

# Confidential Private Placement Memorandum

(ACCREDITED INVESTORS ONLY)

UltraVista Systems, Inc.  
A California Corporation



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\$1,500,000.00

The company is offering for sale Three-Hundred and Thirty-Four Thousand (334,000) “Units” with each unit consisting of One (1) Share of Common Stock, and One-Half (1/2) of One Warrant. Each Unit shall be priced at \$4.50 (Four Dollars & Fifty Cents) with a Warrant callable by the Company any time within one year of issuance. The Warrant exercise price is \$6.00 (Six Dollars) for each full Warrant.

Minimum Unit Purchase: 16,667 Shares **which includes** 8,334 Warrants (\$75,000)

Maximum Unit Offering: 334,000 Shares **which includes** 167,000 Warrants (\$1,500,000)

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”) OR ANY OTHER APPLICABLE SECURITIES LAW. THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION (THE “SEC”) OR BY THE SECURITIES ADMINISTRATOR OF ANY STATE, NOR HAS THE SEC OR ANY SUCH ADMINISTRATOR OF ANY STATE, NOR HAS THE SEC OR ANY SUCH ADMINISTRATOR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THE SECURITIES ARE OFFERED TO ACCREDITED INVESTORS ONLY PURSUANT TO SECTION 4(2) OF THE SECURITIES ACT AND RULE 506 OF REGULATION D PROMULGATED BY THE SEC THEREUNDER. THESE SECURITIES ARE SUBJECT TO THE RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD (I) EXCEPT AS PERMITTED UNDER THE SECURITIES ACT AND ANY APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION THEREUNDER OR EXEMPTION THEREFROM AND (II) ACCEPT AS PERMITTED BY THE COMPANY’S MEMORANDUM OF ASSOCIATION AND THE COMPANY’S ARTICLES OF ASSOCIATION. EACH PROSPECTIVE INVESTOR SHOULD BE AWARE THE HE WILL BE REQUIRED TO BEAR THE FINANCIAL RISK OF AN INVESTMENT IN THE SECURITIES FOR AN INDEFINATE PERIOD OF TIME.

We are offering, to Accredited Investors only, 334,000 Units.

Each Unit consists of One Share of Common Stock, and One-Half of One Warrant.

We are a California Corporation which plans to operate, in California, as a sign, display and materials manufacturing business. We will also be engaged in a sign, display and materials distribution business. We are a development stage company and the securities offered hereby are speculative, involve a high degree of risk and should only be purchased by investors who have no need for liquidity and can afford the economic loss of their entire investment. The proceeds from your investment in the Company will be deposited into the Company’s general account, and we will use the proceeds for general working capital purposes.

The commencement date of this Offering is March 1, 2016 and it will terminate on June 1, 2016, provided that we reserve the right, at our sole discretion and without any notice, to earlier terminate the Offering, or to extend the termination date from time to time during the Offering. The Shares are being offered by the company on a “best efforts” basis.