

# APPLIQATE INC

## FORM 1-A/A

(Amended Registration A Offering Under the Securities Act of 1933)

Filed 05/03/16

Address	1250 E 200 S, STE 2F LEHI, UT, 84043
Telephone	385-429-2708
CIK	0001669778
Symbol	APQT
SIC Code	7311 - Services-Advertising Agencies
Fiscal Year	01/31

UNITED STATE  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 1-A  
REGULATION A OFFERING STATEMENT  
UNDER THE SECURITIES ACT OF 1933

Form 1-A Issuer Information

FORM 1-A

OMB APPROVAL

OMB Number: #####

Estimated average burden hours per response: ##.##

## 1-A: Filer Information

Issuer CIK	<a href="#">0001669778</a>
Issuer CCC	<a href="#">XXXXXXXX</a>
DOS File Number	
Offering File Number	<a href="#">024-10540</a>
Is this a LIVE or TEST Filing?	<input checked="" type="checkbox"/> LIVE <input type="checkbox"/> TEST
Would you like a Return Copy?	<input checked="" type="checkbox"/>
Notify via Filing Website only?	<input type="checkbox"/>
Since Last Filing?	<input type="checkbox"/>

### Submission Contact Information

Name
Phone
E-Mail Address

## 1-A: Item 1. Issuer Information

### Issuer Infomation

Exact name of issuer as specified in the issuer's charter	<a href="#">Appligate Inc</a>
Jurisdiction of Incorporation / Organization	<a href="#">WYOMING</a>
Year of Incorporation	<a href="#">2015</a>
CIK	<a href="#">0001669778</a>
Primary Standard Industrial Classification Code	<a href="#">SERVICES-ADVERTISING AGENCIES</a>
I.R.S. Employer Identification Number	<a href="#">81-0953022</a>
Total number of full-time employees	<a href="#">2</a>
Total number of part-time employees	<a href="#">2</a>

### Contact Infomation

#### Address of Principal Executive Offices

Address 1	<a href="#">12465 South Fort Street</a>
Address 2	<a href="#">Suite 240</a>
City	<a href="#">Draper</a>
State/Country	<a href="#">UTAH</a>
Mailing Zip/ Postal Code	<a href="#">84020</a>
Phone	<a href="#">8012033978</a>

Provide the following information for the person the Securities and Exchange Commission's staff should call in connection with any pre-qualification review of the offering statement.

Name	<a href="#">John Brannelly, Attorney</a>
Address 1	
Address 2	
City	
State/Country	

Mailing Zip/ Postal Code

Phone

Provide up to two e-mail addresses to which the Securities and Exchange Commission's staff may send any comment letters relating to the offering statement. After qualification of the offering statement, such e-mail addresses are not required to remain active.

Financial Statements

Industry Group (select one)

☐ Banking

☐ Insurance

☒ Other

Use the financial statements for the most recent period contained in this offering statement to provide the following information about the issuer. The following table does not include all of the line items from the financial statements. Long Term Debt would include notes payable, bonds, mortgages, and similar obligations. To determine "Total Revenues" for all companies selecting "Other" for their industry group, refer to Article 5-03(b)(1) of Regulation S-X. For companies selecting "Insurance", refer to Article 7-04 of Regulation S-X for calculation of "Total Revenues" and paragraphs 5 and 7 of Article 7-04 for "Costs and Expenses Applicable to Revenues".

Balance Sheet Information

Cash and Cash Equivalents	<u>\$ 3574.00</u>
Investment Securities	<u>\$ 0.00</u>
Total Investments	<u>\$ -</u>
Accounts and Notes Receivable	<u>\$ 0.00</u>
Loans	<u>\$ -</u>
Property, Plant and Equipment (PP&E):	<u>\$ 0.00</u>
Property and Equipment	<u>\$ -</u>
Total Assets	<u>\$ 3574.00</u>
Accounts Payable and Accrued Liabilities	<u>\$ 139.00</u>
Policy Liabilities and Accruals	<u>\$ -</u>
Deposits	<u>\$ -</u>
Long Term Debt	<u>\$ 15000.00</u>
Total Liabilities	<u>\$ 15139.00</u>
Total Stockholders' Equity	<u>\$ -11565.00</u>
Total Liabilities and Equity	<u>\$ 3574.00</u>

Income Statement Information

Total Revenues	<u>\$ 176.00</u>
Total Interest Income	<u>\$ -</u>
Costs and Expenses Applicable to Revenues	<u>\$ 4992.00</u>
Total Interest Expenses	<u>\$ -</u>
Depreciation and Amortization	<u>\$ 0.00</u>
Net Income	<u>\$ -81965.00</u>
Earnings Per Share - Basic	<u>\$ 0.00</u>
Earnings Per Share - Diluted	<u>\$ 0.00</u>
Name of Auditor (if any)	<u>MaloneBailey, LLP</u>

Outstanding Securities

Common Equity

Name of Class (if any) Common Equity	<u>common</u>
Common Equity Units Outstanding	<u>60000000</u>
Common Equity CUSIP (if any):	<u>000000000</u>
Common Equity Units Name of Trading Center or Quotation Medium (if any)	<u>0 -</u>

Preferred Equity

Preferred Equity Name of Class (if any)	<u>Preferred</u>
Preferred Equity Units Outstanding	<u>0 -</u>
Preferred Equity CUSIP (if any)	<u>000000000</u>
Preferred Equity Name of Trading Center or Quotation Medium (if any)	<u>0 -</u>

Debt Securities

Debt Securities Name of Class (if any)	<u>Debt</u>
Debt Securities Units Outstanding	<u>0</u>
Debt Securities CUSIP (if any):	<u>000000000</u>
Debt Securities Name of Trading Center or Quotation Medium (if any)	<u>0</u>

1-A: Item 2. Issuer Eligibility

Issuer Eligibility

Check this box to certify that all of the following statements are true for the issuer(s)

☒

- Organized under the laws of the United States or Canada, or any State, Province, Territory or possession thereof, or the District of Columbia.
- Principal place of business is in the United States or Canada.
- Not subject to section 13 or 15(d) of the Securities Exchange Act of 1934.
- Not a development stage company that either (a) has no specific business plan or purpose, or (b) has indicated that its business plan is to merge with an unidentified company or companies.
- Not an investment company registered or required to be registered under the Investment Company Act of 1940.
- Not issuing fractional undivided interests in oil or gas rights, or a similar interest in other mineral rights.
- Not issuing asset-backed securities as defined in Item 1101 (c) of Regulation AB.
- Not, and has not been, subject to any order of the Commission entered pursuant to Section 12(j) of the Exchange Act (15 U.S.C. 78l(j)) within five years before the filing of this offering statement.
- Has filed with the Commission all the reports it was required to file, if any, pursuant to Rule 257 during the two years immediately before the filing of the offering statement (or for such shorter period that the issuer was required to file such reports).

1-A: Item 3. Application of Rule 262

Application Rule 262

Check this box to certify that, as of the time of this filing, each person described in Rule 262 of Regulation A is either not disqualified under that rule or is disqualified but has received a waiver of such disqualification.

☒

Check this box if "bad actor" disclosure under Rule 262(d) is provided in Part II of the offering statement.

☐

1-A: Item 4. Summary Information Regarding the Offering and Other Current or Proposed Offerings

Summary Infomation

Check the appropriate box to indicate whether you are conducting a Tier 1 or Tier 2 offering	<input type="checkbox"/> Tier1 <input checked="" type="checkbox"/> Tier2
Check the appropriate box to indicate whether the financial statements have been audited	<input type="checkbox"/> Unaudited <input checked="" type="checkbox"/> Audited
Types of Securities Offered in this Offering Statement (select all that apply)	
<input checked="" type="checkbox"/> Equity (common or preferred stock)	
Does the issuer intend to offer the securities on a delayed or continuous basis pursuant to Rule 251(d)(3)?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Does the issuer intend this offering to last more than one year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Does the issuer intend to price this offering after qualification pursuant to Rule 253(b)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Will the issuer be conducting a best efforts offering?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Has the issuer used solicitation of interest communications in connection with the proposed offering?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Does the proposed offering involve the resale of securities by affiliates of the issuer?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Number of securities offered	<u>100000000</u>
Number of securities of that class outstanding	<u>60000000</u>

The information called for by this item below may be omitted if undetermined at the time of filing or submission, except that if a price range has been included in the offering statement, the midpoint of that range must be used to respond. Please refer to Rule 251(a) for the definition of "aggregate offering price" or "aggregate sales" as used in this item. Please leave the field blank if undetermined at this time and include a zero if a particular item is not applicable to the offering.

Price per security	<u>\$ 0.01</u>
The portion of the aggregate offering price attributable to securities being offered on behalf of the issuer	<u>\$ 0.00</u>
The portion of the aggregate offering price attributable to securities being offered on behalf of selling	<u>\$ 0.00</u>

securityholders		
The portion of the aggregate offering price attributable to all the securities of the issuer sold pursuant to a qualified offering statement within the 12 months before the qualification of this offering statement	<u>\$ 0.00</u>	
The estimated portion of aggregate sales attributable to securities that may be sold pursuant to any other qualified offering statement concurrently with securities being sold under this offering statement	<u>\$ 0.00</u>	
Total (the sum of the aggregate offering price and aggregate sales in the four preceding paragraphs)	<u>\$ 0.00</u>	
Anticipated fees in connection with this offering and names of service providers		
Underwriters - Name of Service Provider		Underwriters - Fees
<u>\$</u>		
Sales Commissions - Name of Service Provider	(1)	Sales Commissions - Fee
<u>\$ 0.00</u>		
Finders' Fees - Name of Service Provider		Finders' Fees - Fees
<u>\$</u>		
Audit - Name of Service Provider	MaloneBailey, LLP (2)	Audit - Fees
<u>\$ 0.00</u>		
Legal - Name of Service Provider	BrannellyLaw, PLLC (2)	Legal - Fees
<u>\$ 0.00</u>		
Promoters - Name of Service Provider		Promoters - Fees
<u>\$</u>		
Blue Sky Compliance - Name of Service Provider		Blue Sky Compliance - Fees
<u>\$</u>		
CRD Number of any broker or dealer listed:		
Estimated net proceeds to the issuer	<u>\$</u>	
Clarification of responses (if necessary)	(1) The company may use registered broker-dealers to sell shares in the offering. As of the date hereof, the Company has not entered into sales agreements with any broker-dealers. (2) To be provided by amendment.	

1-A: Item 5. Jurisdictions in Which Securities are to be Offered

Jurisdictions in Which Securities are to be Offered

Using the list below, select the jurisdictions in which the issuer intends to offer the securities

Selected States and Jurisdictions	ALABAMA
	ALASKA
	ARIZONA
	ARKANSAS
	CALIFORNIA
	COLORADO
	CONNECTICUT
	DELAWARE
	DISTRICT OF COLUMBIA
	FLORIDA
	GEORGIA
	HAWAII
	IDAHO
	ILLINOIS
	INDIANA
	IOWA
	KANSAS
	KENTUCKY
	LOUISIANA
	MAINE
	MARYLAND
	MASSACHUSETTS
	MICHIGAN
	MINNESOTA
	MISSISSIPPI

MISSOURI
MONTANA
NEBRASKA
NEVADA
NEW HAMPSHIRE
NEW JERSEY
NEW MEXICO
NEW YORK
NORTH CAROLINA
NORTH DAKOTA
OHIO
OKLAHOMA
OREGON
PENNSYLVANIA
PUERTO RICO
RHODE ISLAND
SOUTH CAROLINA
SOUTH DAKOTA
TENNESSEE
TEXAS
UTAH
VERMONT
VIRGINIA
WASHINGTON
WEST VIRGINIA
WISCONSIN
WYOMING
ALBERTA, CANADA
BRITISH COLUMBIA, CANADA
MANITOBA, CANADA
NEW BRUNSWICK, CANADA
NEWFOUNDLAND, CANADA
NOVA SCOTIA, CANADA
ONTARIO, CANADA
PRINCE EDWARD ISLAND, CANADA
QUEBEC, CANADA
SASKATCHEWAN, CANADA
YUKON, CANADA
CANADA (FEDERAL LEVEL)

Using the list below, select the jurisdictions in which the securities are to be offered by underwriters, dealers or sales persons or check the appropriate box

None
Same as the jurisdictions in which the issuer intends to offer the securities
Selected States and Jurisdictions

☐☒

ALABAMA
ALASKA
ARIZONA
ARKANSAS
CALIFORNIA
COLORADO
CONNECTICUT
DELAWARE
DISTRICT OF COLUMBIA
FLORIDA
GEORGIA
HAWAII
IDAHO
ILLINOIS
INDIANA
IOWA
KANSAS
KENTUCKY
LOUISIANA

MAINE
MARYLAND
MASSACHUSETTS
MICHIGAN
MINNESOTA
MISSISSIPPI
MISSOURI
MONTANA
NEBRASKA
NEVADA
NEW HAMPSHIRE
NEW JERSEY
NEW MEXICO
NEW YORK
NORTH CAROLINA
NORTH DAKOTA
OHIO
OKLAHOMA
OREGON
PENNSYLVANIA
PUERTO RICO
RHODE ISLAND
SOUTH CAROLINA
SOUTH DAKOTA
TENNESSEE
TEXAS
UTAH
VERMONT
VIRGINIA
WASHINGTON
WEST VIRGINIA
WISCONSIN
WYOMING
ALBERTA, CANADA
BRITISH COLUMBIA, CANADA
MANITOBA, CANADA
NEW BRUNSWICK, CANADA
NEWFOUNDLAND, CANADA
NOVA SCOTIA, CANADA
ONTARIO, CANADA
PRINCE EDWARD ISLAND, CANADA
QUEBEC, CANADA
SASKATCHEWAN, CANADA
YUKON, CANADA
CANADA (FEDERAL LEVEL)

1-A: Item 6. Unregistered Securities Issued or Sold Within One Year

Unregistered Securities Issued or Sold Within One Year

None ☐

Unregistered Securities Issued

As to any unregistered securities issued by the issuer of any of its predecessors or affiliated issuers within one year before the filing of this Form 1-A, state:

(a)Name of such issuer	APPLIQATE INC
(b)(1) Title of securities issued	Common Stock
(2) Total Amount of such securities issued	60000000
(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer.	0
(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.	Shares issued to founders for past and ongoing services services rendered.

(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).

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**Unregistered Securities Act**

(e) Indicate the section of the Securities Act or Commission rule or regulation relied upon for exemption from the registration requirements of such Act and state briefly the facts relied upon for such exemption

[JOBS Act, Rule 506](#)

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An offering statement pursuant to Regulation A relating to these securities shall be filed with the Securities and Exchange Commission. Information contained in this Preliminary Offering Circular is subject to completion or amendment. These securities may not be sold nor may offers to buy be accepted before the offering statement filed with the Commission is qualified. This Preliminary Offering Circular shall not constitute an offer to sell or the solicitation of an offer to buy nor may there be any sales of these securities in any state in which such offer, solicitation or sale would be unlawful before registration or qualification under the laws of any such state. We may elect to satisfy our obligation to deliver a Final Offering Circular by sending you a notice within two business days after the completion of our sale to you that contains the URL where the Offering Circular was filed may be obtained.

**Preliminary Offering Circular**

**Subject to Completion. Dated May 3, 2016**



**Appliqate Inc**  
**12465 South Fort St, Suite 240**  
**Draper, UT 84020**  
[www.appliqate.com](http://www.appliqate.com)  
 (801) 203-3978

**Minimum offering of 1,000,000 shares / Maximum offering of 100,000,000 shares**

This is a public offering of shares of common stock of Appliqate Inc.

	<u>Price to Public</u>	<u>Underwriting Discounts</u>	<u>Proceeds to Issuer</u>	<u>Proceeds to other persons</u>
Per Share /unit	.01	0	.01	.001*
Minimum Offering	.01	0	\$ 10,000	\$ 10,000*
Maximum Offering	.01	0	\$ 1,000,000	\$ 100,000*

\* We are offering our shares without the use of an exclusive placement agent and we do not currently intend to engage anyone to place shares, however, we may engage various securities brokers to place shares in this offering with investors for commissions of up to 10% of the gross proceeds.

Our common stock will trade on the OTCQB market under a to-be-issued symbol. It is expected that our common stock will trade on a sporadic and limited basis.

We expect to commence the sale of the shares as of the date on which the Offering Statement of which this Offering Circular is a part is declared qualified by the United States Securities and Exchange Commission.

Offering to end May, 15, 2017. No minimum purchase requirements. No shares will be sold unless at least a minimum of 1,000,000 shares of common stock have been sold no later than October 1, 2016. All monies collected for subscriptions will be held in a separate escrowed bank account at a nationally chartered bank, until the total amount of 1,000,000 shares has been sold. If the minimum offering is not met by October 1, 2016, the Issuer will return all funds to investors promptly. Purchases by affiliates will count toward the minimum offering.

See "Risk Factors" on page 4 of the offering circular to read about factors you should consider before buying shares of common stock.

Generally, no sale may be made to you in this offering if the aggregate purchase price you pay is more than 10% of the greater of your annual income or net worth. Different rules apply to accredited investors and non-natural persons. Before making any representation that your investment does not exceed applicable thresholds, we encourage you to review Rule 251(d)(2)(i)(C) of Regulation A. For general information on investing, we encourage you to refer to [www.investor.gov](http://www.investor.gov).

The United States Securities and Exchange Commission does not pass upon the merits of or give its approval to any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering circular or other solicitation materials. These securities are offered pursuant to an exemption from registration with the Commission; however, the Commission has not made an independent determination that the securities offered are exempt from registration.

Offering Circular dated May 3, 2016

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No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Offering Circular. You must not rely on any unauthorized information or representations. This Offering Circular is an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Offering Circular is current only as of its date.

## SUMMARY

*This summary highlights information contained elsewhere in this Offering Circular. This summary does not contain all of the information that you should consider before deciding to invest in our common stock. You should read this entire Offering Circular carefully, including the "Risk Factors" section, our historical financial statements and the notes thereto, and unaudited pro forma financial information, each included elsewhere in this Offering Circular. Unless the context requires otherwise, references in this Offering Circular to "the Company," "we," "us" and "our" refer to Appliqate Inc.*

### Our Company

Appliqate is a marketing and technology company focusing on Text Message Marketing and loyalty rewards through text marketing. This plan is intended to assist the company by establishing the parameters and setting goals to become an Inc. 500 company during 2016. This goal will be accomplished through strategic growth and the implementation of a marketing plan to increase sales and revenue.

### Company Information

We are incorporated in the State of Wyoming. Our principal executive offices are located at 12465 South Fort Street, Suite 240, Salt Lake City, Utah, Texas, 84020 and our telephone number is (801) 203-3978. Our web site is [www.appliqate.com](http://www.appliqate.com). Information contained on our web site is not incorporated by reference into this Offering Circular. You should not consider information contained on our web site as part of this Offering Circular.

At the time of this filing, Appliqate is currently a shell company as defined under Rule 405 of the Securities Act of 1933. It is not, however, a "blank check" company as defined Rule 419 of the Securities Act and Rule 251(b)(3) of Regulation A.

### The Offering

Common Stock we are offering	Minimum of 1,000,000 shares of common stock Maximum of 100,000,000 shares of common stock
Common Stock outstanding before this offering	60,000,000 shares of common stock (as of March 31, 2016).
Use of proceeds	We intend to use the proceeds from this offering to expand marketing and advertising and further research and development. See "Use of Proceeds."
Risk Factors	See "Risk Factors" and other information appearing elsewhere in this Offering Circular for a discussion of factors you should carefully consider before deciding whether to invest in our common stock.
Offering Price	.01 per share.

## RISK FACTORS

*Investing in our common stock involves a high degree of risk. You should carefully consider each of the following risks, together with all other information set forth in this Offering Circular, including the financial statements and the related notes, before making a decision to buy our common stock. If any of the following risks actually occurs, our business could be harmed. In that case, the trading price of our common stock could decline, and you may lose all or part of your investment.*

### **Risks Related to Our Digital Marketing Operations**

#### ***Small company in the start-up phase.***

We have historically been a small, Digital marketing company. There are many changes within the Digital marketing industry that could have negative effects on our business. These changes are including but not limited to: federal regulations, fast changing technology, large competitors with more access to working capital and we are a new company with little name recognition in the industry.

With respect to the Digital Marketing business, we are a start-up company with one facility and no meaningful operating history. As such, you will be investing in an early stage company and your investment will be subject to the risks involved in investments in such companies.

#### ***Adverse economic or other conditions in the markets in which we do business could negatively affect our sales and retention rates and therefore our operating results.***

Our operating results are dependent upon our ability to maximize potential clients and we rely on being able to service a large number of clients. Adverse economic or other conditions in the markets in which we operate may lower our retention or sales number and limit our ability to increase revenue. Initially, we will have one facility located in Utah.

#### ***We face competition for the acquisition of clients, which may impede our ability to make future sales or may increase the cost of acquiring new clients.***

We compete with many other entities engaged in Digital Marketing activities including national, regional and local companies. This competition may cause the price we are able to charge clients to decrease, or we maybe unsuccessful in acquiring new clients on a consistent basis. In addition, our potential acquisition targets may find our competitors to be more attractive suitors because they may have greater resources, may be willing to discount prices more or might be partnered with other software companies creating a more convenient transition. In addition, the number of entities and the amount of companies competing for business in the Digital Marketing industry is increasing and there are many large companies that have a large customer base. This competition could result in increased demand for discounts and less profit per customer. Due to such competition it is possible we could experience less profit than expected from our future sales.

#### ***We may not be successful in integrating with certain software partners of potential customers.***

As Digital Marketing becomes more and more popular integration into current POS systems and other software is becoming increasingly important. Our software is capable of communicating with other software via API (application programming interface) however there is risk that other companies will form strategic partnerships with other Digital Marketing companies and not allow additional 3<sup>rd</sup> party interfaces within their software. This could substantially hurt our business model and we would experience slower than expected growth.

#### ***Adverse economic or other conditions in the markets in which we do business could negatively affect our sales and retention rates and therefore our operating results.***

Our operating results are dependent upon our ability to maximize our sales and retention rates. Adverse economic or other conditions in the markets in which we operate may lower our ability to complete sales and to retain current customers. If we fail to generate revenues sufficient to meet our cash requirements, including operating and other expenses, debt service and capital expenditures, our net income, cash flow, financial condition, and the trading price of our securities could be adversely affected.

#### ***We will depend upon our staff to maintain a high level of customer satisfaction, and any difficulties we encounter in hiring, training and maintaining skilled personnel may harm our operating performance.***

We have experienced managers that have ran previous businesses including other Digital Marketing businesses and have hired personnel to assist in customer satisfaction for those businesses. If hiring skilled personnel became too expensive or we were unable to find qualified people due to unforeseen issues it could have a negative impact on our sales and retention rates thereby affecting our profit and revenue projections.

#### ***Increases in taxes and regulatory compliance costs may reduce our income.***

Increases in the aggregation costs of sending messages or other taxes in general may reduce our net income, cash flow, financial condition, ability to pay or refinance our debt obligations, and the trading price of our securities. Similarly, changes in laws increasing the potential liability for regulatory conditions may result in significant unanticipated expenditures, which could similarly adversely affect our business and results of operations.

***We will rely on information technology in our operations, and any material failure, inadequacy, interruption or security failure of that technology could harm our business.***

We will rely on information technology networks and systems, including the Internet, to process, transmit and store electronic information, and to manage or support a variety of business processes, including our Digital Marketing campaigns, personally identifiable information, and customer data. We will purchase some of our information technology from vendors, on whom our systems depend. We will rely on commercially available systems, software, tools and monitoring to provide security for processing, transmission and storage of confidential information and other sensitive information. Although we expect to take commercially reasonable efforts to protect the security of our information systems and the data maintained in those systems, it is possible that our safety and security measures will not be able to prevent the systems' improper functioning or damage, or the improper access or disclosure of personally identifiable information such as in the event of cyber-attacks. Security breaches, including physical or electronic break-ins, and computer viruses. Attacks by hackers and similar breaches, can create system disruptions, shutdowns or unauthorized disclosure of confidential information. Any failure to maintain proper function, security and availability of our information systems could interrupt our operations, damage our reputation, divert significant management attention and resources to remedy any damages that result, subject us to liability claims or regulatory penalties and have a material adverse effect on our business and results of operations.

#### **Risks Related to the Digital Marketing Industry**

***Our primary business involves the ownership and operation of Digital Marketing Campaigns.***

Our current strategy is to manage Digital Marketing Campaigns for our customers. Consequently, we are subject to risks inherent in managing Digital Marketing Campaigns for customers. Because Digital Marketing is such a fluid industry and is ever changing, this strategy makes it difficult for us to limit our risk when economic conditions change. Decreases in consumer spending, increase in government regulations and compliance requirements and overall economic conditions greatly affect our ability to maintain business relationships and keep income and revenue projections on track with our expectations. As economic conditions change our expectations and projections could change as well.

***Any negative perceptions of the Digital Marketing industry generally may result in a decline in our securities value.***

To the extent that the investing public has a negative perception of the Digital Marketing industry, the value of our securities may be negatively impacted, which could result in our securities trading below the inherent value of our assets.

***Disruptions in the financial markets could affect our ability to obtain equity and debt financing on reasonable terms and have other adverse effects on us.***

Uncertainty in the **equity and** credit markets may negatively impact our ability to access additional **equity and** debt financing or to refinance existing debt maturities on favorable terms (or at all), which may negatively affect our ability to make acquisitions and fund development projects. A downturn in the **equity or** credit markets may cause us to seek alternative sources of potentially less attractive financing, and may require us to adjust our business plan accordingly. In addition, these factors may make it more difficult for us to sell stores or may adversely affect the price we receive for stores that we do sell, as prospective buyers may experience increased costs of **equity or** debt financing or difficulties in obtaining such financing.

***Increases in interest rates may increase our interest expense and adversely affect our cash flow and our ability to service our indebtedness.***

We expect to have some debt on the company and a rise in interest expenses could greatly affect the cost of doing business or of obtaining additional financing if needed.

#### **Risks Related to Ownership of Our Common Stock**

***Our common stock may be volatile or may decline regardless of our operating performance, and you may not be able to resell your shares at or above the public offering price.***

The market price for our common stock is volatile and the trading in our common stock is limited and sporadic. In addition, the market price of our common stock may fluctuate significantly in response to a number of factors, most of which we cannot control, including:

- Unplanned delays in acquiring new business;
- Stock price performance of our competitors;
- Default on our indebtedness;
- Actions by our competitors;
- Changes in senior management or key personnel;
- Incurrence of indebtedness or issuances of capital stock; and
- Economic, legal and regulatory factors unrelated to our performance.

In addition, stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies in our industry. In the past, stockholders have instituted securities class action litigation following periods of market volatility. If we were involved in securities litigation, we could incur substantial costs and our resources and the attention of management could be diverted from our business.

***Substantial future sales of our common stock, or the perception in the public markets that these sales may occur, may depress our stock price.***

Sales of substantial amounts of our common stock in the public market after this offering, or the perception that these sales could occur, could adversely affect the price of our common stock and could impair our ability to raise capital through the sale of additional shares. The shares of common stock offered in this offering will become freely tradable without restriction under the Securities Act.

***We will continue to incur certain costs as a result of conducting a Tier 2 offering under Regulation A and in the administration of our organizational structure.***

After the offering, we may incur higher legal, accounting, insurance and other expenses than at the level that we are currently experiencing. We also have incurred and will continue to incur costs associated with conducting a Tier 2 offering under Regulation A and related rules implemented by the Securities and Exchange Commission (“SEC”). Despite the on-going reporting requirements from conducting such an offering, the company will not be “public” once this offering circular is qualified or subject to the Sarbanes-Oxley Act. We will continue to incur ongoing periodic expenses in connection with the administration of our organizational structure. The expenses incurred by public companies generally for reporting and corporate governance purposes have been increasing. We expect these rules and regulations to increase our legal and financial compliance costs and to make some activities more time-consuming and costly, although we are currently unable to estimate these costs with any degree of certainty. These laws and regulations could also make it more difficult or costly for us to obtain certain types of insurance, including director and officer liability insurance, and we may be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. These laws and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our Board of Directors, our board committees or as our executive officers. Furthermore, if we are unable to satisfy our obligations as a public company, we could be subject to delisting of our common stock, fines, sanctions and other regulatory action and potentially civil litigation.

***This is a fixed price offering and the fixed offering price may not accurately represent the current value of us or our assets at any particular time. Therefore, the purchase price you pay for our shares may not be supported by the value of our assets at the time of your purchase.***

This is a fixed price offering, which means that the offering price for our shares is fixed and will not vary based on the underlying value of our assets at any time. Our Board of Directors has determined the offering price in its sole discretion without the input of an investment bank or other third party. The fixed offering price for our shares has not been based on appraisals of any assets we own or may own, or of our company as a whole, nor do we intend to obtain such appraisals. Therefore, the fixed offering price established for our shares may not be supported by the current value of our company or our assets at any particular time.

***We do not currently pay any cash dividends.***

As we grow our company and become a successful Digital Marketing company, we expect to be in position to generate earnings and cash flow that will enable us to begin paying dividends, however, the projected timing of reaching that point is presently uncertain. Any determination to pay dividends in the future will be at the discretion of our Board of Directors and will depend upon results of operations, financial condition, contractual restrictions, restrictions imposed by applicable law and other factors our Board of Directors deems relevant. Our ability to pay dividends may also be restricted by the terms of any future credit agreement or any future debt or preferred equity securities of ours or of our subsidiaries. Accordingly, if you purchase shares in this offering, realization of a gain on your investment will depend on the appreciation of the price of our common stock, which may never occur. Investors seeking cash dividends in the foreseeable future should not purchase our common stock.

#### CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

We make forward-looking statements under the “Summary,” “Risk Factors,” “Business,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and in other sections of this Offering Circular. In some cases, you can identify these statements by forward-looking words such as “may,” “might,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential” or “continue,” and the negative of these terms and other comparable terminology. These forward-looking statements, which are subject to known and unknown risks, uncertainties and assumptions about us, may include projections of our future financial performance based on our growth strategies and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements. In particular, you should consider the numerous risks and uncertainties described under “Risk Factors.”

While we believe we have identified material risks, these risks and uncertainties are not exhaustive. Other sections of this Offering Circular describe additional factors that could adversely impact our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible to predict all risks and uncertainties, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy or completeness of any of these forward-looking statements. You should not rely upon forward-looking statements as predictions of future events. We are under no duty to update any of these forward-looking statements after the date of this Offering Circular to conform our prior statements to actual results or revised expectations, and we do not intend to do so.

Forward-looking statements include, but are not limited to, statements about:

- our business’ strategies and investment policies;
- our business’ financing plans and the availability of capital;
- potential growth opportunities available to our business;
- the risks associated with potential acquisitions by us;
- the recruitment and retention of our officers and employees;
- our expected levels of compensation;
- the effects of competition on our business; and
- the impact of future legislation and regulatory changes on our business.

We caution you not to place undue reliance on the forward-looking statements, which speak only as of the date of this Offering Circular.

## DILUTION

Purchasers of our common stock in this offering will experience an immediate dilution of net tangible book value per share from the public offering price. Dilution in net tangible book value per share represents the difference between the amount per share paid by the purchasers of shares of common stock and the net tangible book value per share immediately after this offering.

After giving effect to the sale of our common stock in this offering at an assumed public offering price of \$0.01 per share and after deducting the estimated offering expenses payable by us, our adjusted net tangible book value at Jan 31<sup>st</sup> 2016 would have been \$13,485 or \$0.0002 per share, assuming minimum offering size, and \$933,485 or \$0.005 per share, assuming maximum offering size.

The following table sets forth the estimated net tangible book value per share after the offering and the dilution to persons purchasing Common Stock based on the foregoing minimum and maximum offering assumptions.

	<u>Minimum Offering</u>	<u>Maximum Offering</u>
Assumed public offering price per share	\$ 0.01	\$ 0.01
Net tangible book value per share at Jan 31, 2016	\$ .00006	\$ .00006
Increase in net tangible book value per share to the existing stockholders attributable to this offering	\$ .000194	\$ 0.00494
Adjusted net tangible book value per share after this offering	\$ .0002	\$ .005
Dilution in net tangible book value per share to new investors	\$ .0098	\$ 0.005

## CAPITALIZATION

The following table sets forth our capitalization as of Jan 31<sup>st</sup>, 2016:

- on a historical basis;
- the receipt of the net proceeds of the minimum offering of 1,000,000 shares; and
- the receipt of the net proceeds of the maximum offering of 100,000,000 shares.

You should read this capitalization table together with “Use of Proceeds,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our financial statements and the related notes appearing elsewhere in this Offering Circular.

	<u>Actual Amounts</u>	<u>Minimum Offering Size</u>	<u>Maximum Offering Size</u>
Cash	<u>\$ 3,624</u>	<u>\$ 13,624</u>	<u>\$ 1,003,624</u>
Indebtedness			
Long term debt – bank	15,000	15,000	15,000
Total indebtedness	<u>15,000</u>	<u>15,000</u>	<u>15,000</u>
Stockholders’ equity (deficit):			
Preferred stock, \$.01 par value per share, 1,000,000 shares authorized, None issued	-	-	-
Common stock, \$.01 par value per share, 1,000,000,000 shares authorized, 60,000,000 shares outstanding (Actual), 70,000,000 shares outstanding (Minimum), and 160,000,000 shares outstanding (Maximum)	60,000,000	61,000,000	160,000,000
Additional paid in capital	10,400	20,400	1,010,400
Accumulated deficit	(81,915)	(81,915)	(81,915)
Total stockholders’ equity (deficit)	<u>(11,515)</u>	<u>(1,515)</u>	<u>928,485</u>
Total indebtedness and stockholders’ equity (deficit)	<u>\$ 3,624</u>	<u>\$ 13,485</u>	<u>\$ 943,485</u>



## PLAN OF DISTRIBUTION

### Minimum Offering; Escrow Procedures

This offering is being made on a self-underwritten basis without the use of a placement agent. No shares will be sold unless at least a minimum of 1,000,000 shares of common stock have been sold no later than October 1, 2016. All monies collected for subscriptions will be held in a separate escrowed bank account at a nationally chartered bank, until the total amount of 1,000,000 shares has been sold. Any checks for the purchase of shares should be made payable to the escrow account at the nationally chartered bank. Upon receipt of funds sufficient for the sale of 1,000,000 shares, the funds will be transferred to our business account. In the event the minimum total of 1,000,000 shares is not sold prior to May 31, 2016, all monies will be returned to investors, without interest or deduction, within one business day.

### Pricing of the Offering

Prior to this offering, there have been no sales of any shares to the public. The public offering price of the shares in this offering has been determined by our Board of Directors without the assistance of an investment bank or other third party. Among the factors considered in determining the public offering price of the shares, in addition to the prevailing market conditions, are estimates of our business potential and earnings prospects, an assessment of our management and the consideration of the other factors in relation to market valuation of companies in related businesses.

### Investment Limitations

Generally, no sale may be made to you in this offering if the aggregate purchase price you pay is more than 10% of the greater of your annual income or net worth. Different rules apply to accredited investors and non-natural persons. Before making any representation that your investment does not exceed applicable thresholds, we encourage you to review Rule 251(d)(2)(i)(C) of Regulation A. For general information on investing, we encourage you to refer to [www.investor.gov](http://www.investor.gov).

As a Tier 2, Regulation A offering, investors must comply with the 10% limitation to investment in the offering. The only investor in this offering exempt from this limitation is an accredited investor, an "Accredited Investor," as defined under Rule 501 of Regulation D. If you meet one of the following tests you should qualify as an Accredited Investor:

(1) You are a natural person who has had individual income in excess of \$200,000 in each of the two most recent years, or joint income with your spouse in excess of \$300,000 in each of these years, and have a reasonable expectation of reaching the same income level in the current year;

(2) You are a natural person and your individual net worth, or joint net worth with your spouse, exceeds \$1,000,000 at the time you purchase shares in this offering (please see below on how to calculate your net worth);

(3) You are an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the Code, a corporation, a Massachusetts or similar business trust or a partnership, not formed for the specific purpose of acquiring the shares in this offering, with total assets in excess of \$5,000,000;

(4) You are an entity (including an Individual Retirement Account trust) in which each equity owner is an accredited investor; or

(5) You are a trust with total assets in excess of \$5,000,000, your purchase of shares in this offering is directed by a person who either alone or with his purchaser representative(s) (as defined in Regulation D promulgated under the Securities Act) has such knowledge and experience in financial and business matters that he is capable of evaluating the merits and risks of the prospective investment, and you were not formed for the specific purpose of investing in the shares in this offering ; Under Rule 251 of Regulation A, non-accredited, non-natural investors are subject to the investment limitation and may only invest funds which do not exceed 10% of the greater of the purchaser's revenue or net assets (as of the purchaser's most recent fiscal year end). A non-accredited, natural person may only invest funds which do not exceed 10% of the greater of the purchaser's annual income or net worth (please see below on how to calculate your net worth).

#### *Net Worth Calculation*

Your net worth is defined as the difference between your total assets and total liabilities. This calculation must exclude the value of your primary residence and may exclude any indebtedness secured by your primary residence (up to an amount equal to the value of your primary residence). In the case of fiduciary accounts, net worth and/or income suitability requirements may be satisfied by the beneficiary of the account or by the fiduciary, if the fiduciary directly or indirectly provides funds for the purchase of the shares in the offering.

In order to purchase shares in this offering and prior to the acceptance of any funds from an investor, an investor will be required to represent, to the company's satisfaction, that he or she is either an accredited investor or is in compliance with the 10% of net worth or annual income limitation on investment in this offering.

## USE OF PROCEEDS

We intend to use the net proceeds of this offering as follows:

- Increase marketing and brand awareness. (this will be achieved through hiring qualified sales and marketing agents to increase the visibility of the company) This is expected to use approximately 60% of the funds raised.
- Research and Development to increase our ability to integrate with partners through our API and to develop additional products and programs that will allow us to cross promote products to our existing client base. This is expected to use approximately 20% of the funds raised.
- Remaining funds of approximately 20% will be used for general operating expenses and potential investment opportunities to allow the formation of strategic partnerships with other software companies or Digital Marketing companies.
- If all of the securities being qualified in this offering statement are not sold, it will not materially affect the use of proceeds as described above—the stated uses would receive less aggregate funding, but the allocations would remain substantially similar.

## DIVIDEND POLICY

As we become a fully operational Digital Marketing company, we expect to be in position to generate earnings and cash flow that will enable us to begin paying dividends on our Common Stock, however, the projected timing of reaching that point is presently uncertain. Once we have attained that level, our annual dividend target is anticipated to be approximately 90% of the prior year's net income adjusted for unusual items. The decision to pay a dividend, however, remains within the discretion of our Board of Directors and may be affected by various factors, including our earnings, financial condition, capital requirements, level of indebtedness and other considerations our Board of Directors deems relevant. Future credit facilities, other future debt obligations and statutory provisions, may limit, or in some cases prohibit, our ability to pay dividends.

## BUSINESS

### Overview

Appliqate is a full service text message marketing company. We assist business owners by helping them communicate with their target market via text message. Our one of a kind approach to text marketing has proven to be an excellent way to retain customers and engage customers through direct communication. Appliqate offers a suite of products to our customers that would like to engage their customers and create repeat business through digital marketing. Our suite of products include: Text Marketing Campaign, Bounceback Campaign, Vote Campaign, Trivia Campaign, Feedback Campaign, Text to Win Campaign, Spend Tracking Campaign, Punch Card Tracking Campaign, and Full API integration.

Company Goals and Objectives: Appliqate has the goal to be an Inc. 500 company by the end of the 2017 year. To attain this goal and become an Inc. 500 company we will:

- Increase revenues and sales each month
- Diversify client base through multiple industries
- Continue cutting edge development to offer other services
- Continually provide the best customer service to retain customers
- Offer the latest and best technological advances in the Mobile Marketing Industry
- Advertise nationally through multiple resources including social media and print
- Maintain strong relationships with partners and vendors

Bounceback Campaign - A bounceback campaign allows a business to set up a keyword and build a database list of clients that have requested information. For example if ABC Company sets up a bounceback campaign and uses the keyword "ABC", a client can text in the word ABC and immediately receive a text on their phone. Many times a company will give an offer to get clients to text in, such as a free drink. This allows the company to build a database list of opt-in phone numbers to send messages and deals to via text message.

Vote Campaign - A Viral campaign allows the customer of a business to forward a text with a unique code to track how many referrals a customer gets. An example is: A customer receives a message that says forward this to your friends and if 5 people text "unique code" to 25328 you will receive a discount or a gift. The customer forwards this on to friends and when they text the unique code they will receive their own that they can send to friends as well. This allows a unique viral component to your opt in campaigns.

Trivia Campaign - A trivia Campaign allows a business or organization to send out a quiz or a trivia question and allow the customer to respond via text. This is a great opt-in tool and can be used with a text to win campaign as well.

Feedback Campaign - A feedback campaign allows a business or organization to collect information from a client or group of clients. This allows the client to respond to a text that they have received which will be added to a custom field on the database. For example: a business could collect the email address, gender, age, birth date or other important statistic from their client without ever talking with them. This can be a great way to get user feedback on services provided as well.

Text to Win Campaign - A text to win campaign allows for a winner to be selected at a certain time and date or after a certain amount of numbers have been added to the database. The text to win campaign will automatically select a random winner and notify them via text message.

Spend Tracking Campaign – The spend tracking campaign allows a business to turn any cell phone into a loyalty reward card. The campaign will track consumer spending and issue reward points for money spent. Once the customer obtains a predetermined amount of points they will automatically receive a reward text with an offer or reward. This is done via API integration or through an app placed at the checkout location.

Punch Card Tracking Campaign – Punch Card tracking campaign allows a business to track a purchase of a certain product. Once a customer has purchased a predetermined number of qualified purchases they receive one free. This allows customers to use their phone as a punch card instead of carrying around an inconvenient punch card in their wallet.

Full API integration – API integration allows integration into the Appliqate messaging system and allows seamless integration into many different applications. The API integration allows us to diversify revenue streams and prepare for future messaging needs.

### The Industry

The text marketing industry is growing at an extremely fast rate. Appliqate intends to capture a portion of the market through superior customer service, better and faster results for clients, and cutting edge technology. According to a report titled "A2P SMS Market Global Industry Analysis, Size, Share, Growth, Trends and Forecast, 2014-2020" the SMS global market will reach \$70.32 billion in the year 2020. This same report states that the SMS market was valued at \$53.07 billion in 2013. With the rapid growth projected Appliqate is in an industry that will see huge success over the next several years. It is our goal to become in industry leader while maintaining our excellent customer service.

### Strategy

The key to success in Text Marketing is customer retention. This is one of the hardest areas due to the fact that many business owners are "too busy" to manage their text marketing campaigns. Appliqate has removed this as a barrier for companies through our campaign management. Each business has a SMS expert that assists in the implementation of their marketing campaign. This allows business owners to focus on their business and have an experienced SMS expert run their text marketing campaign. Constant contact with customers helps retain them and keep them excited about the results they are seeing from their texting campaign.

Mission Statement: Create the most cost effective text marketing tool available through our managed campaigns and superior customer service.

At the expected rate of customer acquisition, the company expects to be cash flow positive by Q3 of 2016. The proceeds of this offering will support more rapid growth.

#### PROPERTY

The principle office of the company is located at 12465 South Fort St, Suite 240 Draper, UT 84020. This location has an office suite approximately 400 square feet and access to a conference room for meetings.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion of our financial condition and results of operations should be read in conjunction with the financial statements and the notes thereto of the Company, as well as the financial statements and the notes thereto, included in this Offering Circular. The following discussion contains forward-looking statements. Actual results could differ materially from the results discussed in the forward-looking statements. See "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" above.*

### Results of Operations of the Company Ending Jan 31, 2016

The company has started signing customers and is beginning to generate revenues based on a subscription to our text marketing program. Our text based rewards program is estimated to be completed by the beginning of the third quarter in 2016. The design and implementation of these programs will set a distinct selling advantage in the digital marketing industry by combining these powerful marketing tools into one easy to use account. Significant expenses during the period included \$4,992 in aggregation costs and \$3,500 in professional fees for audited financial statements and \$60,000 in stock compensation expense for services. A net loss of \$81,965 was taken during the period.

### Planned Sources of Revenues and Additional Expenses

Anticipated sources of revenue include the acquisition of new customers (including key, high-value customers) and the formation of strategic partnerships with synergistic software providers to provide collaborative access to those provider's existing customer base. Anticipated expenses are those associated with company growth (e.g., infrastructure, personnel, etc.), however we expect these to be offset by additional revenues. We anticipate expenses to increase proportionately with (and not overtake) business growth.

### Liquidity and Capital Resources of the Company

As previously noted, we are a development stage company and our ability to succeed in the market will greatly depend on our ability to secure investment funding through the sale of securities. We intend to use proceeds of the sale of securities to increase our market presence through advertising and hiring key staff members that will assist us in forming strategic partnerships. If we are only able to raise the minimum proceeds of this offering, we will use the minimum proceeds according to the same strategy but on a slower growth curve. At the period end the company had \$3,574 cash on hand. Revenues are expected to begin in quarter 2 of 2016, providing the necessary cash flow for ongoing operations. Sources of future liquidity will greatly depend on our ability to secure investment funding through the sale of securities. We have secured a private loan in the amount of \$15,000 that has allowed us to bring our product to market and we expect to be able to create liquidity through the sale of securities. We intend to raise the funds necessary through security sales and not undertake additional loans. If needed we are able to secure additional loans from private individuals as well as banking institutions. We currently have no additional capital commitments.

## MANAGEMENT

Name	Position	Age	Start Date	Hours per month
David Anderson	CEO	35	05/2015	120
Witaly Yatsik	CTO	42	05/2015	20
Jordan Hemming	Executive Vice President	35	05/2015	120

David Anderson, Jordan Hemming, and Witaly Yatsik have combined for over 35 years of experience in marketing and technology development. They have opened several successful businesses and know what it takes to build a new company. Mr. Hemming has extensive experience in building sales forces and managing the entire sales process. Mr. Anderson has worked with numerous companies and assisted in the development and fulfillment of the customer service experience. Mr. Yatsik has over 20 years of experience programming and designing custom software.

Mr. Anderson, Mr. Hemming and Mr. Yatsik founded the company in 2015. During the start-up phase from 05/2015-01/2015 all of management worked approximately 10-20 hours per month. In January 2016 Mr. Anderson and Mr. Hemming increased their hours per month substantially and have taken payment in the form of additional paid in capital as explained in the table above.

**David Anderson** —Presentall Inc. 2009-present. Software development and online marketing for residential treatment facilities. Responsibilities include overseeing the development team to design and maintain an all inclusive computer tracking software that tracks behavior, academics, and therapeutic interventions. Also responsible for online marketing, advertising and website development.

**Jordan Hemming** —Text My Market 2010- present. Digital marketing sales including text message marketing. Responsible for managing the sales of the company and the sales team.

**Witaly Yatsik** — May 2015 - Present: Software Engineer, Appliqate.com, UT, USA, Nov 2009- May 2015 : Software Engineer, Presentall.com, UT, USA. Mr Yatsik is an expert in software development, internet technologies, web applications, design and programming as well as a database development specialist/analyst.

None of the foregoing companies mentioned in the executive biographies are a parent, subsidiary or other affiliate of Appliqate.

## Executive Compensation

Management	Position	Compensation
David Anderson	CEO	\$ 5,000
Witaly Yatsik	CTO	\$ 0
Jordan Hemming	Executive Vice President	\$ 5,000

Management currently is not taking cash compensation. The compensation was recorded as additional paid in capital. It has been agreed between management that this will continue until revenues of the company increase.

## SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN SECURITY HOLDERS

The following table sets forth information as to the shares of common stock beneficially owned as of Jan. 31, 2016 by (i) each person known to us to be the beneficial owner of more than 5% of our common stock; (ii) each Director; (iii) each Executive Officer; and (iv) all of our Directors and Executive Officers as a group. Unless otherwise indicated in the footnotes following the table, the persons as to whom the information is given had sole voting and investment power over the shares of common stock shown as beneficially owned by them.

Directors and Executive Officers	Amount	Percent
David Anderson	20,000,000	33
Witaly Yatsik	20,000,000	33
Jordan Hemming	20,000,000	33

Shares issued are founder shares that were issued upon conception of the company on May 12, 2015

## INTEREST OF MANAGEMENT AND OTHERS IN CERTAIN TRANSACTIONS

There are no transactions in the interest of Management or other affiliated parties of Appliqate Inc.

## RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

There are no relationships between parties and no related party transactions for Appliqate Inc.

## DESCRIPTION OF CAPITAL STOCK

*The following summary is a description of the material terms of our capital stock and is not complete. You should also refer to our articles of incorporation, as amended and our bylaws, as amended, which are included as exhibits to the registration statement of which this Offering Circular forms a part.*

We are authorized to issue up to 1,000,000,000 shares of common stock, par value \$0.001 per share, and 1,000,000 shares of preferred stock, \$0.001 par value per share.

As of the date of this offering, we have 60,000,000 shares of common stock and no shares of preferred stock outstanding. The outstanding shares of common stock are restricted and owned by directors of the company.

### Common Stock

#### *Voting*

Each holder of our common stock is entitled to one vote for each share of common stock held on all matters submitted to a vote of stockholders. Any action at a meeting at which a quorum is present will be decided by a majority of the votes cast. Cumulative voting for the election of directors is not permitted.

#### *Dividends*

Holders of our common stock are entitled to receive dividends when, as and if declared by our Board of Directors out of funds legally available for payment, subject to the rights of holders, if any, of our preferred stock. Any decision to pay dividends on our common stock will be at the discretion of our Board of Directors. Our Board of Directors may or may not determine to declare dividends in the future. See “Dividend Policy.” The Board’s determination to issue dividends will depend upon our profitability and financial condition, and other factors that our Board of Directors deems relevant.

#### *Liquidation Rights*

In the event of a voluntary or involuntary liquidation, dissolution or winding up of our company, the holders of our common stock will be entitled to share ratably on the basis of the number of shares held in any of the assets available for distribution after we have paid in full all of our debts and after the holders of all outstanding preferred stock, if any, have received their liquidation preferences in full.

### Preferred Stock

We are authorized to issue up to 1,000,000 shares of preferred stock. Our articles of incorporation authorize our Board to issue these shares in one or more series, to determine the designations and the powers, preferences and rights and the qualifications, limitations and restrictions thereof, including the dividend rights, conversion or exchange rights, voting rights (including the number of votes per share), redemption rights and terms, liquidation preferences, sinking fund provisions and the number of shares constituting the series. Our Board of Directors could, without stockholder approval, issue preferred stock with voting and other rights that could adversely affect the voting power and other rights of the holders of common stock and which could have the effect of making it more difficult for a third party to acquire, or of discouraging a third party from attempting to acquire, a majority of our outstanding voting stock.

Subject to the rights of the holders of any series of preferred stock, the number of authorized shares of preferred stock may be increased or decreased (but not below the number of shares thereof then outstanding) by resolution adopted by our Board of Directors and approved by the affirmative vote of the holders of a majority of the voting power of all outstanding shares of capital stock entitled to vote on the matter, voting together as a single class.

### Convertible Debentures

Appliqate has no convertible debentures

### Limitations on Liability and Indemnification of Officers and Directors

Wyoming law authorizes corporations to limit or eliminate (with a few exceptions) the personal liability of directors to corporations and their stockholders for monetary damages for breaches of directors’ fiduciary duties as directors. Our articles of incorporation and bylaws include provisions that eliminate, to the extent allowable under Wyoming law, the personal liability of directors or officers for monetary damages for actions taken as a director or officer, as the case may be. Our articles of incorporation and bylaws also provide that we must indemnify and advance reasonable expenses to our directors and officers to the fullest extent permitted by Wyoming law. We are also expressly authorized to carry directors’ and officers’ insurance for our directors, officers, employees and agents for some liabilities.

The limitation of liability and indemnification provisions in our articles of incorporation and bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. In addition, your investment may be adversely affected to the extent that, in a class action or direct suit, we pay the costs of settlement and damage awards against directors and officers pursuant to the indemnification provisions in our articles of incorporation and bylaws.

There is currently no pending litigation or proceeding involving any of directors, officers or employees for which indemnification is sought.

#### **Transfer Agent**

The transfer agent for our common stock is Standard Transfer and Registrar located at 12528 South 1840 East Draper, UT 84020

#### **SHARES ELIGIBLE FOR FUTURE SALE**

Future sales of substantial amounts of our common stock in the public market after this offering could adversely affect market prices prevailing from time to time and could impair our ability to raise capital through the sale of our equity securities. We are unable to estimate the number of shares of common stock that may be sold in the future.

Upon the completion of this offering, we will have outstanding 61,000,000 shares of common stock if we complete the minimum offering hereunder or 160,000,000 shares of common stock if we complete the maximum offering hereunder. All of the shares sold in this offering will be freely tradable without restriction under the Securities Act unless purchased by one of our affiliates as that term is defined in Rule 144 under the Securities Act, which generally includes directors, officers or 10% stockholders.

#### **Rule 144**

Shares of our common stock held by any of our affiliates, as that term is defined in Rule 144 of the Securities Act, may be resold only pursuant to further registration under the Securities Act or in transactions that are exempt from registration under the Securities Act. In general, under Rule 144 as currently in effect, any of our affiliates would be entitled to sell, without further registration, within any three-month period a number of shares that does not exceed the greater of:

- 1% of the number of shares of common stock then outstanding, which will equal about 60,000 shares immediately after this offering, assuming minimum offering size ; or
- the average weekly trading volume of the unrestricted common stock during the four calendar weeks preceding the filing of a Form 144 with respect to the sale.

Sales under Rule 144 by our affiliates will also be subject to manner of sale provisions and notice requirements and to the availability of current public information about us.

#### **EXPERTS**

The financial statements of the Company as of January 31, 2016, included in this Offering Circular have been audited by MaloneBailey, LLP, an independent registered public accounting firm, as stated in their reports appearing herein. Such financial statements of the Company have been so included in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

#### **REPORTS**

Following this Tier II, Regulation A offering, we will be required to comply with certain ongoing disclosure requirements under Rule 257 of Regulation A. We will be required to file: an annual report with the SEC on Form 1-K; a semi-annual report with the SEC on Form 1-SA; current reports with the SEC on Form 1-U; and a notice under cover of Form 1-Z. The necessity to file current reports will be triggered by certain corporate events, similar to the ongoing reporting obligation faced by issuers under the Exchange Act, however the requirement to file a Form 1-U is expected to be triggered by significantly fewer corporate events than that of the Form 8-K.



## INDEX TO FINANCIAL STATEMENTS

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors  
Appliqate, Inc.  
Salt Lake City, UT

We have audited the accompanying balance sheet of Appliqate, Inc. (the "Company") as of January 31, 2016, and the related statements of operations, stockholders' deficit, and cash flows for the period from April 29, 2015 (inception) through January 31, 2016. The Company's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of January 31, 2016, and the related statements of operations, stockholders' equity, and cash flows for the period from April 29, 2015 (inception) through January 31, 2016, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has incurred a loss from operation since inception. This factor raises substantial doubt about the Company's ability to continue as a going concern. Management's plans regarding those matters are described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

MALONEBAILEY, LLP

[www.malone-bailey.com](http://www.malone-bailey.com)

Houston, Texas

March 31, 2016

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APPLIQATE, INC.  
BALANCE SHEET

January 31, 2016

<b>ASSETS</b>	
Current assets:	
Cash	\$ 3,574
Total current assets	<u>3,574</u>
Total assets	\$ 3,574
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>	
Current liabilities:	
Accounts payable and accrued liabilities	\$ 139
Total current liabilities	<u>139</u>
Long-Term liabilities:	
Note payable	15,000
Total long-term liabilities	<u>15,000</u>
Total liabilities	\$ 15,139
Stockholders' deficit:	
Preferred stock A; \$0.001 par value, 1,000,000 shares authorized and no shares issued and outstanding	-
Common stock; \$0.001 par value, 1,000,000,000 shares authorized and 60,000,000 shares issued and outstanding	60,000
Additional paid-in capital	10,400
Accumulated deficit	(81,965)
Total stockholders' deficit	<u>(11,565)</u>
Total liabilities and stockholders' deficit	\$ 3,574

The accompanying notes are an integral part of these financial statements.

APPLIQATE, INC.  
STATEMENT OF OPERATIONS

April 29, 2015 (Inception)  
To  
January 31, 2016

Revenues	\$	176
Cost of revenues		4,992
Operating expenses:		
General and administrative	\$	7,010
Compensation expense		70,000
Total operating expenses	\$	77,010
Loss before other expenses		(81,826)
Other expense:		
Interest expense		139
Total other expense		139
Loss before income taxes	\$	(81,965)
Provision for income taxes		-
Net loss	\$	(81,965)
Basic loss per common share	\$	(0.00)
Basic weighted average common shares outstanding		57,184,116

The accompanying notes are an integral part of these financial statements.

APPLIQATE, INC.  
STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)

	Common Stock		Additional Paid-in	Accumulated	Total Stockholders'
	Shares	Amount	Capital	Deficit	Equity (Deficit)
Balance, April 29, 2015 (Inception)	-	\$ -	\$ -	\$ -	\$ -
Common stock issued to founders for services	60,000,000	60,000	-	-	60,000
Contribution of wages and rent	-	-	10,400	-	10,400
Net loss for the period ended January 31, 2016	-	-	-	(81,965)	(81,965)
Balance, January 31, 2016	<u>60,000,000</u>	<u>\$ 60,000</u>	<u>\$ 10,400</u>	<u>\$ (81,965)</u>	<u>\$ (11,565)</u>

The accompanying notes are an integral part of these financial statements.

APPLIQATE, INC.  
STATEMENT OF CASH FLOWS

For the Period from  
Inception on  
April 29, 2015  
Through  
January 31, 2016

Cash flows from operating activities:		
Net loss	\$	(81,965)
Adjustments to reconcile net loss to net cash (used) provided by operating activities:		
Common stock issued for services		60,000
Contribution of wages and rent		10,400
Changes in operating assets and liabilities:		
Increase in accounts payable and accrued expenses		139
Net cash used in operating activities		(11,426)
Cash flows from financing activities:		
Proceeds from notes payable		15,000
Net cash provided by financing activities		15,000
Net change in cash		3,574
Cash, beginning of period		-
Cash, end of period	\$	3,574
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for interest	\$	-
Cash paid for taxes	\$	-

The accompanying notes are an integral part of these financial statements.

**APPLIQATE, INC.**  
Notes to Financial Statements

NOTE 1 - ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

The financial statements presented are those of Appliqate, Inc. ("Appliqate", or the "Company"). Appliqate was incorporated on April 29, 2015, under the laws of the State of Wyoming.

Appliqate is a marketing and technology company focusing on text message marketing and loyalty rewards through text marketing. Appliqate campaign management business has a SMS expert that assists in the implementation of their marketing campaign, allowing business owners to focus on their business and have an experienced SMS expert run their text marketing campaign.

a. Basis of Presentation

The Financial Statements and related disclosures have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The Financial Statements have been prepared using the accrual basis of accounting in accordance with Generally Accepted Accounting Principles ("GAAP") of the United States.

b. Cash Equivalents

Appliqate considers all highly liquid investments with maturities of three months or less when purchased to be cash equivalents.

c. Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

d. Revenue Recognition Policy

The Company recognizes revenue in accordance with the provisions of Accounting Series Codification ("ASC") 605, *Revenue Recognition* (ASC 605), which provides guidance on the recognition, presentation, and disclosure of revenue in financial statements. ASC 605 outlines the basic criteria that must be met to recognize revenue and provides guidance for disclosure related to revenue recognition policies. In general, the Company recognizes revenue when (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or services have been rendered, (iii) the fee is fixed or determinable, and (iv) collectability is reasonably assured.

The Company generates revenue through the sale of text message marketing services on a subscription or per text cost and billed monthly. Revenue is recognized when services have been delivered. Subscription accounts are month to month with no long term contracts. The Company has had minimal revenue since its inception.

e. Stock-Based Compensation

Appliqate records stock-based compensation using the fair value method. Equity instruments issued to employees and the cost of the services received as consideration are accounted for in accordance with ASC 718 *Stock Compensation* and are measured and recognized based on the fair value of the equity instruments issued. All transactions with non-employees in which goods or services are the consideration received for the issuance of equity instruments are accounted for in accordance with ASC 515 *Equity-Based Payments to Non-Employees*, based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

f. Fair Value of Financial Instruments

The carrying amounts reflected in the balance sheets for prepaid expenses accrued expenses approximate the respective fair values due to the short maturities of these items.

g. New Accounting Pronouncements

In the period ended January 31, 2016, the Company elected to early adopt Accounting Standards Update (“ASU”) No. 2014-10, *Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements*. The early adoption of this ASU allows the company to remove the inception to date information and all references to development stage. The Company adopted this standard.

#### h. Long Lived Assets

Periodically the Company assesses potential impairment of its long-lived assets, which include property, equipment and acquired intangible assets, in accordance with the provisions of ASC Topic 360, *Property, Plant and Equipment*. The Company recognizes impairment losses on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets’ carrying values. An impairment loss would be recognized in the amount by which the recorded value of the asset exceeds the fair value of the asset, measured by the quoted market price of an asset or an estimate based on the best information available in the circumstances. There were no such losses recognized since inception.

#### i. Basic and Diluted Loss Per Share

Appliqate presents both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period including convertible debt, stock options, and warrants, using the treasury stock method, and convertible securities, using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. Appliqate has no issued potentially dilutive instruments.

#### j. Income Taxes

Appliqate files income tax returns in the U.S. federal jurisdiction, and the state of Wyoming. Appliqate’s policy is to recognize interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses.

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Net deferred tax assets consist of the following components as of January 31, 2016:

Deferred tax assets:	
Net operating loss carry forward	\$ 3,999
Valuation allowance	(3,999)
Net deferred tax asset	<u>\$ -</u>

The federal income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate of 34% to pretax income from continuing operations for the period ended January 31, 2016 due to the following:

Pre-tax book income (loss)	\$ (28,689)
Stock for services	21,000
Expenses contributed capital	3,640
Accrued expenses	50
Valuation allowance	3,999
Federal Income Tax	<u>\$ -</u>



Appliqate had net operating losses of approximately \$11,462 that expire 20 years from when incurred. Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carryforwards for Federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carryforwards may be limited as to use in future years.

#### NOTE 2 - RELATED PARTY TRANSACTIONS

During the period from inception on April 29, 2015 through January 31, 2016, Appliqate accrued \$10,000 for unpaid salary to officers and directors. The officers and directors elected to contribute the accrued wages to capital at January 31, 2016.

During the period from inception on April 29, 2015 through January 31, 2016, Appliqate accrued \$400 for unpaid rent on use of office space to an officer of the Company. The officer elected to contribute the accrued rent to capital at January 31, 2016.

#### NOTE 3 - STOCKHOLDERS' DEFICIT

At inception on April 29, 2015, Appliqate issued a total of 60,000,000 shares of common stock as founders' shares for services valued at \$60,000, or \$0.001 per share.

Officers and directors of the Company elected to contribute \$10,000 in accrued wages to capital at January 31, 2016.

An officer of the Company elected to contribute \$400 in accrued rent to capital at January 31, 2016.

#### NOTE 4 - NOTE PAYABLE

On January 4, 2016, Appliqate issued a note payable in the amount of \$15,000 (the "Note"). The Note accrues interest at 12.5%, is unsecured and due January 4, 2026.

#### NOTE 5 - GOING CONCERN

Appliqate's financial statements are prepared using Generally Accepted Accounting Principles applicable to a going concern that contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, Appliqate has recently accumulated losses since its inception and has negative cash flows from operations, which raise substantial doubt about its ability to continue as a going concern. Management's plans with respect to alleviating the adverse financial conditions that caused management to express substantial doubt about the Appliqate's ability to continue as a going concern are as follows:

Appliqate is currently seeking funding for the start-up of operations during fiscal year 2017 and plans to enter into several financing transactions. The continuation of Appliqate as a going concern is dependent upon its ability to generating profitable operations that produce positive cash flows. If Appliqate is not successful, it may be forced to raise additional debt or equity financing.

There can be no assurance that Appliqate will be able to achieve its business plans, raise any more required capital or secure the financing necessary to achieve its current operating plan. The ability of Appliqate to continue as a going concern is dependent upon its ability to successfully accomplish the plan described in the preceding paragraph and eventually attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.



EXHIBIT INDEX

Exhibit Number	Description
	Attorney Opinion Letter*
	Escrow Agreement*
	Subscription Agreement for Offering*
	Independent Accounting Firm Consent*

\* Filed herewith .

SIGNATURES

Pursuant to the requirements of Regulation A, the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form 1-A and has duly caused this amendment to Offering Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Draper, State of Utah on May 3, 2016.

APPLIQATE INC

By: /s/ David Anderson  
David Anderson  
President and Chief Executive Officer

This offering statement has been signed below by the following persons in the capacities and on the dates indicated:

SIGNATURE	TITLE	DATE
<u>/s/ DAVID ANDERSON</u> David Anderson	President and Chief Executive Officer	May 3, 2016
<u>/s/ JORDAN HEMMING</u> Jordan Hemming	Director and Executive Vice President	May 3, 2016



**Form of Subscription Agreement**

This subscription (this “Subscription”) is dated March , 2016, by and between the investor identified on the signature page hereto (the “Investor”) and Appliqate Inc, a corporation organized under the laws of the State of Wyoming (the “Company”), whereby the parties agree as follows:

**1. Subscription.**

Investor agrees to buy and the Company agrees to sell and issue to Investor such number of Units (the “Units” and each a “Unit”), each Unit consisting of one share of common stock, par value \$0.001 per share (the “Common Stock”), as set forth on the signature page hereto, for an aggregate purchase price (the “Purchase Price”) equal to the product of the aggregate number of Units the Investor has agreed to purchase and (y) the purchase price per Unit as set forth on the signature page hereto. The Purchase Price is set forth on the signature page hereto.

The Units have been registered on a Registration Statement on Form 1-A, Registration No. \_\_\_\_\_ (the “Registration Statement”). The Registration Statement has been declared effective by the Securities and Exchange Commission (the “Commission”) and is effective on the date hereof. A final offering circular will be delivered to the Investor as required by law.

The completion of the purchase and sale of the Units (the “Closing”) shall take place at a place and time (the “Closing Date”) to be specified by the Company in accordance with the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Upon satisfaction or waiver of all the conditions to closing set forth in the Agreement, at the Closing, (i) the Investor shall pay the Purchase Price by wire transfer of immediately available funds to the Company’s bank account per wire instructions as provided by the Company, and (ii) the Company shall cause the (a) Common Stock to be delivered to the Investor with the delivery of the Common Stock to be made through the facilities of The Depository Trust Company’s DWAC system in accordance with the instructions set forth on the signature page attached hereto under the heading “DWAC Instructions” (or, if requested by the Investor on the signature page hereto, through the physical delivery of certificates evidencing the Common Stock to the residential or business address indicated thereon).

**2. Miscellaneous.**

This Subscription may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument and shall become effective when counterparts have been signed by each party and delivered to the other parties hereto, it being understood that all parties need not sign the same counterpart. Execution may be made by delivery by facsimile or via electronic format.

All communications hereunder, except as may be otherwise specifically provided herein, shall be in writing and shall be mailed, hand delivered, sent by a recognized overnight courier service such as Federal Express, or sent via facsimile and confirmed by letter, to the party to whom it is addressed at the following addresses or such other address as such party may advise the other in writing:

**To the Company** : as set forth on the signature page hereto.

**To the Investor** : as set forth on the signature page hereto.

All notices hereunder shall be effective upon receipt by the party to which it is addressed.

[ *Signature Page to Follow* ]

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If the foregoing correctly sets forth our agreement, please confirm this by signing and returning to us the duplicate copy of this Subscription.

**Appliqate Inc**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Address for Notice: \_\_\_\_\_  
Appliqate Inc  
c/o BrannellyLaw, PLLC  
PO BOX 1832  
Draper, UT 84020

**Number of Units:** \_\_\_\_\_  
**Purchase Price per Unit:** \_\_\_\_\_  
**Aggregate Purchase Price:** \_\_\_\_\_

**INVESTOR:** \_\_\_\_\_  
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

*Select method of delivery of Common Stock:*

**[ ] DWAC DELIVERY**  
DWAC Instructions:

Name of DTC Participant (broker-dealer at which the account or accounts to be credited with the Common Stock are maintained): \_\_\_\_\_  
DTC Participant Number: \_\_\_\_\_  
Name of Account at DTC Participant being credited with the Common Stock: \_\_\_\_\_  
Account Number at DTC Participant being credited with the Common Stock: \_\_\_\_\_

**[ ] PHYSICAL DELIVERY OF CERTIFICATES**  
Delivery Instructions:

Name in which Common Stock should be issued: \_\_\_\_\_  
Address for delivery: \_\_\_\_\_  
c/o \_\_\_\_\_  
Street: \_\_\_\_\_  
City/State/Zip: \_\_\_\_\_  
Attention: \_\_\_\_\_  
Telephone No.: \_\_\_\_\_

\_\_\_\_\_





ESCROW AGREEMENT

(Subscription Proceeds)

This ESCROW AGREEMENT ("Agreement") is dated as of \_\_\_\_\_, 20\_\_\_\_, by and between Appliqate Inc, a Wyoming corporation ("Issuer") and Wells Fargo Bank, N.A. as escrow agent ("Escrow Agent").

R E C I T A L S:

A. The Issuer intends to offer and sell ("Offering") up to 100,000,000 shares of common stock in Issuer ("Shares"). The offering will remain open until May 15, 2017 (the "Termination Date"). The minimum offering amount of 1,000,000 shares (the "Minimum Offering Amount") is being offered on an "all-or-nothing minimum" basis. Until the Minimum Offering Amount has been accepted by the Issuer, subscribers to the Offering shall deposit the funds for their respective subscriptions in the Subscription Proceeds Escrow (as defined below).

B. The terms of the Offering are set forth in that certain Appliqate Inc Offering Statement dated \_\_\_\_\_, 20\_\_\_\_, as may be supplemented or amended from time to time (the "Offering Statement").

C. The Shares will be sold pursuant to the Subscription Agreement (the "Subscription Agreement"), the form of which is attached to the Offering Statement, which will be (i) executed by investors and, (ii) if deemed appropriate by Issuer's management, accepted by the Issuer, along with the full amount of an investors subscription payable by check or wire transfer in immediately available funds in U.S. dollars.

D. In accordance with and subject to the terms and conditions of this Agreement, the Escrow Agent has agreed to accept and hold all subscription proceeds received directly or indirectly from investors pursuant to all Subscription Agreements that are received by Issuer from time to time prior to the Termination Date.

NOW, THEREFORE, the parties hereto agree as follows:

1. Appointment of Escrow Agent. The Issuer hereby appoints Escrow Agent, and Escrow Agent accepts such appointment, to act as Escrow Agent in accordance with this Agreement. All monies deposited in the Escrow Account are hereinafter referred to as the ("Escrowed Funds"). Upon receipt of the subscription proceeds, the duties and obligations of each of the parties to this Agreement will commence.

2. Subscription Proceeds to be Placed in Escrow.

(a) There is hereby created and ordered to be established in the custody of the Escrow Agent a special subscription proceeds escrow ("Subscription Proceeds Escrow"). The Subscription Proceeds Escrow account will be a segregated account and will be held in trust for each investor's benefit pending (i) release to the Issuer for investment or (ii) return to the investor in accordance with the terms hereof.

(b) All subscription proceeds received by the Issuer shall be delivered to the Escrow Agent (clearly identified as such to the Escrow Agent) as promptly as practicable, but in no event later than the end of the next business day. Each deposit of subscription proceeds with the Escrow Agent shall be accompanied by a copy of the executed Subscription Agreement with respect to each investor for whom subscription proceeds are being deposited. All subscription proceeds received by the Escrow Agent shall be deposited into the Subscription Proceeds Escrow.

---

(c) The subscription proceeds held in the Subscription Proceeds Escrow shall remain un-invested.

(d) The Escrowed Funds shall be held by the Escrow Agent in the Subscription Proceeds Escrow until distributed as provided in this Agreement.

(e) Based solely upon the information set forth in the Subscription Agreements delivered to Escrow Agent, the Escrow Agent shall keep and maintain a record of (i) the subscription proceeds deposited by or on behalf of each investor into the Subscription Proceeds Escrow from time to time and (ii) the total amounts of subscription proceeds held in the Subscription Proceeds Escrow for each investor until the distributions under paragraph 4 below are made. The registration books maintained by the Escrow Agent shall be the official record of the total amounts of subscription proceeds held in the Subscription Proceeds Escrow and each investor's share of such amounts.

(f) By the fifteenth day of each month during the term hereof, or upon request by the Issuer, the Escrow Agent shall provide to the Issuer a report that details the deposits and disbursements from the Subscription Proceeds Escrow during the preceding calendar month. Upon request and payment of the costs associated therewith, the Escrow Agent shall provide to a requesting investor a report that details the deposits and disbursements from the Subscription Proceeds Escrow that relate to the requesting investor.

3. Identity of investors, Ownership of Proceeds. The Issuer shall furnish to the Escrow Agent, with each delivery of subscription proceeds as provided in paragraph 2, above, a copy of each Subscription Agreement (which shall set forth, among other things, the name and address of the investor and the amount subscribed) tendered by the investors and accepted by Issuer. The Escrow Agent shall not be required to accept any subscription proceeds that are not accompanied by said Subscription Agreement. Until released to the Issuer pursuant to the terms hereof, all subscription proceeds shall be and remain the property of the respective investors and shall not be subject to any liens or charges by the Issuer or against the Issuer, or to judgments or creditors' claims against the Issuer.

4. Disbursements from the Subscription Proceeds Escrow. Escrowed Funds in the Subscription Proceeds Escrow will be held and disbursed in accordance with the following:

(a) The Issuer will accept or reject subscriptions within thirty (30) days after the Issuer receives them. If an investor's Subscription Agreement is rejected, the Issuer will notify the Escrow Agent in writing and such investor's funds will be returned within ten business days after the receipt by the Escrow Agent of the written notice of such rejection and the necessary documentation of the Escrow Agent.

(b) If an investor's subscription is accepted, the Issuer will notify the Escrow Agent in writing and the amount delivered with such subscription will continue to be held in the Subscription Proceeds Escrow until the earlier to occur of the following: (i) the Issuer has received and accepted subscriptions for the Minimum Offering Amount or (ii) the Termination Date.

(c) Each investor's escrowed funds remaining in the Subscription Proceeds Escrow at the Termination Date will be returned to the investor within ten days after the Termination Date. No further deposits to the Subscription Proceeds Escrow will be accepted after the Termination Date.

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(d) If subscriptions for the Minimum Offering Amount have been accepted by the Issuer on or before the Termination Date, Issuer shall notify the Escrow Agent of such fact in writing on the form set forth on Exhibit C hereto and the escrowed funds in the Subscription Proceeds Escrow will be disbursed to the Issuer within one business day of the Escrow Agent's receipt of such notification.

5. Term. This Agreement shall terminate upon the disbursement of all of the subscription proceeds and the final performance of all of the Escrow Agent's other duties hereunder.

6. Duties and Responsibilities of Escrow Agent.

(a) Escrow Agent, by signing this Agreement, agrees to accept, hold and dispose of the subscription proceeds in accordance with the terms hereof. The duties and responsibilities of Escrow Agent shall be limited to those expressly set forth in this Agreement, and no implied covenants or duties shall be read into this Agreement against the Escrow Agent, and the Escrow Agent shall not be subject to, nor obligated to comply with or to recognize, any other agreement between, or any direction or instruction of, any or all of the other parties thereto even though reference thereto may be made herein; provided, however, with the written consent of Escrow Agent, this Agreement may be amended at any time or times by an instrument in writing signed by the Issuer and the Escrow Agent.

(b) Escrow Agent is authorized, in its sole discretion, to disregard any and all notices or instructions given by any person, firm or corporation, except such notices and instructions as are herein specifically provided for and orders or process of any court duly entered. If any property subject hereto is at any time attached, garnished or levied upon under any court order or in case the payment, assignment, transfer, conveyance or delivery of any such property shall be stayed or enjoined by any court order, or in case any order, writ, judgment or decree shall be made or entered by any court affecting such property or any part thereof, then and in any of such events, Escrow Agent is authorized, in its sole discretion, to rely upon and comply with any such order, writ, judgment or decree which it is advised by legal counsel of its own choosing is binding upon it; and if Escrow Agent complies in good faith with any such order, writ, judgment or decree it shall not be liable to any of the parties hereto or to any other person, firm or corporation by reason of such compliance, even though such order, writ, judgment or decree may be subsequently reversed, modified, annulled, set aside or vacated. Escrow Agent shall notify Issuer in the event Escrow Agent takes any action pursuant to this Section 6(b).

(c) Escrow Agent shall not be liable for any act taken or omitted hereunder if taken or omitted by Escrow Agent in good faith and in the exercise of its own reasonable judgment, and Escrow Agent shall not be liable under this Agreement except for its gross negligence, willful misconduct or breach of its obligations under this Agreement. Escrow Agent also shall be fully protected in relying upon any written notice (including specifically those provided for in paragraphs 4(a), 4(b) and 4(d), demand, certificate, waiver, opinion of counsel or other document which it in good faith reasonably believes to be genuine or what it purports to be.

(d) Escrow Agent acts hereunder as a depository only and shall not be responsible for the sufficiency or accuracy or the form, execution, validity or genuineness of this Agreement (except as to its own execution hereof and obligations hereunder, if this Agreement is otherwise valid) or of documents or securities now or hereafter deposited hereunder or of any endorsement thereon, or for lack of endorsement thereon, or for any description therein, or for the adequacy of the subscription proceeds for their intended purposes, nor shall it be responsible or liable in any respect on the account of the identity, authority or rights of the persons executing or delivering or purporting to execute or deliver any such document, security or endorsement under this Agreement.

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(e) Escrow Agent may consult with legal counsel (which may be counsel to the Issuer) in the event of any dispute or question as to the construction of any of the provisions hereof or its duties hereunder, and, to the extent it acts in good faith without gross negligence or willful misconduct it shall incur no liability and shall be fully protected in acting in accordance with the opinion and instructions of such counsel.

(f) The Issuer agrees to indemnify and save Escrow Agent harmless from all losses, costs, liabilities, actual damages (which shall not include consequential, special or punitive damages), fees and expenses (including, but not limited to, reasonable attorney's fees and expenses) suffered or incurred by Escrow Agent arising from the performance of its obligations under this Agreement ("Acts"), except such Acts as arise from or attributable to the grossly negligent, willful misconduct or fraudulent acts or omissions of Escrow Agent or a breach otherwise by Escrow Agent of this Agreement. Notwithstanding the above, the Escrow Agent will have no right to withhold subscriber's funds deposited in the Subscription Escrow Account to pay Issuer obligations under this Section 6(f).

(g) In the event of any disagreement between the parties hereto (or any other persons) resulting in adverse claims and demands being made in connection with or for any portion of the subscription proceeds, Escrow Agent shall be entitled to refuse to comply with any demand or claim, as long as such disagreement shall continue, and in so refusing to make any delivery or other disposition of any portion of the subscription proceeds, Escrow Agent shall not be or become liable to any party hereto or to any other person for its refusal to comply with such conflicting or adverse demands, and Escrow Agent shall be entitled to refuse and refrain to act until:

(i) The rights of the adverse claimants shall have been fully and finally adjudicated in a court assuming and having jurisdiction in respect of the portion of the persons and the portion of the subscription proceeds involved; or

(ii) All differences shall have been resolved by agreement and Escrow Agent shall have been notified of such agreement in a writing signed by all the interested parties.

(h) Escrow Agent may resign at any time from its obligations under this Agreement by providing written notice to the Issuer. Such resignation shall be effective not less than thirty (30) days after such written notice has been delivered. Escrow Agent shall have no responsibility for the appointment of a successor escrow agent. Upon the effective date of such resignation or removal all cash and other payments and all other property then held by the Escrow Agent hereunder shall be delivered by it to such successor Escrow Agent as may be designated in writing by the Issuer, whereupon the Escrow Agent's obligations hereunder shall cease and terminate.

(i) In the event of resignation of Escrow Agent, a successor escrow agent shall be appointed as soon as practicable by the Issuer. Should such successor not be appointed within thirty (30) days after Escrow Agent shall have delivered notice of its resignation, the resigning Escrow Agent shall be entitled to petition a court of proper jurisdiction to appoint a successor.

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7. Miscellaneous.

(a) Entire Agreement. This Agreement sets forth the entire understanding of the parties hereto and supersedes all prior agreements or understandings, whether written or oral, with respect to the subject matter hereof. No amendments or modifications to this Agreement shall be binding unless made in writing and signed by the Issuer and the Escrow Agent.

(b) Notices. Any notices to be given hereunder by any party to any other party shall be in writing and shall be made either by personal delivery, certified, or registered mail (postage prepaid and return receipt requested) or private overnight courier service. Each notice shall be effective only upon receipt, and shall be addressed as follows:

To the Issuer:

Appliqate Inc  
12465 South Fort Street, Suite240  
Draper, UT 84020

To Escrow Agent:

Wells Fargo Bank, N.A.  
Attention: Corporate Trust Department  
420 Montgomery Street  
San Francisco, CA 941045

Any party may change its address for notice by giving notice in accordance with the terms of this paragraph 7.

(c) Fees. All Escrow Agent's fees and charges hereunder shall be as set forth in Exhibit "A" hereto and shall be promptly paid, along with the reasonable expenses of Escrow Agent (including, without limitation, reasonable attorney's fees and expenses), by the Issuer; provided, however, that Escrow Agent is not entitled to withhold or deduct any unpaid fees and expenses prior to the final disbursement of the subscription proceeds under paragraph 4. The fees and charges agreed to be paid are intended as full compensation for Escrow Agent's services as contemplated by this Agreement.

(d) Waiver. The waiver by any party hereto of a breach of any term or provision of this Agreement shall not operate or be construed as a waiver of (a) a subsequent breach of the same provision by any party or (b) the breach of any other term or provision of this Agreement.

(e) Binding Effect. This Agreement shall extend to and be binding upon and inure to the benefit of the parties hereto, their respective heirs, representatives, successors and assigns. This Agreement may not be assigned.

(f) No Third Party Beneficiaries. Except for the investors, this Agreement does not create, and shall not be construed as creating, any rights enforceable by any person not a party to this Agreement.

(g) Invalid Provisions. If any provision of this Agreement is held to be illegal, invalid or unenforceable, such provision shall be fully severable and this Agreement shall be construed and enforced as if such illegal, invalid or unenforceable provision had never comprised a part hereof; and the remaining provisions hereof shall remain in full force and effect and shall not be affected by the illegal, invalid or unenforceable provision or by its severance herefrom. Furthermore, in lieu of such illegal, invalid or unenforceable provision there shall be added as a part of this Agreement a legal, valid, and enforceable provision, such as is approved by Issuer and Escrow Agent, as similar in terms to such illegal, invalid or unenforceable provision.

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(h) Headings. The headings in this Agreement are solely for convenience of reference and shall be given no effect in construction or interpretation of this Agreement.

(i) Counterparts: Governing Law. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but which together shall constitute one and the same instrument. This Agreement shall be governed by and construed in accordance with the laws of the State of Utah without regard to its rules of conflicts of laws.

(j) Cooperation. No party shall unreasonably withhold or delay its consent, approval or signature when required to fulfill the purposes of this Agreement.

(k) Patriot Act Compliance. The Issuer agrees to provide the Escrow Agent completed Forms W-9 (or Forms W-8, in the case of non-U.S. Persons) and other forms and documents that the Escrow Agent may reasonably request at the time of execution of this Agreement, and any information reasonably requested by the Escrow Agent to comply with the USA Patriot Act of 2001, as amended from time to time.

8. Multiple Counterparts; Electronic Transaction. This Agreement may be executed in multiple counterparts, each of which shall be regarded for all purposes as an original, and such counterparts shall constitute but one and the same instrument. In addition, the transaction described herein may be conducted and related documents may be stored by electronic means. Copies, telecopies, facsimiles, electronic files and other reproductions of original executed documents shall be deemed to be authentic and valid counterparts of such original documents for all purposes, including the filing of any claim, action or suit in the appropriate court of law

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

ISSUER:	ESCROW AGENT:
Appliqate Inc, a Wyoming corporation	WELLS FARGO BANK, N.A., solely as Escrow Agent
By: _____	By: _____
David Anderson, CEO	Name: _____
	Title: _____
_____	

EXHIBIT "A"  
Escrow Agent's Fee Schedule

Acceptance Fee	\$
Review documents and establish account	
Annual Fee	\$
Transactional Fees	
Outgoing Wire Transfers	\$
Check Disbursements	\$
Tax Reporting	\$

Acceptance Fee and Annual Fee will be payable at the initiation of the escrow. Thereafter, the Annual Fee will be billed annually in advance. All Transactional Fees, if any, will be billed in arrears.

Fees specified are for the regular, routine services contemplated by the Agreement, and any additional or extraordinary services, including, but not limited to disbursements involving a dispute or arbitration, or administration while a dispute, controversy or adverse claim is in existence, will be charged based upon time required at the then standard hourly rate. In addition to the specified fees, all reasonable expenses related to the administration of the Agreement (other than normal overhead expenses of the regular staff) such as, but not limited to, travel, telephone, facsimile, supplies, legal fees, accounting fees, etc., will be reimbursable.

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Exhibit B

Escrow Account Signing Authority

Authorized Representatives of the Issuer

The undersigned certifies that he/she is an authorized representative of the Issuers with respect to any instruction or other action to be taken in connection with the Escrow Agreement and Wells Fargo Bank, N.A. shall be entitled to rely on such list until a new list is furnished to Wells Fargo Bank, N.A.

Signature: \_\_\_\_\_

Print:

Title:

Phone:

Fax:

Email:

Signature: \_\_\_\_\_

Print:

Title:

Phone:

Fax:

Email:

The undersigned further certifies that he or she is duly authorized to sign this Escrow Account Signing Authority.

Signature: \_\_\_\_\_ \*\*

Name:

Its:

Date:

\*\* To be signed by corporate secretary/assistant secretary. When the secretary is among those authorized above, the president must sign in the additional signature space provided below. For entities other than corporations, an authorized signatory not signing above should sign this Escrow Account Signing Authority.

(Additional signature, if required)

Signature: \_\_\_\_\_

Print:

Title:

Phone:

Fax:

Email:

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Exhibit C

[ , 20 ]

Wells Fargo Bank, N.A.  
Attention: Corporate Trust Department  
420 Montgomery Street  
San Francisco, CA 941045

CLOSING LETTER

Ladies and Gentlemen:

We refer you to that certain agreement dated as of [ ], 20[ ], between Appliqate Inc, a Wyoming corporation (“Company”) and Wells Fargo Bank, National Association (“WF”) (the “Agreement”), a photocopy of which is attached hereto. Capitalized terms used but not defined in this letter shall have the meanings given them in the Agreement.

We hereby notify you, in accordance with the terms and provisions of Section 4(d) of the Agreement, that the Minimum Offering Amount has been raised and the Escrowed Funds should be released to the Company.

Very truly yours,

COMPANY:

Appliqate Inc, a Wyoming corporation

By:

Name:

Title:

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation in this Registration Statement on Form 1-A of our report dated March 31, 2016 with respect to the audited financial statements of Appliqate, Inc for the period from inception ( April 29, 2015) through January 31, 2016.

We also consent to the references to us under the heading “Experts” in such Registration Statement.

/s/ *MaloneBailey, LLP*  
www.malonebailey.com  
Houston, Texas  
May 2, 2016

9801 Westheimer Road, Suite 1100 • Houston, Texas 77042 • 713.343.4200  
#306-307 Ocean International Center (C Tower) No.60, Dongshuan Middle Road • Chaoyang District, Beijing P.R. China 100025 • 86.010.5282.3662  
Coastal City (West Tower) Hai De San Dao #1502 • Nanshan District Shenzhen P.R. China 518054 • 86.755.8627.8690  
[www.malonebailey.com](http://www.malonebailey.com)



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Registered Public Company Accounting Oversight Board • AICPA  
An Independently Owned And Operated Member Of Nexia International

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April 20, 2016

VIA EMAIL: dave@appliqate.com

David Anderson, CEO  
Appliqate Inc  
12465 South Fort Street  
Draper, UT 84020

Re: Legal Opinion re Securities Covered by the Regulation A Offering Statement of Appliqate Inc

Dear Mr. Anderson:

As counsel to Appliqate Inc (the "Company") in connection with the preparation and filing with the Securities and Exchange Commission, under the Securities Act of 1933, as amended, of the Company's Offering Statement on Form 1-A. The Offering Statement covers 100,000,000 shares of the Company's common stock (the "Shares").

As such counsel, I have examined and relied upon the originals or copies certified (or otherwise identified to my satisfaction), of the Offering Statement, the form of Subscription Agreement and such corporate records, documents, certificates and other agreements and instruments as I have deemed necessary or appropriate to enable me to render the opinions hereinafter expressed.

On the basis of such examination, I am of the opinion that:

1. The Shares have been duly authorized by all necessary corporate action of the Company.
2. When issued and sold by the Company against payment there for pursuant to the terms of the Subscription Agreement, the Shares will be validly issued, fully paid and non-assessable.

I hereby consent to the use of my firm name in the Offering Statement and I also consent to the filing of this opinion as an exhibit thereto. In giving this consent, I do not admit that I am within the category of persons whose consent is required under Section 7 of the Securities Act of 1933 or the rules and regulations of the Commission applicable thereto.

Very truly yours,

John J. Brannelly  
Attorney

PO BOX 1832 DRAPER UTAH 84020 ■ TEL. 801-871-JACK (5225) ■ FAX 801-365-9731 ■ JACK@BRANNELLYLAW.COM

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