A NEW OPTION FOR THE INDEPENDENT DOCTOR

No doctor or dentist ever entered into medicine looking forward to the day they finally got an opportunity to sell their hard-earned independent practice to a dental/medical service organization (DSO/MSO) or private equity (PE) firm. Community medical providers care about people first and foremost. It just so happens, part of that commitment to service is taking care of the business side of the practice as well. When you find yourself in a position that calls on you to leverage your organization for some much-needed cash flow, decision-making can feel bleak with the false belief that options are more limited than they are. What if we told you that there is an opportunity you never knew existed?

Imagine if there was an exciting new alternative to corporate consolidation; one built specifically for fiercely independent dentists and doctors whose long-term goals just don’t align with corporate medicine. This new venture would include many of the advantages of being part of a larger organization while eliminating the disadvantages that come with selling to a DSO/MSO or PE firm. It would allow practices to stay autonomous and thrive financially. Even better, what if this model delivered into the pockets of those vested medical professionals a similar investment upside that corporate consolidations could produce. As icing on the cake, all of this would be accomplished without being required to sell their practice; not now, not ever. That’s right. The doctors who entered medicine because they care about people would retain complete control, ownership, and autonomy until they are ready to retire. At which point, they could still sell their practice on the private market. What if we told you this isn’t really a ‘what if’ scenario?

The cumbersome reality of corporate consolidation can make any great doctor feel like a ‘sell-out’ on some level. Not only is your independence shredded but the ability to provide the quality of patient care that drove you to work so hard throughout medical school becomes incredibly compromised. You may be wondering what kind of corporate entity could develop such a powerful alternative to such a dismal future. The answer is, none. The group that came up with this particular brain child entered the healthcare business for a reason that may sound familiar to you, because they care about people. This is a group collaborating with personal physicians and dentists, just like yourself, who have faced the same hurtles that often lead to sacrificing individual autonomy to large corporate entities in exchange for financial stability.

Your mind may be reeling at this point with a flurry of questions:

- How would it look?
- How would it work?
- How would they run it?

- How could they put together all the individual pieces of this complex puzzle?
- How could they really develop a community of like-minded doctors?
- Could they find a way to make more money outside the office than in?
- What type of entity would they use?
- How could they create higher values while keeping individual ownership of their businesses?

Wow! That's a lot of questions and fortunately we have answers to all of them.

Without further ado, let us introduce you to Health Professionals Alliance (HPA) and the Practice Equity Program (PEP). HPA is what happens when 40 practices from around the country band together to develop a model that supports, rather than exploits, independent medical providers. Our founders realized that under the umbrella of a corporation, they could build a model in which doctors contribute a comfortable monthly sum from their individual practice's profits in exchange for shares in the company. The number of shares would be commensurate with the value they provided and there'd be plenty of room for others to join in the future. Brilliant right?

Let's get into the nitty gritty. One of the most unique and valuable aspects of the HPA model is the ability to transfer the dormant practice value into a diversified, liquid, and appreciating assets. This is accomplished through our innovative, industry-first Practice Equity Program. At HPA, we recognize that one of the primary reasons a doctor chooses to sell their practice to a private equity group or hospital is liquidity – the ability to receive cash value from the sale of the practice. The problem is, this short-term benefit comes with many negative long-term consequences including, a loss of control, autonomy, independence, not to mention high taxes, and diminished future earnings. HPA's PEP is an innovative model to allow our doctors to realize otherwise dormant practice value in a far more advantageous way and has been hailed by many doctors as an "anti-private equity model". Our PEP puts the value into the hands of doctors, where it belongs.

PEP highlights include:

- Retain 100% ownership and control of your practice

- Lever dormant, illiquid practice value into an appreciating, liquid, publicly tradable security (see our discussion below about publicly traded securities, marketability, and liquidity)

- Improved tax advantage, both in the form of significant tax savings and tax deductions*

- Low-risk, high-reward ratio, with no personal guarantees or obligations

- Liquid and appreciating asset uncorrelated to the number of patients seen

- Ownership in a company that is serving you, your practice, and banding together independent doctors and dentists across the country into a powerful alliance to combat the negative trends in healthcare.

How does HPA get it done?

Our Practice Equity Program works like this. Using an industry-leading hybrid valuation model, we conduct a comprehensive valuation of your practice. Based upon those results, HPA issues a loan, through which, you are eligible to buy an allotment of privately held shares in HPA at discounted price. Those shares are paid for over time from the practice operations (remember that comfortable monthly contribution?) rather than requiring the doctor to come up with a large sum up front. As the doctor, you retain full-ownership, autonomy, and independence of your practice by leveraging your otherwise dormant value for a diversified and appreciating liquid asset. Even better, the practice benefits with improved efficiency and profitability by accessing cost saving resources and added revenue through the HPA. For example, by banding together inside of HPA, doctors can negotiate better deals on services and products which is a tremendous benefit all by itself. But this is just the beginning of the incredible lineup of opportunities created by this model.

What’s really special about our PEP is you also become an owner in HPA. Along with other doctors and dentists, you are a part of a business that is supporting you and your practice by banding together a community of independent professionals. Over time, you can retain your benefits from the relationship, in the form of a marketable security, or you could choose to sell it off depending on your needs and appetite (see our discussion below about publicly traded securities, marketability and liquidity). If you choose to sell your shares taxes related to the sale will be due, but the loan repayment is the responsibility of the practice, not yours, since it has gained an investment interest tax deduction. *

Now, you may be thinking, creating an entire company even from the best model is still a huge undertaking, and you’d be right. The main challenge is to be able to deliver a real and measurable investment value which means the company needs to be traded early on. This is quite different from a DSO/MSO model, which usually tries to roll-up into a larger DSO/MSO over time. The HPA’s PEP model, as a publicly traded company allows the shareholder to know the value of their shares every step of the way and have built-in liquidity (see our discussion below about publicly traded securities, marketability and liquidity). The good news is, HPA got right to work tackling this particular obstacle.

After years of building relationships while buying and selling companies, our CEO, Roy Rose went to Wall Street and found exactly what the doctor ordered (pun intended). An existing, and more importantly, profitable publicly traded company was so enamored with our PEP model that they were willing to merge with HPA and pivot their entire operation towards our mission (see our discussion below relating to mergers). Meaning, they would throw all of their cash and assets behind our new venture. Why were they so anxious to do this? Good question. Even though their company was mature, they were only gaining a fraction of the growth potential they saw clearly in the PEP model. Moreover, it's a model they happen to believe will change the entire medical and dental industry for the better. Better for the doctors, and better for the patients.

That all sounds really positive but who will actually run this venture? HPA took the initial risk of starting the company for doctors and dentists with a very experienced team of healthcare business professionals in place to run it. While we are fully invested with you, this is your company; you control it. HPA simply owns a minority interest.

Within just nine months of creating the HPA business model, it has already taken off with over half of the 40 founder practice slots spoken for. All you need to do is join us to help preserve your independent private practice, generate better value and most importantly, maintain the highest quality of patient care.

Exciting HPA Projections

Upon further evaluation, and much effort working out the details and financials, the future looks bright. We project that, after the successful completion of the intended merger with all of the publicly traded assets applied, the 40 founding practices could see an increase in the starting value by 67-100%. Over the ensuing 5-6 years, with projected growth in membership rooted in conservative modeling and input from numerous sources, we project that the shares could further increase another 300-400 percent. Assuming that the projections are accurate, the overall average result of the model for you as a participating doctor would be an increase in annual profit for your remaining years of practice. That means you will own a stock value in HPA that could be worth significantly more than the value of the private practice you leveraged and still retain 100 percent ownership of (see our statement relating to forward looking statements and projections, below). After all, why shouldn't the same fiercely independent doctors who are doing the hard work of patient care enjoy the incredible personal financial gains for themselves?

Publicly Traded Securities; Markets; Liquidity; Mergers; Projections and other Factors

As you read this presentation, it is critical that you understand many risk factors. The potential results of the PEP model depend upon numerous factors that are speculative and dependent upon future events that are unpredictable.

Among many other factors, the model's success is dependent upon the shares acquired by the doctors becoming freely tradeable in a public market or trading platform that provides sufficient liquidity and adequately reflects appreciating value over time.

HPA's shares are restricted and not publicly traded at the time that you are reading this presentation. There are several methods of achieving an active public market for stocks. These methods are expensive, heavily regulated, and include filing certain registrations, finding underwriters and market makers, or merging with a company that is already public. All methods of achieving an active public market for stocks are subject to factors that are time-consuming and beyond the full control of HPA (or any other company seeking the same goal). For example, the markets are subject to fluctuations that are unpredictable and dependent on economic conditions over which no company has control. Not all markets are equal, some large markets (like the NYSE) are relatively stable and generally provide excellent liquidity. It is unlikely that HPA shares will ever be traded on the NYSE. Other markets or electronic trading platforms (like NASDAQ and its various platforms) generally provide less stability and less liquidity. HPA intends to seek to have its securities traded on the best market that it can qualify for but there can be no assurance at this time that those securities will become eligible for any particular market. Even if securities are traded on a particular market, the volume and prices at which the securities are traded are subject to many factors including market perceptions, real or perceived performance of the company, and many other similar factors. The relative strength of market makers, institutional buyers, and others who follow a company's shares in the market are also important. There are many important factors in volume, liquidity, and pricing such as float, regulatory compliance, micro and macro market performance, company economic results and performance, company management, world events, etc., that are beyond the scope of this presentation. Even if a market for the shares is achieved, there can be no assurance that it will be sufficiently robust to meet the doctor's needs or desires. Prices may not adequately reflect value, there may be volume or other restrictions on transfer of shares, the shares may be thinly traded, trading may be suspended or curtailed or other problems may arise. In a nutshell, creating a robust, active public market in a company's shares is not easy.

This presentation describes a potential merger opportunity that HPA is currently exploring. Mergers involving public companies are expensive, time consuming, heavily regulated, involve many moving parts and require approvals of boards of directors, shareholders, regulators, and markets. In many cases, proposed mergers never reach fruition for any number of reasons. As a result, no person reading this presentation should assume that the merger generally discussed above will successfully occur. HPA realizes this and is planning for other opportunities and eventualities with flexibility. No reader should place undue reliance on the general merger discussion above. It is simply provided as an example of what HPA is exploring.

HPA's confidential Private Placement Memorandum sets forth many of the risks inherent in "taking a company public." Any person interested in further reviewing HPA and the PEP model should carefully review the described risk factors and be aware that other risks may exist.

Disclosures:

HPA COMMON STOCK WILL ONLY BE SOLD TO ACCREDITED INVESTORS PURSUANT TO RULE 506 (c) OF REGULATION D. THIS SUMMARY DOES NOT CONSTITUTE AN OFFER TO SELL AND IS NOT A SOLICITATION OF AN OFFER TO ACQUIRE ANY SECURITY. ANY OFFER MAY ONLY BE MADE TO ACCREDITED INVESTORS PURSUANT TO THE AUTHORIZED PRIVATE PLACEMENT MEMORANDUM.

The securities offered through the Private Placement Memorandum will be offered pursuant to the exemption from registration under the Securities Act of 1933, as amended ("Securities Act") pursuant to Rule 506 (c) under Regulation D promulgated by the Securities and Exchange Commission ("SEC"). All prospective investors must certify that they are accredited investors, and provide either supporting documents or third-party verification, eligible for this type of illiquid investment, and must acknowledge that they have received and read all investment materials. Health Professionals Alliance Inc. is not a registered broker-dealer, investment company, investment advisor or crowdfunding portal and does not engage in any conduct requiring such registrations. The securities offered are speculative and are NOT insured by the FDIC or by any other Federal Government Agency, are NOT Bank deposits, are NOT guaranteed by any person or entity, and MAY lose value. Neither the SEC nor any federal or state securities commission or regulatory authority has recommended or approved any investment or reviewed the accuracy or completeness of any of the information or materials presented. Neither Health Professionals Alliance Inc. nor any of its directors, officers, employees, representatives, affiliates or agents shall have any liability whatsoever arising, for any error or incompleteness of fact or opinion in, or lack of care in the preparation or publication, of the materials or communications presented or the or that the valuation of any securities offering is appropriate. Prior results are not indicative of future performance and “forward looking statements” may be used in the materials; actual results may vary materially. All investors must make their own determination of whether or not to make any investment, based on their own independent evaluation of the investment and their risk tolerance.

This presentation contains forward-looking statements and statements based upon projections. Such statements include statements regarding the Company’s expectations, hopes, beliefs or intentions regarding the future, including but not limited to statements regarding the Company’s market, strategy, competition, development plans (including acquisitions and expansion), plans for achieving future liquidity for its securities, financing, revenues, operations, and compliance with applicable laws. Forward-looking statements involve certain risks and uncertainties, and actual results may differ materially from those discussed in any such statement. Factors that could cause actual results to differ materially from such forward-looking statements include the risks described in greater detail in the Company’s Private Placement Memorandum. All forward-looking statements in this presentation are made as of the date hereof, based on information available to us as of the date hereof, and the Company assumes no obligation to update or revise any forward-looking statement, and you should not place undue reliance on these forward-looking statements. New factors emerge from time to time, and it is not possible for the Company to predict all of such factors. Although the Company believes that its plans, intentions and expectations reflected in or suggested by the forward-looking statements made in this presentation are reasonable, the Company can give no assurance that these plans, intentions or expectations will be achieved. Further, the Company cannot assess the impact of each such factor on the business or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statements. Fluctuations in the value of healthcare industry business assets are to be expected. There can be no assurance that Health Professionals Alliance Inc. will be able to pay dividends in the future. There can be no assurance that any market for Health Professionals Alliance Inc. securities will develop in the future. Additional risks exist due to management, operations and liabilities. There is a potential for loss of part or ALL of investment capital. Any financial projections or returns shown in the materials are illustrative examples only, and there can be no assurance that any figures provided are accurate or in agreement with market or industry valuations.