

**STEEP HILL LABS, INC.**  
**Capitalization Table Summary**  
*February 15, 2018*

	COMMON AND PREFERRED STOCK			WARRANTS	OPTIONS/ ESOP	TOTAL OUTSTANDING		FULLY DILUTED	
	Total Shares Issued	% Issued	Amount Invested	# of Warrant Shares	# of Option Shares	Total Shares	%	Total Shares	Fully Diluted %
Common	98,387,035	29.49%	\$100,000			98,387,035		98,387,035	12.10%
2014 - Capital Raise	48,653,334	14.58%	\$3,699,000			48,653,334		48,653,334	5.99%
2015 - 506c	29,067,333	8.71%	\$2,180,050			29,067,333		29,067,333	3.58%
Transfers / Option & Warrant Conversions	15,482,202	4.64%	\$36,000			15,482,202		15,482,202	1.90%
<b>Total Common Stock</b>	<b>191,589,904</b>	<b>57.42%</b>	<b>\$6,015,050</b>			<b>191,589,904</b>	<b>33%</b>	<b>191,589,904</b>	<b>23.57%</b>
<b>Preferred Seed Series</b>	<b>142,045,454</b>	<b>42.58%</b>	<b>\$1,250,000</b>			<b>142,045,454</b>	<b>25%</b>	<b>142,045,454</b>	<b>17.47%</b>
<b>ESOP - Options</b>									
Options Granted (net of forfeitures & Exercised)					241,488,736	241,488,736			
Remaining Option Pool					38,010,014				
<b>Total ESOP - Options</b>					<b>279,498,750</b>	<b>241,488,736</b>	<b>42%</b>	<b>279,498,750</b>	<b>34.38%</b>
<b>Warrants Issued<sup>1</sup></b>			<b>\$14,800,000</b>	<b>199,739,214</b>				<b>199,739,214</b>	<b>24.57%</b>
<sup>1</sup> Amount invested represents strike price of warrants if executed									
<b>TOTALS</b>	<b>333,635,358</b>		<b>22,065,050</b>	<b>199,739,214</b>	<b>279,498,750</b>	<b>575,124,094</b>	<b>100%</b>	<b>812,873,322</b>	<b>100%</b>

**STEEP HILL LABS, INC.**  
**Post Series A-1 Pro Forma Capitalization Table Summary**  
*February 15, 2018*

Feb 15, 2018  
**DRAFT**

	COMMON AND PREFERRED STOCK			WARRANTS	OPTIONS/ ESOP	TOTAL OUTSTANDING		FULLY DILUTED	
	Total Shares Issued	% Issued	Amount Invested	# of Warrant Shares	# of Option Shares	Total Shares	%	Total Shares	Fully Diluted %
Common	98,387,035	11.5%	\$180,000			98,387,035	8.97%	98,387,035	7.4%
2014 - Capital Raise	48,653,334	5.7%	\$3,699,000			48,653,334	4.44%	48,653,334	3.6%
2015 - 506c	29,067,333	3.4%	\$2,180,050			29,067,333	2.65%	29,067,333	2.2%
Transfers / Option & Warrant Conversions	15,482,202	1.8%	\$36,000			15,482,202	1.41%	15,482,202	1.2%
<b>Total Common Stock</b>	<b>191,589,904</b>	<b>22.4%</b>	<b>\$6,095,050</b>			<b>191,589,904</b>	<b>17%</b>	<b>191,589,904</b>	<b>14.4%</b>
<b>Preferred Seed Series</b>	<b>142,045,454</b>	<b>16.6%</b>	<b>\$1,250,000</b>			<b>142,045,454</b>	<b>12.95%</b>	<b>142,045,454</b>	<b>10.6%</b>
Series Seed Preferred	244,345,978	28.6%	\$2,150,245			244,345,978	22.3%	244,345,978	18.3%
2017 Preferred Convertible Note - I	114,333,779	13.4%	\$2,109,808			114,333,779	10.4%	114,333,779	8.6%
2017 Preferred Convertible Note - II	67,173,781	7.9%	\$2,065,937			67,173,781	6.1%	67,173,781	5.0%
2017 Preferred Convertible Note - III	70,954,772	8.3%	\$3,055,110			70,954,772	6.5%	70,954,772	5.3%
New Money Equity Shares	25,088,450	2.9%	\$2,000,000			25,088,450	2.3%	25,088,450	1.9%
<b>Total Series A-1 Preferred Shares</b>	<b>521,896,760</b>	<b>61.0%</b>	<b>\$9,230,855</b>			<b>521,896,760</b>	<b>47.6%</b>	<b>521,896,760</b>	<b>39.1%</b>
<b>ESOP - Options</b>									
Options Granted (net of Forfeitures & Exercised)					241,488,736	241,488,736	22.0%	241,488,736	18.1%
Remaining Option Pool					38,010,014			38,010,014	2.8%
<b>Total ESOP - Options</b>					<b>279,498,750</b>	<b>241,488,736</b>	<b>22.0%</b>	<b>279,498,750</b>	<b>20.9%</b>
<b>Warrants Issued<sup>1</sup></b>			\$14,800,600	199,739,214				<b>199,739,214</b>	<b>15.0%</b>
<sup>1</sup> Amount invested represents strike price of warrants if executed									
<b>TOTALS</b>	<b>855,532,118</b>	<b>100%</b>	<b>\$31,376,505</b>	<b>199,739,214</b>	<b>279,498,750</b>	<b>1,097,020,855</b>	<b>100%</b>	<b>1,334,770,082</b>	<b>100%</b>

Proprietary & Confidential