

SEED ROUND PRIVATE PLACEMENT MEMORANDUM

\$0.02 A SHARE
25,000,000 SHARES

Price Per Share	\$0.02
Shares Offered	25,000,000
Total Raise	\$500,000
Offering Type	Common Stock —
Minimum Investment	Reg D Rule 506(c)
Status	Open – Limited Allocation Remaining



**AI LONGEVITY CLINIC,
INC.**

FOR ACCREDITED INVESTORS ONLY
FORM D ACCESSION NO. 0002074825-25-00001

Longevity Clinic, Inc. (AiLe)

Offering Price: \$0.02 per share

Shares owned 25,000,000

Minimum Investment \$10,000

Offering Size: \$500,000

Seed Incentive Shares

2025 Regulation D, Rule 506(c) Offering

Open – Limited Allocation Remaining

Seed Round Private Placement Memorandum

For Accredited Investors Only

Form D Accession – No. 0002074825-25-00001

October 1, 2025

CONFIDENTIAL OFFERING MEMORANDUM

Not for Public Distribution – Accredited Investors Only

This Private Placement Memorandum (the “PPM”) relates to the offering of shares of common stock of AI Longevity Clinic, Inc. (the “Company”). This document has been prepared solely for informational purposes to assist prospective investors in deciding whether to proceed with an investment in the Company.

Planting the AiLc Dream with a Mission

Disclaimer & Legends

This Private Placement Memorandum (“PPM”) is being furnished on a confidential basis to a limited number of accredited investors for the purpose of providing certain information about an investment in AI Longevity Clinic, Inc. (the “Company”). The securities described herein have not been registered under the Securities Act of 1933, as amended, or any state securities laws, and are being offered in reliance on exemptions from registration provided by Section 4(a)(2) of the Securities Act and Regulation D promulgated thereunder.



This memorandum does not constitute an offer to sell or a solicitation of an offer to buy in any jurisdiction in which such an offer or solicitation would be unlawful. Distribution of this memorandum to any person other than the prospective investor to whom it was originally delivered, and such prospective investor’s advisors, without the prior written consent of the Company, is prohibited.

AI Longevity Clinic®

“Investor Relation”

Investing in private securities involves significant risk. Prospective investors should carefully review this PPM, including the Risk Factors section, and should consult their own legal, tax, and financial advisors before making any investment decision.

Section 1 — “ROI” Return on Investment

AI Longevity Clinic, Inc. (AiLc), Seed Round Private Placement Memorandum

SEED INVESTOR STOCK PURCHASE

PROJECTED STOCK RETURN ON INVESTMENT

Seed Investors Shares Growth Projection

This table shows the projected growth of a \$500,000 seed investment in AI Longevity Clinic Inc. based on future increases in share price. The investment was made at \$0.02 per share, resulting in ownership of 25,000,000 shares is Two and a Half (2.5%) of AI Longevity Clinic Inc, a Delaware SPAC Company.

Current & Projected	Share Price	Shares Owned	Investment Value	ROI (%)
5/28/2025 Starting <i>*(Seed)*</i>	\$0.02	25,000,000	\$500,000	Starting
Projected 3 rd Quarter 2025	\$0.10	25,000,000	\$2,500,000	400%
Projected 4 th Quarter 2025	\$0.20	25,000,000	\$5,000,000	900%
Projected 1 st Quarter 2026	\$0.30	25,000,000	\$7,500,000	1400%
Projected 2 nd Quarter 2026	\$0.50	25,000,000	\$12,500,000	2400%
Projected 3 rd Quarter 2026	\$1.00	25,000,000	\$25,000,000	4900%

AI Longevity Clinic, Inc. is a Delaware-registered SPAC company launching a chain of fully licensed, AI-powered medical centers across Florida. This seed opportunity is based on current operational assets and projected share value growth from early-stage revenues and strategic rollup expansion.

Exhibits / Original PPM Forms

(Ready to Print and Sign)

- A Subscription Agreement
- B Capitalization Table Snapshot
- C Seed Investor Welcome Package
- D Expended Financial Summery
- E Seed Investor Welcome Letter
- F Accredited Investor Verification Form
- G Overview Clinical - Pictures
- H Overview Strategic Corporate SPV's - Pictures
- I Corporate Structure & Growth Strategy

Longevity Clinic, Inc. (AiLc)

Offering Price: \$0.02 per share

Shares Owned 25,000,000

Seed Round Private Placement Memorandum

October 1, 2025

Corporate Documents Delivered to Investors and Filing to SEC

(Security Exchange Commission)

- 1 COI (Certificate of Incorporation)
- 2 SPAC Regulations toward IPO
- 3 Corporate By Laws
- 4 Corporate Board Members
- 5 Initial Board Resolution