs for these "peace-of-mind" services as part of the lease. US ROBOTS Inc. is calling this service a subscription agreement. As many Americans are accustomed to paying monthly for subscription services, we will be able to effectively support our customers 24/7/365. This is the only approach we see to effectively enter a "New" industry and provide a safe experience for the customer. We believe that our first year with our hotel and restaurant food delivery robots will be significant.

The Customer Service Help Desk will utilize a "State-of-the-Art" US ROBOT designed Dashboard Application. This "Dashboard" is the life blood of the customer service department providing vital data to diagnosis, update and monitor the customers robots at a glance. US ROBOTS Inc. has designed the Dashboard and menu screens to be used with our robots.

Our Customer Service Subscription

As mentioned above, the US ROBOT Inc. Customer Service & Subscription plan is a 36-month fixed monthly rate that provides our customers with 24-hour access to our Help Desk, Automatic Software

Updates and Product Enhancements during the term of the Agreement. This subscription plan will be implemented to support our robot customers.

The concept of a customer service subscription agreement, as many Americans are accustomed to paying monthly for subscription services, we will be able to effectively support our customers 24/7/365. This is the only approach we see to effectively enter a "New" industry and provide a safe experience for the customer. We believe that our first year with the hotel and food service delivery robots will be significant.

Our Growth Strategy

In the first year of operation, we will release several new robots. These will include Food Delivery, Indoor Security, and Hotel & Hospital Delivery robots. The Hotel & Hospital delivery robots will have secure compartments for access to the contents inside the drawers. Our indoor security robot will be an affordable security robot to patrol halls for offices, malls, and other facilities. We have approached the development of all of our robots the same as our delivery robot; "Ease-of-Use, functionality, User-interface is the same platform for all. All of our robots will utilize the same basic menu systems and User-Interface to make training easier.

Every quarter, we anticipate rolling out a new robot for the U.S. market. We have decided to begin with the Delivery Robot as this robot has much more appeal and is an important aspect for operational use for the hospitality industry. Second, to join the team, will be an indoor security robot that will make its appearance early 2027 with many more models to follow.

Our plan is to build a local assembly facility in the United States under our control to minimize any issues with manufacturing and assembly. The initial facility will be approximately 18,000ft^2. This will be a "US-MADE™" product. Made in America is our goal for US ROBOTS Inc. The estimated acquisition costs for this type of property is approximately $175.00 per square foot ($3,150,000) with a buildout expected to cost nearly $250,000.00 for offices, manufacturing and warehousing bringing the total cost for the facility to approximately $3,400,000.00, initially. The additional funding will be for product, marketing and working capital.

The organizers of US ROBOTS Inc. spent years using their funds to evaluate, travel and set up US ROBOTS Inc. This includes filing for the Articles of Incorporation with the state of Maryland, filing for a federal Trademark, filing tax and property returns, and for the website. We also have a trademark for "US-MADE™" that we will display on each robot.

Our Market Research

There are existing direct competitors in the food robotic delivery space including PuDu, Keenon, Orion Star, UBTech and Bear Robotics.

Beginning on January 13, 2024 – the founders began their journey to visit, evaluate, and assess the robot industry at its source, China. Most robots are manufactured in Guangdong, China. From January 2024 until March 2025, we traveled nine (9) times to China to visit the various factories that manufacture robots. Our travel took us throughout China to Shenzhen, Shanghai and Beijing. We even visited Japan and South Korea to get a better perspective on the robot industry.

After searching for the most innovative and flexible manufacturer, we settled on a Chinese company that was willing to collaborate with us and would cooperate with us to modify and use our USA approved components. We also customized the software for the US market. We also needed an operating system that was not controlled by a China Cloud. A major deciding factor in our final evaluation was the ability to modify the foreign robots to operate under an American style with a more user-friendly interface (UI) than all the other robot manufacturers from Asia.

Most of the robots being developed in foreign countries lack the ease-of-use function. We decided to concentrate on the “Food Service Delivery” robot, first. This is the robot that assists the restaurant servers in delivering food to the table and the collecting of dirty dishes to deliver to the dishwashing area. The “Food Service Delivery” robot will have the most impact in the hospitality industry.

After seventeen (17) meetings throughout Asia with robot factory owners and manufacturing facilities, we found our partner in China. We signed our joint cooperation agreement in March 21, 2025, and modified the robot specifically for the American market.

Our robots will serve to improve the dining experience, reduce, or eliminate routing tasks and provide much-needed customer service to the restaurant. The benefit for the restaurant owner includes having the servers spend more time with their customer to upsell appetizers, pouring more drinks and serving the tables. The routine of walking back and forth to the kitchen to check on food and delivery of food & drinks is a poor use of their time.

Business Marketing Concept

After two years of research and development testing and evaluating and the industry for the development of our robots, we are in a leading position to partner with our country’s largest restaurants for food delivery platforms. Our business model relies on providing restauranteurs with a complete end-to-the-food delivery service solution at a reasonable price.

Additionally, robots can perform other value-add tasks while operating in the hospitality industry can capture additional revenue with the server spending more time with their customers. Menu advertising is available on the front facing LED screen providing a method for food and drink specials. This display can be changed as offer as it is needed with a USB thumb drive device.
We anticipate additional revenue opportunities for the restauranteur from our delivery robots by allowing the servers to spend more time with their customers while the robot manages to physical delivery to each table.

This is an example of a robot in use at the Outback Steakhouse in South Korea.

New revenues from robot branding for large chain restaurants and an advertising supplement for the restaurant to advertise for local merchants on the front facing LED screen, and the screen accepts images and/or videos. The method for uploading images is quite simple and easy to navigate.

The image to the left shows a food delivery robot being used in South Korea. Our US ROBOTS have been designed for the US market. This example is a Chinese brand with limited functionality and features using a China cloud. Our robots are newly designed for ease of use and do not use a Chinese cloud or technology as discussed elsewhere in this memorandum. We use Android technology using a US cloud.

Funding and capital will be necessary to build a manufacturing facility in the United States to provide added safety and security from foreign made products. Currently most of the robots are being manufactured in Asian countries.

It should be noted that the financial operations of US ROBOTS Inc. from the date of inception on November 10, 2024, to current only reflects limited costs or formation and startup costs needed to begin the production of robots for testing and evaluation. The funding for this came from the organizers and is reflected in paid-in capital and issuance of common stock – Class A shares in exchange at the current stock price of $0.0001 per share. The operating expenses since the formation of this corporation were paid by the organizers and shareholders of US ROBOTS Inc.

US ROBOTS Inc. has no revenues reported from inception to current, but we have extremely had much interest from many companies after displaying our robots at a trade show in Chicago, Il. in May 2026.

Future Growth Strategy

We plan to continue growing our product line and establish US ROBOTS Inc. as the de facto national leader in automated robot assisting service industry. Our growth will be facilitated by continued investment in our hardware, software and AI developments that increase the performance and efficiency of our fleet. In addition to increasing our product line, we developed a leasing program that has been well received by the hospitality industry to provide the customer with the ability to pay for the robot over 36-months.

This eliminates the need for capital expenditure and allows for a low monthly payment well within the restauranteurs ability. This also provides a safeguard against any unexpected repairs and maintenance as our leasing program has several options that can include a "Full Service" program to cover all repairs and maintenance in a low monthly payment. This program is a flat monthly payment without any surprises.

Over the next 18 months we plan to increase our robot fleet by five (5) times and operate in at least three (3) industrial markets, including hospitality, warehousing and medical.

Additionally, we plan to develop partnerships with a number of national food chains and hotels, as well as other delivery and restaurant ordering platforms.

Strategic Investments and Relationships

In addition to revenue partnerships, we are beginning to develop strategic relations and collaborate with market leaders in robotics and delivery industries. Such collaborations will allow us to improve our product, accelerate our growth, explore new market opportunities, and access additional capital.

Economics of Robotic Food Service Delivery

The unit cost of robotic delivery can be divided into two major components: labor costs related to personnel (restaurant servers and bussers) and costs related to the robots (licensed software, mobile data fees, and robot lease payments).

The two most important drivers of delivery cost efficiency are autonomy and robot utilization. increased autonomy reduces the cost of labor by increasing the ability and time for the server to add items to the customers check. Such as an additional glass of wine or appetizers. The robot will free up the routine task of traveling to and from the kitchen to serve the table and allow the server to improve the customers experience and be more attentive to their needs . Similarly, increasing robot utilization (i.e., number of deliveries per robot per day) leads to lower per delivery cost as fixed costs would be divided over more deliveries, and labor would be more efficiently leveraged.

Additional cost drivers include hardware depreciation that are eliminated because the lease is an operating versus a capital lease. The restauranteur can write off the entire lease payment. No upfront capital costs, and increased staff mobility and customer attention.

It is worth noting the importance of the amortization period in hardware design choices. Designing a more durable robot, as well as using reusable components, will help reduce the cost of delivery. For example, LIDAR sensors and GPU computers have a higher initial cost of capital, and as such some have decided against using them; however, they are long-lasting components that can be amortized over a number of years, and most importantly, they increase autonomy performance and reduce the more significant labor costs.

Besides increasing autonomy performance and robot utilization, achieving operational profitability requires scaling the fleet. Scaled operations allow labor to be more efficiently utilized, while building robots at a higher volume also reduces the unit cost of hardware.

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Please refer to the chart that is the results of an extensive evaluation and comparison of the top four companies after visiting competitors factories and after acquiring their products for hand-on evaluation:

US ROBOTS INC

Food Delivery Robots

PRODUCT COMPARISON FOR DEALERS					
FEATURES	**US ROBOTS**	**KEENON**	**PUDU**	**ORION**	**BEAR**
Model	**W3**	**T8**	**BellaBot Pro**	**LuckiBot Pro**	**Servi +**
Dealer Price & Options		Note			
Dealer Pricing	$ 4,215	$ 6,012	$ 6,200	$5,280	$6,100
Suggested Retail Pricing	$ 7,268	$ 15,000	$ 15,900	$15,000	$17,995
Dealer Protected Terrories	✓	✗	✗	✗	✗
NO Tier Level Entry Pricing!	✓	✗	✗	✗	✗
Manufacture Financing Available	✓	✗	✗	✗	✗
Online Subscription for Updates/Enhancements	✓	✗	✗	✗	✗
Live 24-Hour Help Desk	✓	✗	✗	✗	✗
Warranty & Service					
Warranty Program	✓	✓	✓	✓	✓
Preventive Maintenance Program Available	✓	✗	✗	✗	✗
Automatic Features and Enhancement Updates	✓	✗	✗	✗	✗
Specifications					
Charging Time	4.0	4.0	4.5	4.5	4 - 6
Battery Life	15.0	15.0	12	8 - 12	8 - 12
Number of Shelves	3	3	4	3	2 - 4
Display/Screen Size	10.1	10.1	10.1	14.0	7.0
Operating System	Android	Android	Android	Android	Android
Multitasking	✓	✓	✓	✓	✓
Autonomus Navigation	✓	✓	✓	✓	✓
Mapping Method	Multiple	Multiple	Multiple	Multiple	Multiple
Accessories					
Automnomus Charging Station Included	✓	✗	✗	✗	✗
Additional Trays Available	✓	✗	✗	✗	✗
Adjustable Shelves	✓	✗	✗	✓	✓
Notes					
Keenon Robots	Published Price does not include Freight from China, Tariffs, Handling, Duties, etc. (Adj. for extra Cost				

INVESTMENT OFFERING

Description of the Securities
The Shares offered hereby consist of Common Stock – Class A of the Company. Each Share represents an ownership interest in the Company and is subject to the rights, preferences, and limitations set forth in the Company's Certificate of Incorporation, Bylaws, and applicable law.

Voting Rights
Each holder Common Stock – Class A is entitled to one vote per share on all matters submitted to a vote of the stockholders, except as otherwise provided by law or the Company's governing documents.

Redemption Rights
The Shares do not carry any mandatory redemption rights. A holder of Shares may submit a written request for redemption; however, the Company is under no obligation to honor any such request. Any redemption of Shares, if permitted, would be made solely at the discretion of the Company's Board of Directors, on such terms and conditions as the Board may determine, if at all.

Transfer Restrictions
The Shares have not been registered under the Securities Act or under the securities laws of any state or other jurisdiction and are being offered pursuant to exemptions from registration. As a result, the Shares are subject to significant restrictions on transferability. Holders of the Shares may not sell, assign, transfer, pledge, or otherwise dispose of the Shares unless such transfer is pursuant to an effective registration statement or an available exemption from registration under applicable securities laws. The Company is not obligated to register the Shares or facilitate any resale.

There is currently no public market for the Shares, and no assurance can be given that a public market will ever develop. Investors may be required to hold the Shares indefinitely and bear the economic risk of the investment for an extended period of time.

Pursuant to the subscription agreement, the Company will have a right of first refusal with respect to certain proposed transfers of the Shares prior to any registered public offering, subject to limited exceptions. In addition, if the Company conducts a registered public offering, investors may be required to agree to customary lock-up restrictions, which could limit the ability to sell Shares for a specified period following such offering.

Dividends
The Company has never declared or paid cash dividends on any class or series of its capital stock. Any future dividends will be paid, if at all, solely at the discretion of the Company's Board of Directors, and will depend on the Company's financial condition, operating results, capital requirements, and other factors. The Company does not anticipate paying dividends in the foreseeable future.

Strategic Growth Strategy
We plan to continue growing our product line and establish US ROBOTS Inc. as the de facto national leader in automated robot assisting service industry. Our growth will be facilitated by continued investment in our hardware, software and AI developments that increase the performance and efficiency of our fleet. In addition to increasing our product line, we developed a leasing program that has been well received by the hospitality industry to provide the customer with the ability to pay for the robot over 36-months. This eliminates the need for capital expenditure and allows for a low monthly payment well within the restauranteurs ability. This also provides a safeguard against any unexpected repairs and maintenance as our leasing program has several options that can include a “Full Service” program to cover all repairs and maintenance in a low monthly payment. This program is a flat monthly payment without any surprises.

CAPITALIZATION

As of the date of this Memorandum, the Company had 11,500,000 shares of Common Stock – Class A outstanding.

Officers, Directors, and Beneficial Owners
The following table sets forth the shares of the Company beneficially owned by its officers, directors, and shareholders who owned greater than ten percent (10%) of the total outstanding shares of Common Stock of the Company, prior to this $1.00 offering round.

Capitalization Prior to This $1.00 Offering

Shareholder	Number of Shares Held	Percentage of Shares Held
Mark Winters	3,250,000	28.27%
Norman Rogers	3,250,000	28.27%
Patrick Moylan	1,250,000	10.86%
HK Aivon Technology Limited	2,000,000	17.39%
All Other Shareholder's (<10%)	1,750,000	15.21%
Total	**11,500,000**	**100.00%**

MANAGEMENT

Executive Officers

Mark Winters – Co-Founder and CEO
Mark Winters has over 45 years of experience in capital markets, including foreign business enterprises, opening international markets, raising capital, and business management, including international taxation and government compliance.

Norman Rogers – Co-Founder and COO
Mr. Rogers has more than 40 years of experience in management, technical services, and business development. He is responsible for operational planning, implementation of service development initiatives, operational coordination, and oversight of brand and operational execution. His role includes organizing project development activities and coordinating with external service providers.

Patrick Moylan - CFO
Mr. Moylan comes with 35+ years in accounting, auditing and Business management experience with public and private companies. He is responsible for the Company's financial strategy, capital formation activities, investor relations, and overall corporate finance functions. He will be responsible for strategic planning and day-to-day management of the Company.

Executive Officers

Name	**Position**	**Age**	**Term**
Mark Winters	CEO	70	5 years
Norman Rogers	COO	74	5 years
Patrick Moylan	CFO	65	5 years

Directors

Names	Class	Age	Term
Mark Winters	III	70	3 years
Norman Rogers	III	74	3 years
Patrick Moylan	III	65	3 years
Randy Dalton	I		1 year
Tiffany Sauers	II		2 years
Sardor Turabaev	III		3 years
Erin Wheeler	II		2 years

Board of Directors

At present, the Company does maintain an independent board of directors. The Board consists of the Executives & Company's founders, Mr. Winters, Mr. Rogers and Mr. Moylan. With the exception of the executives, the other board of directors are independent. The Company anticipates that, as additional capital is raised and strategic relationships are established, future investors or strategic partners may seek representation on the Board; however, no such arrangements are currently in place.

Advisory Board

The Company intends to engage advisors to assist with specific aspects of its business, including project management, permitting, licensing, infrastructure development, distribution, and potential national distribution activities. While no advisory agreements have been executed as of the date of this Memorandum, the Company has identified prospective advisors and expects that any such arrangements would be compensated through a combination of cash and equity, subject to negotiation and approval.

Any advisory compensation is reflected within the Company's projected use of proceeds and capitalization planning under consulting and professional services categories.

OFFERING SUMMARY

To fund its near-term development activities, the Company is offering up to 5,000,000 shares of authorized Common Stock – Class A with a minimum purchase of 5,000 shares. The Offering price of the shares is $1.00 per Share with aggregate gross proceeds of up to $5,000,000, before offering expenses. The minimum investment is 5,000 shares for a total purchase price of $5,000 and the Company reserves the right, in its sole discretion, to accept subscriptions for a lesser number of shares.

The maximum number of Shares that can be sold is 5,000,000 Shares for the Private Placement. If all Shares are sold, the gross proceeds from this offering will be $5,000,000, before offering expenses. To become effective, the minimum of 2,500,000 Shares must be sold, and the proceeds will be $2,500,000, before expenses. The Company may offer up to an additional 500,000 Shares to cover over-subscriptions, if the additional Shares are sold, the total proceeds before expenses will be $5,500,000.

This offering is being conducted pursuant to Rule 506(c) of Regulation D and is available to accredited investors only. All shares are offered on a best-efforts basis, and the Company reserves the right to reject any subscription in whole or in part.

The Company anticipates additional future financing rounds at higher valuation levels; however, the timing, size, pricing, and availability of such rounds are subject to market conditions and Company performance. There can be no assurance that additional capital will be raised on favorable terms, or at all.

Forward-Looking Considerations
Statements regarding future operations, infrastructure development, robot adoption, capital raises, and potential market opportunities are forward-looking in nature and involve significant risks and uncertainties. Actual results may differ materially from those described herein.

Financing Plan
The Company anticipates funding its development and operations through a combination of staged equity financings and, where available, supplemental non-dilutive capital sources. The completion, timing, size, and pricing of any future financing transactions are subject to market conditions, regulatory requirements, Company performance, and investor demand. There can be no assurance that any future financing will be completed on the terms described herein, or at all.

This Private Placement Memorandum relates to the Company's current offering conducted pursuant to Rule 506(c) of Regulation D, which is available exclusively to accredited investors. Subsequent financing, if undertaken, may be conducted pursuant to different exemptions or registration pathways, including Regulation A or other available structures, subject to applicable securities laws and regulatory qualification. Proceeds from the current offering are intended to position the Company for continued development activities, including property acquisition, operational development, early-stage infrastructure deployment, and preparation for potential future capital raises and grant applications.

Supplemental, Strategic, and Non-Dilutive Capital
In addition to equity financing, the Company intends to pursue supplemental funding sources where available. These may include state and federal grant programs, incentives, or other non-dilutive funding opportunities related to local, state and federal programs for American located manufacturing.

The Company expects to evaluate grant and incentive programs administered by various governmental entities, including programs within the State of Marland that support clean energy and emissions-reduction initiatives. While the Company believes such programs may be available to qualifying projects, no applications have been approved, and there can be no assurance that the Company will receive any grant funding or incentives.

The Company is a Maryland corporation and intends to continue maintaining operations and facilities in Maryland.

The Company may also evaluate strategic investments or commercial arrangements with industry participants, including distributors and robotic equipment component manufacturers; however, no commitments, agreements, or assurances currently exist with respect to any such investments or partnerships.

No Assurance of Returns or Liquidity
This Offering involves a speculative investment in an early-stage company. There can be no assurance that the Company will achieve its development objectives, obtain additional financing, generate revenues, or provide liquidity to investors. Any discussion of potential future growth or industry trends should not be construed as indicative of the Company's future performance.

INVESTOR SUITABILITY STANDARDS

PURCHASE OF THE SHARES INVOLVES SIGNIFICANT RISKS (SEE "RISK FACTORS") AND IS A SUITABLE INVESTMENT ONLY FOR CERTAIN TYPES OF POTENTIAL INVESTORS. SEE "RISK FACTORS."

Shares will be sold only to prospective investors which are "accredited investors" under Regulation D promulgated under the Securities Act. "Accredited Investors" are persons who meet the suitability standards and make written representations that evidence they meet those suitability standards which are as follows:

1. Any bank as defined in Section 3(a)(2) of the Securities Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended; any insurance Company as defined in Section 2(13) of the Securities Act; any investment company registered under the Investment Company Act of 1940, as amended, or a business development Company as defined in Section 2(a)(48) of that act; any 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, as amended; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefits of its employees, if such plan 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, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such act, which plan fiduciary 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. Any private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940, as amended;
3. Any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership not formed for the specific purpose of acquiring the shares offered, with total assets in excess of $5,000,000;
4. Any Director or Executive Officer of the Company;
5. Any natural person whose individual net worth or joint net worth with that person's spouse, at the time of investment in the shares, exceeds $1,000,000;
6. Any natural person who had an individual income in excess of $200,000 in each of the two most recent calendar years or joint income with that person's spouse in excess of $300,000 in each of those years and has a reasonable expectation of reaching that same income level in the current year;
7. Any trust, with total assets in excess of $5,000,000, not formed for the specific purpose of acquiring the shares, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D and who has such knowledge and experiences in financial and business matters that he is capable of evaluating the risks and merits of an investment in the shares; or
8. Any entity in which all of the equity owners are accredited investors.

As used in this Memorandum the term "net worth" means the excess of total assets over total liabilities. In determining income, an investor should add to his or her adjusted gross income any amount attributable to tax exempt income received, losses claimed as a limited partner in any limited partnership, deductions claimed for depletion, contributions to an IRA or Keogh retirement plan, alimony payments and any amount by which income from long-term capital gains has been reduced in arriving at adjusted gross income.

Prospective investors will be required to represent in writing that they meet the suitability standards set forth above, which represent minimum suitability requirements for prospective investors. Satisfaction of such standards by a prospective investor does not mean that the shares are a suitable investment for such investor. In addition, certain states impose additional or different suitability standards which may be more restrictive.

An investor must acquire the shares for his/her own account and not for the account of others, for investment purposes only, and not with a view to, or for, resale, distribution or fractionalization thereof. The Company may make or cause to be made such further inquiry and obtain such additional information as it deems appropriate with regard to the suitability of prospective investors. The Company may reject subscriptions in whole or in part if, in its discretion, it deems such action to be in the best interests of the Company. If the Offering is oversubscribed, the Company will determine which subscriptions will be accepted.

If any information furnished or representations made by a prospective investor or others on its behalf mislead the Company as to the suitability or other circumstances of such investor, or if, because of any error or misunderstanding as to such circumstances, a copy of this Memorandum is delivered to any such prospective investor who does not meet the qualifications of an accredited investor or other minimum suitability standards for prospective investors, the delivery of this Memorandum to such prospective investor shall not be deemed to be an offer and this Memorandum must be returned to the Company immediately.

THE SUITABILITY STANDARDS DISCUSSED ABOVE REPRESENT MINIMUM SUITABILITY STANDARDS FOR PROSPECTIVE INVESTORS. EACH PROSPECTIVE INVESTOR TOGETHER WITH SUCH INVESTOR'S PURCHASER REPRESENTATIVE, IF ANY, SHOULD DETERMINE WHETHER THIS INVESTMENT IS APPROPRIATE FOR SUCH INVESTOR.

How to Subscribe
Prospective investors who wish to subscribe for Shares must complete the following steps:

i) Review Offering Materials

ii) Carefully review this Private Placement Memorandum, including all Exhibits and Appendices hereto, before making any investment decision.

iii) Complete Subscription Documents
Complete, execute, and deliver the following documents:

   a. **Subscription Agreement – Exhibit A**
   b. **Investor Suitability Questionnaire – Exhibit B**
   Attached hereto as Exhibit B, together with any additional information or documentation reasonably requested by the Company.
      i. Note: If the investor is an entity, the Series A Common Subscription Agreement must be executed by an individual duly authorized to bind the investor.
   c. **Accredited Investor Certification – Exhibit C**
   Attached hereto as Exhibit C and must be completed with signatures with any additional information or documentation reasonably requested by the Company.
   d. **Submit Subscription Materials**
   Completed subscription documents should be delivered to the Company by mail or electronically as follows:

   US ROBOTS Inc.
   12200 Distribution Place
   Beltsville, Maryland 20705
   Attention: Investor Relations
   info@usrobots.com

   e. **Acceptance of Subscription**

Subscriptions are offered on a best-efforts basis. No subscription will be deemed accepted, and no investor shall have any rights as a shareholder, unless and until the Subscription Agreement has been countersigned by the Company and returned to the investor.

The Company reserves the right, in its sole discretion, to accept or reject any subscription, in whole or in part, for any reason or no reason, without liability to the prospective investor. If a subscription is rejected or accepted for a lesser number of Shares than requested, the Company will notify the investor and promptly refund any funds received in excess of the accepted amount, without interest.

f. **Funding of Subscription**
Upon acceptance of a subscription, payment for the accepted Shares must be received by the Company within five (5) business days, unless otherwise agreed by the Company in writing.

If an investor does not receive confirmation of receipt of submitted subscription materials within three (3) business days, the investor may contact the Company using the contact information above to confirm receipt.

g. **Payment Instructions**
Subscription payments may be made by check or wire transfer, as follows:

Checks:
Payable to: US ROBOTS Inc.

Wire Transfer Instructions:

Beneficiary Bank:	JPMorgan Chase Bank, N.A.
Routing Number:	044000037
Account Number:	000002906927697
Beneficiary Name:	US ROBOTS Inc.
Beneficiary Address:	12200 Distribution Place, Beltsville, Maryland 20705
Telephone:	(301) 595-8937

h. **Additional Requirements**
The Company may, in its sole discretion, require additional documentation or information from any prospective investor in order to verify eligibility, comply with applicable securities laws, or complete the subscription process.

RESTRICTIONS ON DISPOSITION OF SHARES

The transfer or other disposition (both voluntarily and involuntarily) is heavily restricted.

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

In addition to the foregoing restrictions, as a further condition on transfer or other disposition of the Shares, each subscriber must agree to the terms and conditions of the Subscription Agreement, which is attached hereto as Exhibit A, Investor Suitability & Accredited Investor Questionnaire herein as Exhibit B, Accredited Investor Certification as Exhibit C and made a part of this Memorandum. Please refer to the restrictions per each state located in the "Forward-looking Statements".

A copy of the Exhibits B and C must be signed by the Subscriber and such Subscriber's spouse, if any, must be delivered to the Company with Subscriber's Subscription Agreement. The Shareholders Agreement provides, among other terms and conditions, that a subscriber must offer their shares to the Company before transferring or otherwise disposing of such Share to a third person.

The Company is not obligated to purchase offered Shares and the prices at which the Company has the option to pay for Shares offered to it is determined by reference to the price a willing third party has offered the Subscriber in writing or such other price on which the Company and the offering Subscriber may agree.

REFERENCE TO THE SHAREHOLDERS AGREEMENT FORM ATTACHED AS EXHIBIT C SHOULD BE MADE FOR ITS FULL TERMS AND CONDITIONS AND THE RESTRICTIONS ON DISPOSITION OF SHARES.

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US ROBOTS Inc.

Unaudited Consolidated Statement of Financial Position

For the periods ending July 31, 2026, December 31, 2025 & December 31, 2024

	July 31, 2026	December 31, 2025	December 31, 2024
Current Assets			
Bank Accounts	9.25	200.00	0.00
Total Current Assets	**9.25**	**200.00**	**0.00**
Property and Equipment			
Total Property and Equipment	0.00	0.00	0.00
Other Assets			
Total Other Assets	0.00	0.00	0.00
Total Assets	**9.25**	**200.00**	**0.00**
Current Liabilities			
Accounts Payable	0.00	0.00	0.00
Officer's Payble	17,761.63	8,087.50	187.50
Total Current Liabilities	**17,761.63**	**8,087.50**	**187.50**
Long-Term Liabilities			
Total Long-Term Liabilities	0.00	0.00	0.00
Total Liablilities	**17,761.63**	**8,087.50**	**187.50**
Stockholder's Equity:			
Retained Earnings	(8,637.50)	(587.50)	
Paid-in Capital	0.00		0.00
Common Stock, $0.0001 par value; 100,000,0000 shares authorized, and 11,500,000 issued and outstanding as of July 31,2026, 7,500,000 shares issued and outstanding as of December 31, 2025, and 4,000,000 shares issued and outstanding as of December 31,2024.	1,150.00	750.00	400.00
Net Income	(10,264.88)	(8,050.00)	(587.50)
Total Stockholder's Equity	**(17,752.38)**	**(7,887.50)**	**(187.50)**
Total Liabilities & Stockholder's Equity	**9.25**	**200.00**	**0.00**

US ROBOTS Inc.

Unaudited Consolidated Results from Operations

For the periods ended July 31, 2026, December 31, 2025 & December 31, 2024

	July 31, 2026	December 31, 2025	December 31, 2024
Revenues	0.00	0.00	0.00
Operating Expenses			
Bank Service Charges	36.78	0.00	0.00
Office Expenses	618.62	300.00	587.50
Travel Expenses	6,983.57	0.00	0.00
Legal & Professional Fees	1,000.00	750.00	0.00
Computer & Related Costs	0.00	7,000.00	0.00
Sales & Marketing	1,625.91		
Total Operating Expenses	**10,264.88**	**8,050.00**	**587.50**
Net Income ber fore Taxes	**(10,264.88)**	**(8,050.00)**	**(587.50)**
Weighted Average common shares outstanding - Basic & Diluted	11,500,000	7,500,000	4,000,000
Net gain per common share - basic & diluted	(0.00089)	(0.00107)	(0.00015)

US ROBOTS Inc.

Unaudited Consolidated Statements of Cash Flow

For the periods ended July 31, 2026, December 31, 2025 & December 31, 2024

OPERATING ACTIVITIES	**July 31, 2026**	**December 31, 2025**	**December 31, 2024**
Net Income from Operations	(10,264.88)	(8,050.00)	(587.50)
Depreciation and Amortization	0.00	0.00	0.00
Accounts Payable	0.00	0.00	0.00
Deferred Revenues	0.00	0.00	0.00
Net Cash From Operating Activities	**(10,264.88)**	**(8,050.00)**	**(587.50)**
USE OF FUNDS			
Fixed Assets	0.00	0.00	0.00
Operating Expenses	10,264.88	8,050.00	587.50
Use of Funds	**10,264.88**	**8,050.00**	**587.50**
SOURCE OF FUNDS			
Net Proceeds from Common Stock Issuance	0.00	0.00	0.00
Proceeds from Long-Term Debt Issuance	0.00	0.00	0.00
Private Placement	0.00	0.00	0.00
Source of Funds	**0.00**	**0.00**	**0.00**
PERIOD ENDING			
Net Increase or Decrease in Cash and Cash Equivatents During Period	0.00	0.00	0.00
Cash and Cash Equivalents at Beginning of Period	0.00	0.00	0.00
Cash and Cash Equivalent at end of period	**0.00**	**0.00**	**0.00**

Notes to Financial Statements

These notes to the financial statements do not represent a complete list of notes or comments and potential investors should not rely on these to depict the entire picture of the Company.

These notes are offered as illustrative.

Results of Operations:
The above table sets forth our summarized consolidated financial information for the periods ending July 31, 2026, December 31, 2025 & December 31, 2024.

The Company was founded on November 10, 2024, and had no financial revenues during the year ending 2024, 2025 and the Seven Months Ending July 31, 2026. The operational expenses during the fiscal year ending December 31, 2024, includes filing for the Articles of Incorporation with the state of Maryland.

During the fiscal period ending December 31, 2025, the company had no revenues. The operational expense during this fiscal period includes filing the state of Maryland personal property tax return, filing a trademark with USPTO, purchasing a website IP address for US ROBOTS Inc., and opening a bank account with Chase Bank N.A.

For the fiscal period ending July 31, 2026, the operating financial statements include legal fees and other expenses totaling $1,940.75 and as such is considered immaterial.

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Projected 5-Years Annual Operating Statements for the periods ending December 31, 2027 - 2031

Pro Forma Income Statement (Illustrative)

US ROBOTS Inc

2027 - 2031 Annual Projection Summary

Revenue	**2027**	**2028**	**2029**	**2030**	**2031**
Robot Sales	7,814,134	23,444,487	30,810,660	37,739,752	39,618,383
Cost of Sales	3,440,245	10,047,431	13,957,769	16,904,174	17,745,639
Gross Profit Margin	**4,373,889**	**13,397,056**	**16,852,891**	**20,835,579**	**21,872,744**
Gross Profit Margin Percentage	*56.0%*	*57.1%*	*54.7%*	*55.2%*	*55.2%*
Deferred Revenue	737,254	(1,712,992)	3,358,323	3,773,975	2,830,481
Adjusted Gross Profit Margin	**3,636,635**	**11,684,063**	**13,494,567**	**17,061,604**	**19,042,262**
	46.5%	*49.8%*	*43.8%*	*45.2%*	*48.1%*
Administrative Costs	**2027**	**2028**	**2029**	**2030**	**2031**
General & Administrative Costs					
Salaries, Wages & Related Costs	1,475,890	2,509,013	3,010,816	3,566,902	3,668,496
Depreciation & Amortization	429,549	828,058	928,058	952,705	979,840
General & Lia Insurance	150,000	165,000	165,000	177,851	182,917
Office & Related	879,998	1,379,688	1,448,673	1,561,503	1,605,979
Total G & A Costs	**2,935,437**	**4,881,759**	**5,552,546**	**6,258,960**	**6,437,232**
IT Department	**533,000**	**692,900**	**831,480**	**896,240**	**921,768**
HR Department	**260,000**	**338,000**	**405,600**	**414,550**	**420,929**
Customer Service & Sales Department					
Marketing & Customer Service	636,213	1,113,372	2,238,912	2,413,291	2,482,028
Outside Sales Staff	1,015,837	2,376,889	3,081,066	3,823,723	3,932,633
Total Sales Department	**1,652,050**	**3,490,261**	**5,319,978**	**6,237,014**	**6,414,661**
Total Research & Development Costs	**885,625**	**1,328,438**	**2,364,375**	**2,515,368**	**2,554,073**
Total Adminstrative Costs	**6,266,112**	**10,731,358**	**14,473,979**	**16,054,322**	**16,748,663**
Net Income Before Taxes	**(2,629,477)**	**952,706**	**5,737,235**	**8,555,232**	**7,954,562**
	-33.7%	*4.1%*	*18.6%*	*22.7%*	*20.1%*

US ROBOTS Inc.

2027 Quarterly Projected Results from Operations

Revenue	**Q1**	**Q2**	**Q3**	**Q4**	**Totals**
Robot Sales	551,941	1,326,969	2,741,982	3,193,242	7,814,134
Cost of Sales	238,310	584,645	1,203,186	1,414,104	3,440,245
Gross Profit Margin	**313,630**	**742,325**	**1,538,796**	**1,779,137**	**4,373,889**
Deferred Revenue	**46,776**	**115,256**	**258,767**	**316,455**	**737,254**
Adjusted Gross Profit Margin	**266,855**	**627,068**	**1,280,029**	**1,462,683**	**3,636,635**
	48.3%	47.3%	46.7%	45.8%	46.5%
Administrative Costs	**Q1**	**Q2**	**Q3**	**Q4**	**Totals**
General & Administrative Costs					
Salaries, Wages & Related Costs	332,410	332,410	405,535	405,535	1,475,890
Depreciation & Amortization	25,477	89,918	141,843	172,312	429,549
General & Lia Insurance	37,500	37,500	37,500	37,500	150,000
Office & Related	159,422	182,507	260,293	277,776	879,998
Total G & A Costs	**554,809**	**642,335**	**845,170**	**893,122**	**2,935,437**
IT Department	**133,250**	**133,250**	**133,250**	**133,250**	**533,000**
HR Department	**65,000**	**65,000**	**65,000**	**65,000**	**260,000**
Customer Service & Sales Department					
Marketing & Customer Service	158,184	158,184	159,922	159,922	636,213
Outside Sales Staff	71,752	172,506	356,458	415,121	1,015,837
Total Sales Department	**229,936**	**330,690**	**516,380**	**575,044**	**1,652,050**
Total Research & Development Costs	**126,750**	**181,458**	**262,167**	**315,250**	**885,625**
Total Adminstrative Costs	**1,109,746**	**1,352,733**	**1,821,967**	**1,981,666**	**6,266,112**
Net Income Before Taxes	**(842,891)**	**(725,665)**	**(541,938)**	**(518,983)**	**(2,629,477)**
	-153%	-54.7%	-19.8%	-16.3%	-33.7%

Our US Robot Team

Let's Get to Know the Team:

1. Delivery Robot [USD1]:

   The delivery robot will be used in hotels, restaurants and conventions for food delivery, serving drinks and taking the dirty dishes to the dishwashing area (bussing tables).

   Features:
   - Automatic obstacle avoidance
   - 4 shelves, voice announcements
   - Automatic charging
   - Easy map generation
   - Remote controlled
   - Online effortless updates
   - Smartphone application
   - Lidar and 3D Camera for navigation
   - Customer interaction
   - Custom Management Reports
   - Advertising display

2. Security Robot [USS1]:

   Patrol. Protect. Secure. With it's laser guided navigation system, the USS1 can build an indoor map with precise target positions throughout the facility. Equipped with three (3) wheels for short radius turns, the GUARDIAN can perceive its surroundings dynamically and then program a better path. This robot can be used in shopping malls, hotels and factories.

The Security Robot can issue warnings or reminders directly from the security center or through detection of certain issuances, such as intruders, smoke, and heat through the Guardian's built-in speaker system. You have access of the robot by remote control. The robot can text, email or call for any special services (security assistance, fire, smoke, intrusion, trash, etc.). The USS1's head is designed for maximum maneuverability, allowing it to survey its surroundings with ease and can identify humans, face recognition, fire, smoke, and high temperatures to alert the human on duty. Comes with a charging base for automatic recharging.

Features:

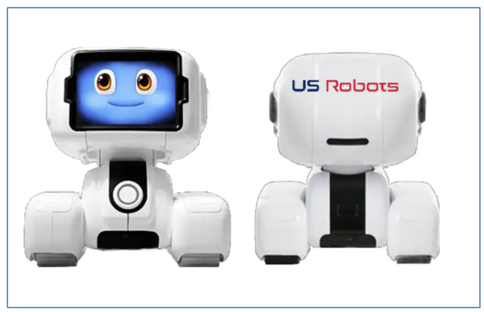
- Automatic obstacle avoidance
- Automatic charging
- Easy map generation
- Built-in Speaker System for alerts
- Lidar and 3D Camera for navigation
- Running Time 10 hours
- Remote control
- Smartphone application
- Online effortless updates
- Cruising target point routines
- Thermal Imaging
- 180° Head Swivel

3. The Greeting Robots [USP1, USP3, USR1, USR2 & USR3]:
   Navigation, Greeting & Guided Tours
   Guide. Greet. Interact. These greeting robots are equipped with voice recognition to identify customer requests and accurately guide them to their destination. It also offers detailed explanations during tours, making it ideal for receptions, showrooms and exhibitions.

   <u>A brief Description of the Greeting Robots</u>:
   Telepresence Robot [USP1]: Remote Control with Audio & Video Chat
   Dancing Robot [USP3]: Client Reception + Dance Performance
   Showroom Robot [USR1]: Automated Reception with Facial Recognition
   Industrial Robot [USR2]: Same as the USR1 and includes a dual screen.
   Reception Robot [USR3]: Same as the USR2 and includes interactive 19" screen for more details.

4. Outside Security Robot [USS2]:
   The outdoor security robot is currently in R & D, and the prototype is being completed at the time of this publication.

5. Children's Educational Robot [UST1]:
   Learn. Play. Grow.
   The AI companion for Kids! This robot uses ChatGPT educational capabilities for teaching, entertainment interaction with parental controls, smart management to monitor your children's progress. The UST1 is more than just a robot, it's a smart companion for kids that is equipped with an AI brain. UST1 engages in conversations and helps children practice language skills, making learning fun and interactive. Stay connected with your child anytime through UST1's video call feature. Whether you're at work or traveling, you can easily make video calls to check in and interact, providing peace of mind wherever you are. UST1 is equipped with advanced face tracking technology, ensuring that it stays engaged during interactions. The robot tracks and follows your child's face, making interactions more personal and ensuring it stays attentive. Keep UST1 up to date with easy Wi-Fi updates, ensuring it always has the latest features and content.



6. Hotel Delivery Robot [USH1]:

Delivery. Navigate. Secure.
The hotel robot excels at autonomous deliveries, navigating complex environments with ease. Whether it's multi-floor tasks or intricate routes, USH1 ensures accurate and reliable deliveries every time. With a simple password input to access the 2 compartments, USH1's compartments unlock with just one touch, making item retrieval secure and hassle-free. USH1 smartly reroutes when encountering obstacles, ensuring a smooth journey to its destination. Advanced sensors guide the robot safely through any environment. USH1 automatically returns to its charging station when power is low, ensuring it's always ready for the next task. Options are available for interaction with elevators and security doors.

7. Indoor Cleaning Robot [USC1]:
   Clean. Efficient. Smart.
   The cleaning robot combines dust mopping, vacuuming, and mopping into a single device. With just one button, it handles all your cleaning needs effortlessly, making it incredibly easy to use. Equipped with multiple attachments and brushes, including a powerful 500rpm/roll brush and 15,000rpm motor, USC1 provides deep cleaning with high suction power, leaving no dirt behind. With multiple ports, USC1 offers real-time monitoring of its status and cleaning reports. The intuitive interface and simple controls make managing the robot a breeze. Auto Water Refill & Waste Disposal. USC1 automatically refills its clean water and disposes of waste, ensuring continuous cleaning without manual intervention. The cleaning robot utilizes laser radar technology to quickly create detailed cleaning maps, optimizing its path and ensuring thorough coverage. USC1's durable wheels and side brushes ensure smooth movement and effective cleaning across all types of surfaces, making it perfect for commercial environments.

APPENDIX D – US ROBOTS INC. OUR CONCEPT

Our Customer Service Concept:

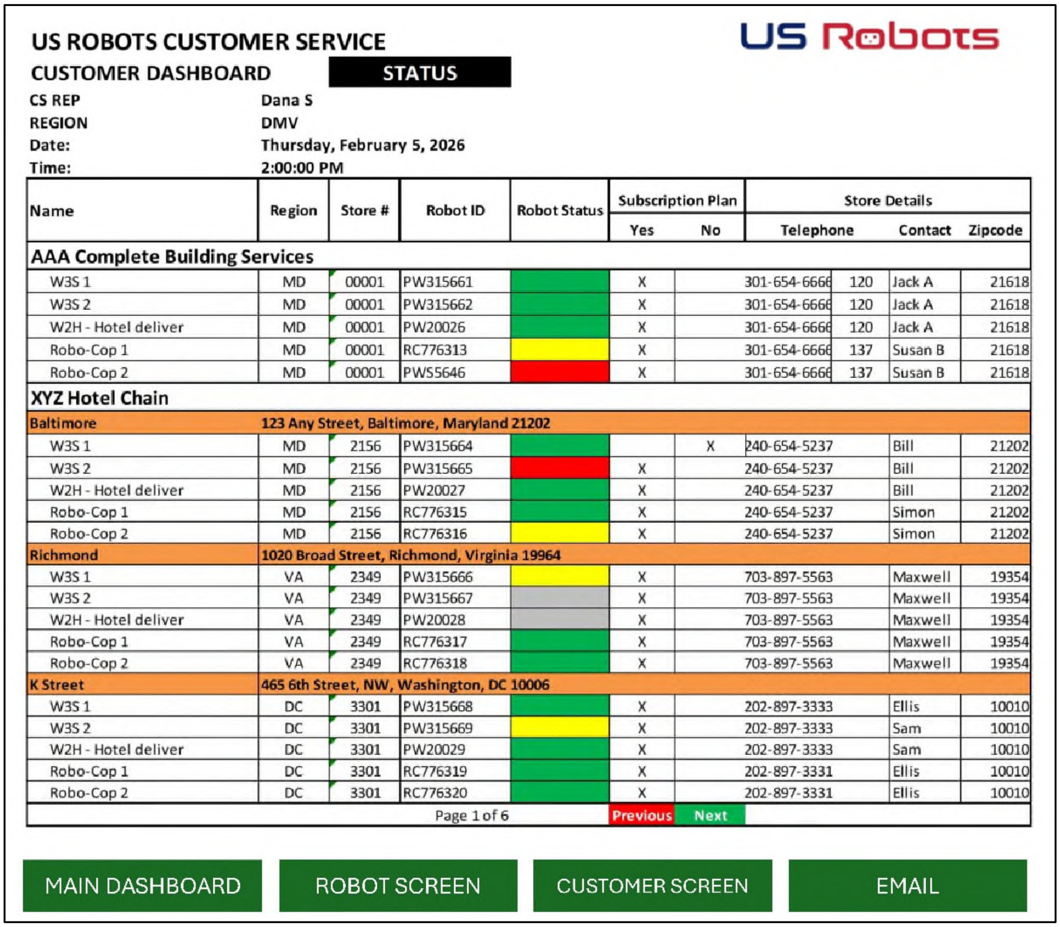
US ROBOTS will operate a 24-hour Customer Service Help Desk located in the United States that monitors all the robots under a "Customer Service Subscription" program. The Customer Service Subscription program is a monthly service paid by the robot owner for 24-hour access to our Help Desk, automatic software updates and software enhancements. This fee is included in the US ROBOT 36-Month Lease Program. The US ROBOTS Customer Service Department consists of live representatives that monitor the US ROBOTS Dashboard.

This dashboard is segmented into geographical regions for dedicated CS Representatives to effectively evaluate the robots to determine if the robots are performing according to our specifications. This gives the customers the support they need to utilize the robot effectively. For example: There are 4 possible issues regarding the operating status of the robot. These are color coded to draw attention to the robot's operating status quickly and are called Status Beacons.

Green, Yellow, Red and Gray produce a different Customer Service action. Green requires no Customer Service action as the robot is operating according to specifications. Yellow is a low-level alert that the Customer Service Representative takes notice and watches carefully during the next few days to see if it turns red or green. At Yellow status, the CSR may run diagnostics to review the last couple of days of activity to compare against other robots at this customers location. Red is a high-level alert and requires immediate action. CSR will contact the customer and follow-up regarding the inactivity of the robot.

The CSR will try to determine with the customer if there is a reason the robot is not working and if necessary, have our Technical Team reach out and assist the customer. The color Gray is also a low-level alert that signifies a communication error between the customers network and the US ROBOTS cloud-based Customer Service System. This could be the customer's internet is down and not working or a communication failure with the robot's router. Either way, CSR will contact the customer to determine the source to assist with the solution.

The Dashboard is the lifeline of the Customer Service Department and will provide a piece-of-mind for our customers that we are a proactive company that believes in "Customer Service" first!



US ROBOTS CUSTOMER SERVICE

US Robots

CUSTOMER DASHBOARD **STATUS**

CS REP Dana S
REGION DMV
Date: Thursday, February 5, 2026
Time: 2:00:00 PM

Name	Region	Store #	Robot ID	Robot Status	Subscription Plan		Store Details			
					Yes	No	Telephone		Contact	Zipcode
AAA Complete Building Services										
W3S 1	MD	00001	PW315661		X		301-654-6666	120	Jack A	21618
W3S 2	MD	00001	PW315662		X		301-654-6666	120	Jack A	21618
W2H - Hotel deliver	MD	00001	PW20026		X		301-654-6666	120	Jack A	21618
Robo-Cop 1	MD	00001	RC776313		X		301-654-6666	137	Susan B	21618
Robo-Cop 2	MD	00001	PWS5646		X		301-654-6666	137	Susan B	21618
XYZ Hotel Chain										
Baltimore	**123 Any Street, Baltimore, Maryland 21202**									
W3S 1	MD	2156	PW315664			X	240-654-5237		Bill	21202
W3S 2	MD	2156	PW315665		X		240-654-5237		Bill	21202
W2H - Hotel deliver	MD	2156	PW20027		X		240-654-5237		Bill	21202
Robo-Cop 1	MD	2156	RC776315		X		240-654-5237		Simon	21202
Robo-Cop 2	MD	2156	RC776316		X		240-654-5237		Simon	21202
Richmond	**1020 Broad Street, Richmond, Virginia 19964**									
W3S 1	VA	2349	PW315666		X		703-897-5563		Maxwell	19354
W3S 2	VA	2349	PW315667		X		703-897-5563		Maxwell	19354
W2H - Hotel deliver	VA	2349	PW20028		X		703-897-5563		Maxwell	19354
Robo-Cop 1	VA	2349	RC776317		X		703-897-5563		Maxwell	19354
Robo-Cop 2	VA	2349	RC776318		X		703-897-5563		Maxwell	19354
K Street	**465 6th Street, NW, Washington, DC 10006**									
W3S 1	DC	3301	PW315668		X		202-897-3333		Ellis	10010
W3S 2	DC	3301	PW315669		X		202-897-3333		Sam	10010
W2H - Hotel deliver	DC	3301	PW20029		X		202-897-3333		Sam	10010
Robo-Cop 1	DC	3301	RC776319		X		202-897-3331		Ellis	10010
Robo-Cop 2	DC	3301	RC776320		X		202-897-3331		Ellis	10010
Page 1 of 6				Previous	Next					

MAIN DASHBOARD ROBOT SCREEN CUSTOMER SCREEN EMAIL

Dashboard Control Panel Status Beacons – Determines the current status of each robot for CS follow-up

- Green – Working
- Yellow – Has not been used during the past 2 days
- Red – Has not been used during the past 7 days
- Gray – Offline robot "Communications Error"

Customer Data

- Customer Detail Information
- Robot Detail Information
- Billing and Subscription details

Robot Usage data

- Maintenance & Repair data
- Software Updates
- New Enhancements
- Troubleshooting & Diagnostics

Mapping Menu to Assist Customers
Visual listing by Geography, Model, Customer or Region for more specific data

Customer Service Dashboard for troubleshooting, diagnostics and customer Support

As mentioned above, the US ROBOT Customer Service & Subscription plan is a 36-month fixed monthly rate that provides our customers with access to our 24-hour Help Desk, Automatic Software Updates and Product Enhancements during the term of the Agreement.

APPENDIX E – ACCREDITED INVESTOR REQUIREMENTS

Please do not complete the forms contained in this Private Placement Memorandum as they are for review only.

Instructions on becoming an investor in US ROBOTS Inc.

1. Request a copy of the Subscription Agreement and Accredited Investors Certification documents.
2. Read and complete the Accredited Investor documentation along with the Subscription Agreement.
3. Request from US ROBOTS Inc. the Subscription Agreement and Accredited Investors documents at info@usrobots.com Attention: Investor Relations.
4. Forward the completed Subscription Agreement and Accredited Investors documents to info@usrobots.com Attention: Investor Relations for verification.
5. After US Robots verifies your qualifications, you will receive the accepted and countersigned Subscription Agreement and Accredited Investor documents via electronically, USPS or other delivery methods.
6. You are now approved to make the payment for the subscription via check, ACH or bank wire to the bank account listed on the last page of the "Subscription Agreement" in Exhibit A.

SUBSCRIPTION AGREEMENT

US ROBOTS Inc.

Ladies and Gentlemen:

Pursuant to the terms of the offer made by US ROBOTS Inc., (the "Company") contained in the Confidential Private Offering Memorandum dated September 2, 2026 (said Memorandum, including the exhibits, appendices and attachments thereto, being hereinafter called the "Memorandum"), the undersigned hereby tenders this subscription and applies for the purchase of the number of Shares set forth on the signature page of this agreement. The minimum number of Shares to be purchased is 5,000 consisting of five thousand (5,000) shares of Common Stock – Class A at a per Share price of $1.00 per share. The minimum purchase is $5,000, provided, however, that partial amounts may be purchased at the discretion of the Company.

This offering is for a total of 5,000,000 shares of Common Stock – Class A shares at $1.00 per share. The Company may offer up to an additional 500,000 shares to cover over-subscriptions, if any. Together with this Subscription Agreement, the undersigned is delivering to the Company (a) a check payable to "Chase Bank as Escrow Agent for US ROBOTS Inc." in the full amount of the purchase price for the number of shares which the undersigned is subscribing for pursuant hereto or funds by wire transfer as instructed by the Company.

The Shares to be purchased by the undersigned are part of a private placement of securities (the "Private Placement") of up to 5,000,000 shares, being effected on a best-efforts basis by the Company. Accordingly, the minimum number of Shares that must be sold is 2,500,000 for the Private Placement to become effective. If all the Shares are sold, the Company will receive an aggregate of five million dollars ($5,000,000) less the expenses of the Private Placement Offering. The offering will close September 1, 2027, unless the Company elects to extend the offering, which it reserves the right to do.

1. Representations and Warranties. In order to induce the Company to accept this subscription, the undersigned hereby represents and warrants to, and covenants with, the Company as follows:

   i) The undersigned has received and reviewed the Memorandum, and except for the Memorandum, the undersigned has not relied upon other materials or literature relating to the offer and sale of the Shares;
   ii) The undersigned has had a reasonable opportunity to ask questions of and receive answers from the Company concerning the Company and the offering, and all such questions, if any, have been answered to the full satisfaction of the undersigned;
   iii) The undersigned has such knowledge and expertise in financial and business matters that the undersigned is capable of evaluating the merits and risks involved in an investment in the Shares;
   iv) The information provided by the investor in this Subscription Agreement being delivered by the undersigned to the Company herewith is true, complete and correct in all material respects, and the undersigned understands that the Company has determined that the exemption from the registration provisions of the Securities Act of 1933, as amended (the "Act"), which is based upon non-public offerings is applicable to the offer and sale of the Shares, based, in part, upon the representations, warranties and agreements made by the undersigned herein;
   v) Except as set forth in the Memorandum, no representations or warranties have been made to the undersigned by the Company or by any agent, employee, or affiliate of the Company, and in entering into this transaction the undersigned is not relying upon any information, other than that contained in the Memorandum and the results of independent investigation by the undersigned;
   vi) The undersigned understands that: (A) the Shares have not been registered under the Act or the securities laws of any state, and are being offered by the Company based upon an exemption

from such registration requirements for non-public offerings pursuant to Regulation D under the Act; (B) the Shares are and will be "restricted securities" as said term is defined in Rule 144 of the Rules and Regulations promulgated under the Act; (C) the shares may not be sold or otherwise transferred unless they have been first been registered under the Act and all applicable state securities laws, or unless exemptions from such registration provisions are available with respect to said resale or transfer; (D) the Company is under no obligation to register the Shares under the Act or any state securities laws, or to take any action to make any exemption from any such registration provisions available; (E) the certificates for all Shares will bear a legend to the effect that the transfer of the securities represented thereby is subject to the provisions of this Subscription Agreement attached to the Memorandum as Exhibit A; and (F) stop transfer instructions will be placed with the Company's transfer agent, if any, for the Shares;

vii) The undersigned is acquiring the Shares solely for the account of the undersigned, for investment purposes only, and not with a view towards their resale or distribution;

viii) The undersigned will not sell or otherwise transfer or otherwise dispose of any of the Shares except in accordance with the terms and conditions of the Shareholders Agreement and unless and until: (A) said Shares, shall have first been registered under the Act and all applicable state securities laws; or (B) the undersigned shall have first delivered to the Company a written opinion of counsel (which counsel and opinion (in form and substance) shall be reasonably satisfactory to the Company), to the effect that the proposed sale or transfer is exempt from the registration provisions of the Act and all applicable state securities laws;

ix) The undersigned has full power and authority to execute and deliver this Subscription Agreement and to perform its obligations hereunder, and this Subscription Agreement is a legally binding obligation of the undersigned in accordance with its terms;

x) The undersigned meets the requirements of at least one of the suitability standards for an "accredited investor" as such term is defined in Regulation D of the Rules and Regulations promulgated under the Act and as set forth in this Subscription Agreement and contained in the Memorandum;

xi) The undersigned has carefully reviewed the Risk Factors associated with an investment in the Shares outlined in the Memorandum and understands that the securities offered hereby are highly speculative and involve a high degree of risk and should not be purchased by anyone who cannot afford the loss of his entire investment;

xii) The undersigned has carefully reviewed the jurisdictional notice listed below and agrees to abide by any restrictions contained therein applicable to the undersigned; and

JURISDICTIONAL NOTICE
Please refer to the Individual State Restrictions under the section labeled "NOTICE" starting on page 2. "

Residents of all States:
THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES LAWS OF CERTAIN STATES AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF SAID ACT AND SUCH LAWS. THE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER SAID ACT AND SUCH LAWS PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME. THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION OR ANY OTHER REGULATORY AUTHORITY. NOR

HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THE MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

2) The undersigned understands that this subscription is not binding upon the Company until the Company accepts it, which acceptance is at the sole discretion of the Company and is to be evidenced by the Company's execution of this Subscription Agreement where indicated. This Subscription Agreement shall be null and void if the Company does not accept it as aforesaid.
3) The undersigned understands that the Company may, in its sole discretion, reject this subscription and, in the event that the offering to which the Memorandum relates is oversubscribed, reduce this subscription in any amount and to any extent, whether or not pro rata reductions are made in any other investor's subscription.
4) The undersigned agrees to indemnify the Company and hold it harmless from and against any and all losses, damages, liabilities, costs and expenses which it may sustain or incur in connection with the breach by the undersigned of any representation, warranty or covenant made by the undersigned.
5) Neither this Subscription Agreement nor any of the rights of the undersigned hereunder may be transferred or assigned by the undersigned.
6) This Subscription Agreement: (i) may only be modified by a written instrument executed by the undersigned and the Company; (ii) sets forth the entire agreement of the undersigned and the Company with respect to the subject matter hereof; (iii) shall be governed by the laws of the State of Texas applicable to contracts made and to be wholly performed therein; and (iv) shall inure to the benefit of, and be binding upon the Company and the undersigned and its respective heirs, legal representatives, successors and assignees.
7) Unless the context otherwise requires, all personal pronouns used in this Subscription Agreement, whether in the masculine, feminine or neuter gender, shall include all other genders.
8) All notices or other communications hereunder shall be in writing and shall be deemed to have been duly given if delivered personally or mailed by certified or registered mail, return receipt requested, postage prepaid, as follows: if to the undersigned, to the address set forth on the signature page hereof; and if to the Company, to the address provided above or to such other address as the Company or the undersigned shall have designated to the other by like notice.

IN WITNESS WHEREOF, the undersigned has executed this Subscription Agreement this ___day of___, 2026.

No. of Shares _____ x $1.00 USD = $ ___________________
(Multiples of 5,000 shares) *(Share Price)* *(Total Subscription Price)*

Social Security Number of Subscriber: ______ - ____ - ______

____
Print Name of Subscriber:

Street Address ________________________________

XXXXXXXXXXXXXXXXXXXXXX
Subscriber Signature

City ____________ State ____Zip Code _________

(Address below for notices, if different)
Street Address ________________________________

City ____________ State ____ Zip Code _________

____
Print Name of Spouse:

XXXXXXXXXXXXXXXXXXXXXX
Spouse's Signature

ACCEPTANCE OF AGREEMENT

The foregoing subscription is hereby accepted by US ROBOTS Inc. this ____ day of _______ , 2026 for ______ Shares.

US ROBOTS Inc.

____
By: Patrick Moylan CFO

Payment Instructions
Subscription payments may be made by check or wire transfer, as follows:

Checks:
Payable to:
US ROBOTS Inc.
12200 Distribution Place
Beltsville, Maryland 20705

Wire Transfer Instructions:

Beneficiary Bank:	JPMorgan Chase Bank, N.A.
Routing Number:	044000037
Account Number:	000002906927697
Beneficiary Name:	US ROBOTS Inc.
Beneficiary Address:	12200 Distribution Place, Beltsville, Maryland 20705
Telephone:	(301) 595-8937

EXHIBIT B - INVESTOR SUITABILITY & ACCREDITED INVESTOR QUESTIONNAIRE

This Questionnaire is submitted in connection with the purchase of Class A Common Stock of US ROBOTS Inc. and this Private Placement Memorandum.

1. Investor Information

Name: ______________________________ Entity Type (if applicable): ______________________
Address: _________________________ City ________________ State ____ Zip code _____
Email: _______________________ @ __________________
Telephone: ____

2. Accredited Investor Status

*(Check **all** that apply)*

- ❑ I am a natural person with individual income exceeding $200,000 in each of the two most recent years, or joint income exceeding $300,000, with a reasonable expectation of reaching the same level this year.
- ❑ I I am a natural person with individual or joint net worth exceeding $1,000,000, excluding my primary residence.
- ❑ I am an executive officer or director of the Company.
- ❑ I am an entity with total assets exceeding $5,000,000, not formed for the purpose of acquiring the Shares.
- ❑ I am an entity in which all equity owners are accredited investors.
- ❑ I am a trust with assets exceeding $5,000,000, directed by a sophisticated person.
- ❑ I Other (specify): ____________________________

3. Investment Experience

- ❑ I have prior experience investing in private placements. I understand the risks associated with illiquid securities.
- ❑ I am capable of bearing the economic risk of a total loss.

4. Verification Acknowledgment (Rule 506(c))

I understand that this Offering is conducted pursuant to **Rule 506(c)** and that the Company is required to take reasonable steps to verify accredited investor status. I agree to provide additional information or documentation if reasonably requested.

5. Representations

I certify that:

- The information provided herein is TRUE AND COMPLETE**;**
- I am purchasing for INVESTMENT PURPOSES ONLY**;**
- I have reviewed the Private Placement Memorandum in full;
- I am not relying on the Company for legal, tax, or investment advice.

Signature: ______XXXXXXXXXXXXXXXXXXXXXXX____________

Name (Print): ____

Date:__________________________________

EXHIBIT C - ACCREDITED INVESTOR CERTIFICATION

PURCHASE OF THE SHARES INVOLVES SIGNIFICANT RISKS AND IS A SUITABLE INVESTMENT ONLY FOR CERTAIN TYPES OF POTENTIAL INVESTORS. SEE "RISK FACTORS".

The purchase of Shares is suitable only for investors who have no need for liquidity in their investments and who have adequate means of providing for their current needs and contingencies even if the investment in the Shares results in a total loss. Shares will be sold only to prospective investors which are "accredited investors" under Regulation D promulgated under the Securities Act. "Accredited Investors" are those investors which make certain written representations that evidence the investor comes within one of the following categories:

(Initial the appropriate category)
____ Any bank as defined in Section 3(a)(2) of the Securities Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended; any insurance company as defined in Section 2(13) of the Securities Act; any investment company registered under the Investment Company Act of 1940, as amended, or a business development company as defined in Section 2(a)(48) of that act; any 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, as amended; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan 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, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such act, which plan fiduciary 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;

____ Any private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940, as amended;

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

____ Any director or executive officer of the Company;

____ Any natural person whose individual net worth or joint net worth with that person's spouse, at the time of investment in the Shares, exceeds $1,000,000;

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

____ Any trust, with total assets in excess of $5,000,000, not formed for the specific purpose of acquiring the Shares, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D and who has such knowledge and experience in financial and business matters that he is capable of evaluating the risks and merits of an investment in the Shares; or

____ Any entity in which all of the equity owners are accredited investors.

As used in this Memorandum the term "net worth" means the excess of total assets over total liabilities. In determining income, an investor should add to his or her adjusted gross income any amounts attributable to tax exempt income received, losses claimed as a limited partner in any limited partnership, deductions claimed for depletion, contributions to an IRA or Keogh retirement plan, alimony payments and any amount by which income from long-term capital gains has been reduced in arriving at adjusted gross income.

The Company may make or cause to be made such further inquiry and obtain such additional information as it deems appropriate with regard to the suitability of prospective investors. The Company may reject subscriptions in whole or in part if, in its discretion, it deems such action to be in the best interests of the Company. If the Offering is oversubscribed, the Company will determine which subscriptions will be accepted and in what amount.

If any information furnished or representations made by a prospective investor or others acting on its behalf mislead the Company as to the suitability or other circumstances of such investor, or if, because of any error or misunderstanding as to such circumstances, a copy of this Memorandum is delivered to any such prospective investor, the delivery of this Memorandum to such prospective investor shall not be deemed to be an offer and this Memorandum must be returned to the Company immediately.

This written confirmation of investors status as an "accredited Investor" may be relied upon by the issuer in connection with this Private Placement Memorandum.

Investor (s) Information

Name: ______________________________ Entity Type (if applicable): ______________________

Address: ________________________ City _______________ State ____ Zip code _____

Email: _______________________ @ __________________

Telephone: ____

This is a Private Placement Memorandum dated September 2, 2026, is intended for Accredited Investors only!
Please review the qualifications contained herein under Exhibit B – "Investor Suitability & Accredited Investor Questionnaire" and Exhibit C – "Accredited Investor Certification"
to determine if you qualify as an Accredited Investor.

Made in the USA

US Robots

Innovative Robot Solutions for All

Transforming Industries with cutting-edge Technology!

Meet Our Team!

US ROBOTS Inc.
12200 Distribution Place
Beltsville, Maryland 20705
(301) 595-8937
Attention: Investor Relations
www.usrobots.com
info@usrobots.com