

- NeuroMama, Ltd. (NERO) is raising \$50,000,000.00 U.S. Dollars.
- 100 Investment Units are offered at \$500,000.00 U.S. Dollars for one Investment Unit.
- For the total cost of \$50,000,000.00 U.S.D. 25,000 Series B Preferred Shares are sold.
- The cost of each Series B Preferred Share is \$2,000.00
- Each Preferred share is convertible into 2,000 Investment Common Share of NeuroMama, Ltd. (NERO) Issued Under SEC Rule 144 Exemption from registration.
- In addition to the 25,000 Series B Preferred Shares, investors receive 50% interest in THE JAZZ NETWORK television programs, THE JAZZ NETWORK brand, and 65 (sixty five) episodes of THE JAZZ NETWORK television program. Description of 65 episodes is an Exhibit A.
- 50% interest in THE JAZZ NETWORK is secured by the dividend paid to the holders of the Series A Preferred Stock of NeuroMama, Ltd., which is 50% of THE JAZZ NETWORK Earnings Before Interest, Taxes, Depreciation and Amortization - EBITDA.
- One Investment Unit at the total cost of \$500,000.00 U.S. Dollars consists of 250 Series B Preferred Shares, convertible into 500,000 Investment Common Share of NeuroMama, Ltd. (NERO) Issued Under SEC Rule 144 Exemption from registration, and 0.5% interest in THE JAZZ NETWORK television program, not limited to the THE JAZZ NETWORK brand, and 65 (sixty five) episodes of THE JAZZ NETWORK television program.

1. On September 1, 2014 the purchaser/s has agreed to transfer \$5,000,000.00 U.S. Dollars.
 - \$750,000 U.S.D. to Telefonica for the rights to sell (DTH) Packages of TV Channels Direct to Home via Satellite Transporters, Satellite Dish and Receivers in Mexico, and;
 - \$4,250,000.00 U.S. Dollars to Execute NeuroMama, Ltd's. Joint Live Entertainment Marketing Strategy with Department of Culture of Baja California to research, design, develop and implement NeuroMama, Ltd. Sales and Marketing Strategy. This Successful Money Making Formula will be duplicated from City to City, from State to State, from Country to Country, and;
 - This Sales and Marketing Strategy will generate sales and sales leads of NeuroMama GEO, SEM and eCommerce Advertising Programs, DTH packages of TV Channels, Cellular Service, and NeuroPads and NeuroPhones in the state Baja California Norte, Mexico, which is the beginning of Latin America, and;
 - As the result of this investment, by January 15, 2015 the investor will be provided with evidence of Research, design, and development of NeuroMama, Ltd. online and Brick and mortar business model of 1,000 sq. ft. store targeting businesses and individual consumers with such products and services: NeuroMama, Ltd. GEO, SEM and eCommerce Advertising Programs, NeuroTV comprised of packages of TV channels (DTH) delivered to home, cellular and Internet service, NeuroPads, NeuroPhones, and mobile-type devices accessories, and;

- As the result of this investment, by January 15, 2015 the purchaser has been provided with evidence that the program for NeuroMama, Ltd's. Joint Live Entertainment Marketing Strategy with Federal Department of Culture of Mexico has been fully researched, designed, developed and ready to be implemented, not limited to obtainment of appropriate office space in Mexico City, fully staffed and trained to sell NeuroMama, Ltd. products and services consisting of Marketing and Sales Executives, Senior Sales Executives and Sales managers, and;
- As the result of this investment, By March 15, 2015 the investor will be provided with evidence that the first NeuroMANIA Brick and mortar business model of 1,000 sq. ft. store targeting businesses and individual consumers with such products and services: NeuroMama, Ltd. GEO, SEM and eCommerce Advertising Programs, NeuroTV comprised of packages of TV channels (DTH) delivered to home, cellular and Internet service, NeuroPads, NeuroPhones, and mobile-type devices accessories, has been open in the city of Rosarito Beach, BC, Mexico, and;
- As the result of this investment, by October 1, 2014 the investor will be provided with evidence that the first NeuroMANIA Online store targeting businesses and individual consumers with such products and services: NeuroMama, Ltd. GEO, SEM and eCommerce Advertising Programs, NeuroTV comprised of packages of TV channels (DTH) delivered to home, cellular and Internet service, NeuroPads, NeuroPhones, and mobile-type devices accessories, has been open on NeuroZone, and via NeuroMama eCommerce program has been placed in every possible under this program Online Retail Platform, fully tested, and NeuroMama SEM Advertising Program is implemented as online marketing strategy for the Online NeuroMANIA store, and;
- As the result of this investment, by January 15, 2015 the investor will be provided with evidence that the TV Networks described at <http://www.magiknetwork.com>, such as: ArtTvZone, NeuroZoneTv, and CombatTvZone, KidsTvZone, and THE JAZZ NETWORK, are up and running 24/7 and are a part of the TV packages sold to DTH subscribers. The format of ArtTvZone is a Music and Art Network. This is 24 network with focus on Jazz, Classical and Symphonic Music, Ballet, Classical Art, Sculpture, Classic Architectural, Ornamentation, Travel, Nature, Flora and Fauna. The format for NeuroZone TV is Info on Internet companies, technological advancements. Realities shows dealing with financing of technology companies and competition of inventors for financial support. High tech news, interviews with CEO's, Technological Innovations. The format of CombatTvZone is a Fighting Network. This is a 24-hour TV network focused on martial arts and boxing events, news, interviews, and broadcasting of prerecorded and live championship fights. The format of KidsTvZone is a Children Network. This is a 24-hour TV Network focused on broadcasting cartoons developed by major world studios, educational and entertainment content, as well as TV Programs about Travel & Nature, and;

- As the result of this investment, by January 15, 2015 the investor will be provided with evidence that NeuroMama, Ltd. has identified and individual with appropriate background, skills, and wealth who will agree to assume a position of THE JAZZ NETWORK television program's PRODUCER, with responsibilities for creating all new episodes by placing on THE JAZZ NETWORK television program only talented musicians to preserve quality of THE JAZZ NETWORK television programs and THE JAZZ NETWORK brand, and;
 - As the result of this investment, by January 15, 2015 the investor will be provided with evidence that the new Producer of THE JAZZ NETWORK television programs has agreed to pursue the short term goal of integrating into the show the new types of music, which has the following of the younger and the wider audience while preserving income level of the new audience to be similar to the income level of the Jazz fans, and;
 - As the result of this investment, by January 15, 2015 the investor will be provided with evidence that the new Producer of THE JAZZ NETWORK television programs has agreed to pursue the long term goal of transforming THE JAZZ NETWORK television program into 24/7 THE JAZZ NETWORK television network with a format of: (a) music and art, history of music and art, feature films by independent producers and directors, appropriate documentaries, intellectual travel programs, science programs, educational programming, reality shows based on intellectual competitions, lifestyle programs preserving family values, children programming with a goal to disrespect drugs, drug users, crime and criminals, educate ethics, appreciate culture, music and art, and to respect family values, religion and law with emphasis on compassion, and;
 - As the result of this investment, by January 15, 2015 the investor will be provided with evidence that at least 4 new episodes of THE JAZZ NETWORK television programs has been recorded and edited, and;
 - As the result of this investment, by January 15, 2015 the investor will be provided with evidence that the leads generated in Baja California Norte has produced \$3,500,000 in first time sales and \$200,000 in monthly payments, and;
2. On April 2nd, 2015 the purchaser/s has agreed to transfer \$45,000,000.00 U.S. Dollars.
- \$9,250,000.00 U.S.D. to Telefonica for the rights to sell (DTH) Packages of TV Channels Direct to Home via Satellite Transporters, Satellite Dish and Receivers throughout Latin America, US and Canada, and;
 - \$35,750,000.00 U.S. Dollars to Execute NeuroMama, Ltd's. Joint Live Entertainment Marketing Strategy with Department of Culture of Baja California to research, design, develop and implement NeuroMama, Ltd. Sales and Marketing Strategy. This Successful Money Making Formula will be duplicated from City to City, from State to State, from Country to Country, and;
 - As the result of this investment, by May 15, 2015 the investor will be provided with evidence that the program for NeuroMama, Ltd's. Joint Live Entertainment Marketing Strategy with Federal Departments of Culture of all Latin American and Caribbean Basin

Countries, which are homes to the remaining 65 one million plus cities, such as: (1) Guadalajara, Monterrey, Puebla de Zaragoza, Leon, Ciudad Juárez, Torreón, San Luis Potosí and Querétaro in Mexico. (2) São Paulo, Rio de Janeiro, Belo Horizonte, Porto Alegre, Recife, Salvador, Brasília, Fortaleza, Curitiba, Belém, Goiânia, Manaus, Vitória, Santos, Campinas, São Luís, Natal, Maceió, Teresina, João Pessoa in Brazil. (3) Buenos Aires, Córdoba and Rosario in Argentina. (4) Lima in Peru. (5) Bogotá, Medellín, Cali, Barranquilla, Cartagena, and Cúcuta in Colombia. (6) Santiago, Concepción, and Valparaíso in Chile. (7) Caracas, Maracaibo, Valencia, Ciudad Guayana, Barquisimeto, Barcelona - Puerto la Cruz, and Maracay in Venezuela. (8) Guayaquil and Quito in Ecuador. (9) Santo Domingo in Dominican Republic. (10) Havana in Cuba. (11) Guatemala City in Guatemala. (12) San Juan in Puerto Rico. (13) San Salvador in El Salvador. (14) La Paz and Santa Cruz de la Sierra in Bolivia. (15) Asunción in Paraguay. (16) Montevideo in Uruguay. (17) Managua in Nicaragua. (18) Port-au-Prince in Haiti. (19) San José in Costa Rica. (20) Panama City in Panama. (21) San Pedro Sula and Tegucigalpa in Honduras has been fully researched, designed, developed and ready to be implemented, not limited to obtainment of appropriate office space in above mentioned cities, fully staffed and trained to sell NeuroMama, Ltd. products and services staff consisting of Marketing and Sales Executives, Senior Sales Executives and Sales managers, and;

- As the result of this investment, by May 15, 2015 the investor will be provided with evidence that the NeuroMANIA Brick and mortar business model of 1,000 sq. ft. stores targeting businesses and individual consumers with such products and services: NeuroMama, Ltd. GEO, SEM and eCommerce Advertising Programs, NeuroTV comprised of packages of TV channels (DTH) delivered to home, cellular and Internet service, NeuroPads, NeuroPhones, and mobile-type devices accessories, has been open in the city of Ensenada, Tijuana, Tecate and Mexicali, BC, Mexico, and;
- As the result of this investment, by May 15, 2015 the investor will be provided with evidence that the NeuroMANIA Brick and mortar business model of 1,000 sq. ft. store targeting businesses and individual consumers with such products and services: NeuroMama, Ltd. GEO, SEM and eCommerce Advertising Programs, NeuroTV comprised of packages of TV channels (DTH) delivered to home, cellular and Internet service, NeuroPads, NeuroPhones, and mobile-type devices accessories, located in Rosarito Beach has generated an average of \$41.67 per foot per month in sales (excluding DTH, Cellular and Internet Service, and NeuroMama GEO, SEM and eCommerce Advertising Programs), and;
- As the result of this investment, by May 15, 2015 the investor will be provided with evidence that the NeuroMANIA Online store targeting businesses and individual consumers with such products and services: NeuroMama, Ltd. GEO, SEM and eCommerce Advertising Programs, NeuroTV comprised of packages of TV channels (DTH) delivered to home, cellular and Internet service, NeuroPads, NeuroPhones, and mobile-type devices accessories, has been open on NeuroZone, and via NeuroMama

eCommerce program, which has been placed in every possible under this program Online Retail Platform, using NeuroMama SEM Advertising Program and has generated industry average amount of sales., and;

- As the result of this investment, by May 15, 2015 the investor will be provided with evidence that: (1) the Point Of Sale Material has been created for ArtTvZone, NeuroZoneTv, KidsTvZone and CombatTvZone for the purpose of connecting it to Cable and Satellite Networks. (2) the ArtTvZone, NeuroZoneTv, KidsTvZone and CombatTvZone has been connected to the minimum of 1,000,000 subscribers via Cable and Satellite Networks. (3) the newly created content is all heavily branded with NeuroMama products and services. (4) sales division is hired and trained to sell Product Placement on new TV programs created for this networks. (5) the TV Networks are at braking even point, and;
 - As the result of this investment, by May 15, 2015 the investor will be provided with evidence that at least 12 new episodes of THE JAZZ NETWORK television programs has been recorded and edited, and;
 - As the result of this investment, by May 15, 2015 the investor will be provided with evidence that the sales in Baja California Norte are \$5,000,000 for January, February and March of 2015, and;
 - As the result of this investment, by May 15, 2015 the investor will be provided with evidence of the NeuroMama, Ltd's. Joint Live Entertainment Marketing Strategy with Federal Department of Culture of Mexico, generating sales of at least \$3,500,000 USD and generating 102,000 sales leads for NeuroMama GEO, SEM and eCommerce Advertising Programs and at least \$1,500,000.00 USD in sales, and 510,000 sales leads for DTH packages of TV Channels, Cellular and Internet Service during the January 15 to April 15 of 2015 Live Entertainment Promotional Events of NeuroMama, Ltd. in Mexico City, Mexico, and;
 - As the result of this investment, by May 15, 2015 the investor will be provided with evidence that the NeuroMANIA Brick and mortar business model of 1,000 sq. ft. store targeting businesses and individual consumers with such products and services: NeuroMama, Ltd. GEO, SEM and eCommerce Advertising Programs, NeuroTV comprised of packages of TV channels (DTH) delivered to home, cellular and Internet service, NeuroPads, NeuroPhones, and mobile-type devices accessories, located in Rosarito Beach, Tijuana, Tecate, Mexicali and Ensenada has generated an average of \$41.67 per foot per month in sales (excluding DTH, Cellular and Internet Service, and NeuroMama GEO, SEM and eCommerce Advertising Programs), and;
- (a) The seller has agreed to invest additional \$10,000,000 U.S.D. to fund opening of the 195 NeuroMANIA stores in 6 month according to the following plan:
- (b) on February 1, 2016 the purchaser is to be provided with evidence that the NeuroMANIA Brick and mortar business model of 1,000 sq. ft. store targeting businesses and individual consumers with such products and services: NeuroMama, Ltd. GEO, SEM and eCommerce Advertising Programs, NeuroTV comprised of packages of TV channels (DTH) delivered to home, cellular and Internet service, NeuroPads, NeuroPhones, and mobile-type devices accessories, has been open as follows: (1) 28

- NeuroMANIA stores in Baja California. (2) 3 NeuroMANIA stores in each of the 32 Mexican states, for a total of 96 stores. (3) opening 1 NeuroMANIA store in 67 cities in Latin America with population of over 1,000,000 people (excluding Mexican cities), for a total 57 stores. (4) to open the total of 181 stores at an average cost of \$55,000 per store including personnel and inventory. (6) the total stores in Mexico would be 195 for a total of 195,000 sq. ft. (6) stores to generate a minimum of \$41.67 per foot per month (excluding DTH, Cellular and Internet Service, and NeuroMama GEO, SEM and eCommerce Advertising Programs), for the total sales of \$8,125,000 per month, and;
- (c) on February 2, 2016 the investor has agreed to invest the \$185,000,000 U.S.D. to fund opening of the 3,364 NeuroMANIA stores in 28 month according to the following plan:
 - (d) on June 1, 2018 the purchaser is to be provided with evidence that the NeuroMANIA Brick and mortar business model of 1,000 sq. ft. store targeting businesses and individual consumers with such products and services: NeuroMama, Ltd. GEO, SEM and eCommerce Advertising Programs, NeuroTV comprised of packages of TV channels (DTH) delivered to home, cellular and Internet service, NeuroPads, NeuroPhones, and mobile-type devices accessories, has been open as follows: (1) 1 NeuroMANIA store for every 100,000 people in every state in Mexico, for a total of 1,200 NeuroMANIA stores. (2) 34 additional NeuroMANIA stores in Baja California, 1 for every 50,000 people, for a total of 64 stores. (3) opening 1 NeuroMANIA store in 67 cities in Latin America with population of over 1,000,000 people (excluding Mexican cities), for a total 57 stores. (4) 1 NeuroMANIA store for every 100,000 people in 57 cities in Latin America with population of over 1,000,000 people (excluding Mexican cities) for a total of 2,100 stores. (6) the total stores in Latin America would be 3,559 for a total of 3,559,000 sq. ft. (6) stores to generate a minimum of \$41.67 per foot per month (excluding DTH, Cellular and Internet Service, and NeuroMama GEO, SEM and eCommerce Advertising Programs) for the total sales of \$148,303,530 per month, and;
 - (e) on June 1, 2018 the investor has agreed to invest the \$148,500,000 U.S.D. to fund opening of the 2,700 NeuroMANIA stores in 17 month according to the following plan:
 - (f) on December 1, 2019 the purchaser is to be provided with evidence that the NeuroMANIA Brick and mortar business model of 1,000 sq. ft. store targeting businesses and individual consumers with such products and services: NeuroMama, Ltd. GEO, SEM and eCommerce Advertising Programs, NeuroTV comprised of packages of TV channels (DTH) delivered to home, cellular and Internet service, NeuroPads, NeuroPhones, and mobile-type devices accessories, has been open as follows: (1) 1 NeuroMANIA store for every 100,000 people in all Latin American countries in Latin America, for a total of 2,700 stores. (2) the total stores in Latin America would be 6,259 for a total of 6,259,000 sq. ft. (3) stores to generate a minimum of \$41.67 per foot per month (excluding DTH, Cellular and Internet Service, and NeuroMama GEO, SEM and eCommerce Advertising Programs) for the total sales of \$260,812,530 per month, and;
 - (g) on December 1, 2019 the investor has agreed to invest the \$279,688,750 U.S.D. to fund opening of the 5,085 NeuroMANIA stores in 3 month according to the following plan:
 - (h) on March 1, 2020 the purchaser is to be provided with evidence that the NeuroMANIA Brick and mortar business model of 1,000 sq. ft. store targeting businesses and individual consumers with such products and services: NeuroMama, Ltd. GEO, SEM and eCommerce Advertising Programs, NeuroTV comprised of packages of TV channels (DTH) delivered to home, cellular and Internet service, NeuroPads, NeuroPhones, and mobile-type devices accessories, has been open as follows: (1) 1 NeuroMANIA store for every 25,000 people in Latin America, for a total of 5,085 stores. (2) the total stores in

Latin America would be 11,344 for a total of 11,344,000 sq. ft. (3) stores to generate a minimum of \$41.47 per foot per month (excluding DTH, Cellular and Internet Service, and NeuroMama GEO, SEM and eCommerce Advertising Programs) for the total sales of \$470,435,680 per month, and;

- (i) on March 1, 2020 the investor has agreed to invest the \$279,688,750 U.S.D. to fund opening of the 5,085 NeuroMANIA stores in 3 month according to the following plan:
- (j) on June 1, 2020 the purchaser is to be provided with evidence that the NeuroMANIA Brick and mortar business model of 1,000 sq. ft. store targeting businesses and individual consumers with such products and services: NeuroMama, Ltd. GEO, SEM and eCommerce Advertising Programs, NeuroTV comprised of packages of TV channels (DTH) delivered to home, cellular and Internet service, NeuroPads, NeuroPhones, and mobile-type devices accessories, has been open as follows: (1) 1 NeuroMANIA store for every 25,000 people in Latin America, for a total of 5,085 stores. (2) the total stores in Latin America would be 16,429 for a total of 16,429,000 sq. ft. (3) stores to generate a minimum of \$41.47 per foot per month (excluding DTH, Cellular and Internet Service, and NeuroMama GEO, SEM and eCommerce Advertising Programs) for the total sales of \$681,310,630 per month, and;
- (k) on June 1, 2020 the investor has agreed to invest the \$279,688,750 U.S.D. to fund opening of the 5,085 NeuroMANIA stores in 3 month according to the following plan:
- (l) on October 1, 2020 the investor is to be provided with evidence that the NeuroMANIA Brick and mortar business model of 1,000 sq. ft. store targeting businesses and individual consumers with such products and services: NeuroMama, Ltd. GEO, SEM and eCommerce Advertising Programs, NeuroTV comprised of packages of TV channels (DTH) delivered to home, cellular and Internet service, NeuroPads, NeuroPhones, and mobile-type devices accessories, has been open as follows: (1) 1 NeuroMANIA store for every 25,000 people in Latin America, for a total of 5,085 stores. (2) the total stores in Latin America would be 21,514 for a total of 21,514,000 sq. ft. (3) stores to generate a minimum of \$41.47 per foot per month (excluding DTH, Cellular and Internet Service, and NeuroMama GEO, SEM and eCommerce Advertising Programs) for the total sales of \$892,185,580 per month, and;
- (m) on October 1, 2020 the investor has agreed to invest the \$279,730,000 U.S.D. to fund opening of the 5,086 NeuroMANIA stores in 3 month according to the following plan:
- (n) on February 1 2021 the investor is to be provided with evidence that the NeuroMANIA Brick and mortar business model of 1,000 sq. ft. store targeting businesses and individual consumers with such products and services: NeuroMama, Ltd. GEO, SEM and eCommerce Advertising Programs, NeuroTV comprised of packages of TV channels (DTH) delivered to home, cellular and Internet service, NeuroPads, NeuroPhones, and mobile-type devices accessories, has been open as follows: (1) 1 NeuroMANIA store for every 25,000 people in Latin America, for a total of 5,085 stores. (2) the total stores in Latin America would be 26,600 for a total of 21,514,000 sq. ft. (3) stores to generate a minimum of \$500.00 per foot per year (excluding DTH, Cellular and Internet Service, and NeuroMama GEO, SEM and eCommerce Advertising Programs) for the minimum sales of \$12,938,640,000 per year, and;
- (o) NeuroMama, Ltd. goal is to open 26,600 NeuroMANIA brick and mortar stores in Latin America in 69 month for projected 660,000,000 population in Latin America and Caribbean Countries by 2020, and;
- (p) the investor has been provided with evidence of the NeuroMama, Ltd's. GEO, SEM and eCommerce Advertising Programs: (1) generating revenues of \$36,228,192,000, (2)

- operating from 100 to 2,000% profit margin, (3) generating 14% of the total revenue of NeuroMama, Ltd., and;
- (q) the investor has been provided with evidence of the DTH packages of TV Channels: (1) generating revenues of \$18,114,096,000 (2) operating from 15 to 60% profit margin, (3) generating 7% of the total revenue of NeuroMama, Ltd., and;
 - (r) the investor has been provided with evidence of the Cellular and Internet Service: (1) generating revenues of \$12,938,640,000 (2) operating from 20 to 50% profit margin, (3) generating 5% of the total revenue of NeuroMama, Ltd., and;
 - (s) the investor has been provided with evidence of the wholesale operations of NeuroPads and NeuroPhones: (1) generating revenues of \$7,763,184,000 (2) operating on 15 to 30% profit margin, (3) generating 3% of the total revenue of NeuroMama, Ltd., and;
 - (t) the investor has been provided with evidence of the NeuroZone Online Retail and Auction Platform: (1) generating revenues of \$129,386,400,000 (2) operating on 10% profit margin, (3) generating 50% of the total revenue of NeuroMama, Ltd., and;
 - (u) the investor has been provided with evidence of the licensing and syndicating of company owned and licensed entertainment assets: (1) generating revenues of \$2,587,728,000 (2) operating on 100% to 1,000% profit margin, (3) generating 1% of the total revenue of NeuroMama, Ltd., and;
 - (v) the investor has been provided with evidence of sales on company owned TV Networks, special and sporting events, TV advertising, Heavily branded content, Product placements, and Sponsorship opportunities: (1) generating revenues of \$5,175,456,000 (2) operating on 15 to 250% profit margin, (3) generating 2% of the total revenue of NeuroMama, Ltd., and;
 - (w) the investor has been provided with evidence of the Brick and Mortar sales operations of NeuroPads and NeuroPhones in 26,600 NeuroMANIA stores: (1) generating revenues of \$28,465,008,000 (2) operating on 20 to 30% profit margin, (3) generating 11% of the total revenue of NeuroMama, Ltd., and;
 - (x) the investor has been provided with evidence of the sales of other products sold on NeuroZone from NeuroMANIA online stores: (1) generating revenues of \$15,526,368,000 (2) operating on 100 to 2,000% profit margin, (3) generating 6% of the total revenue of NeuroMama, Ltd., and;
 - (y) the investor has been provided with evidence of the sales of tickets of the Live Entertainment: (1) generating revenues of \$2,587,728,000 (2) operating on 100 to 200% profit margin, (3) generating 1% of the total revenue of NeuroMama, Ltd., and;