ACTRX OPERATIONAL GROUP LIMITED

SUMMARY OF TERMS

PRIVATE AND CONFIDENTIAL – NOT INTENDED FOR PUBLIC CIRCULATION

This document is for informational purposes only and does not identify all the risks (direct or indirect) or other considerations that might be material to you when entering into the transaction. You should consult your own business, tax, legal and accounting advisors with respect to this proposed transaction and you should refrain from entering into a transaction with us unless you have fully understood the associated risks and have independently determined that the transaction is appropriate for you.

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Overview:

ACTRX Operational Group Limited ("AOG"), a company organised, existing and in good standing in The Bahamas is the owner of certain intellectual property of a certain treatment for Dengue Fever and Malaria, it is called ActRx TriAct® and ActRx Triact Plus®. The Research Scientists and Medical practitioners also believe that Yellow Fever, Sleeping Sickness, Wes Nile Fever and Japanese Encephalitis will all soon be cured by ActRx.

Clinical Protocols and Studies have demonstrated 100% efficacy as well as 100% safety in curing Malaria and Dengue Fever within days. Recipients demonstrated no antibodies present in their systems after the treatment/cure. No side effects or even a rash has been seen or reported during or after the administration of ActRx TriAct® (Dengue) and ActRx TriAct Plus® (Malaria).

Malaria and Dengue Fever are both mosquito-caused afflictions, although one is a virus and the other a parasite.

Phase I and Phase II were waived due to the US FDA material safety precedence.

The company has completed Phase III clinical trials for both Malaria and Dengue Fever in all aspects of these vector borne diseases.

Some Malaria and Dengue facts (source: WHO data):

	Malaria	Dengue
People Affected	700 Million	300 Million
Deaths per Year	1.8 Million	3 million
Hospital Time	5 – 10 days	7 – 20 days
Hospitalization Cost	USD 250 per day	USD 350 per day
Treatment	Testing, Blood work, Specified Medication and Retesting	Testing, Blood work, Bed rest, Liquids and Continuous Platelet Counts
Third Party Cure	No	No

Economics:

The ActRx treatment for Malaria and or Dengue costs USD 25.00 per treatment. Management estimates the cost to produce each treatment of each treatment is USD $15.00

For Malaria:
ActRx will cure Cerebral Malaria and remove all of the Parasites from the body within the first four days. There is no need for hospitalization and no deaths.

Conventional Malaria treatments cost USD $5.00 per administration. Multiple Malaria treatments are required. If not given an Artemether injection, rarely available within the first few days of Cerebral Malaria, the patient will die.

Tests cost approximately USD $45.00 per test. Typically multiple tests are required the type of Malaria.

The Current Malaria Treatment medication costs approximately $5.00 and is only for very mild cases. This Treatment does not cure Cerebral Malaria nor does it totally remove the Parasites. Typically, a patient with anything other than mild Malaria will be admitted to the hospital. Three main factors determine treatments: the infecting species of *Plasmodium* parasite, the clinical situation of the patient (for example, adult, child, or pregnant female with either mild or severe malaria), and the drug susceptibility of the infecting parasites. Drug susceptibility is determined by the geographic area where the infection was acquired. Different areas of the world have malaria types that are resistant to certain medications. The correct drugs for each type of malaria must be prescribed by a doctor who is familiar with malaria treatment protocols. Since people infected with *P. falciparum* malaria can die (often because of delayed treatment), immediate treatment for *P. falciparum* malaria is necessary.

Mild malaria can be treated with oral medication; severe malaria (one or more symptoms of either impaired consciousness/coma, severe anemia, renal failure, pulmonary edema, acute respiratory distress syndrome, shock, disseminated intravascular coagulation, spontaneous bleeding, acidosis, hemoglobinuria [hemoglobin in the urine], jaundice, repeated generalized convulsions, and/or parasitemia [parasites in the blood] of > 5%) requires intravenous (IV) drug treatment and fluids in the hospital.

There is no assurance of the curative effects of current Malaria treatments. Efficacy is dependent on a patient getting care within 24 to 48 hours of contracting Malaria. Additional treatments may be required.

In addition, the compound quinine is commonly utilized. This compound is toxic.

Cost Solution:	Traditional (USD 5 / treatment)	ActRx (USD 25 / treatment)
No Hospitalization - Treatment plus - 3 tests (3 x USD 45)	≥ USD 140 (Not necessarily cured, takes time, additional treatments may be required in most cases)	USD 160 (Full cure, 4 days)

With Hospitalization - Treatment plus - tests (At USD 45 / per test) 5 tests for Traditional (at least) 3 tests for ActRx plus - hospital stay of: 7 days for Traditional 0 days for Act Rx	≥ USD 1,980 (Not necessarily cured, takes time, additional treatments and stay may be required in most cases)	USD 160 (Full cure, no residual in blood, 4 days, no stay required)

For Dengue Fever:

The ActRx treatment for Dengue costs $ 25.00.

The ActRx treatment will cure Dengue as well as Dengue Hemorrhagic and remove the virus' from the body within the first four days. There is no need for hospitalization for mild or mid level cases. For serious cases a total of 3 days should be the most the patient will need to stay in the hospital.

There is no other known cure for Dengue. The present treatment is supportive care with analgesics, fluid replacement, which is dangerous as it thins the blood and allows for capillary leakage, and bed rest. Acetaminophen may be used to treat fever and relieve other symptoms but is also dangerous as it also thins the blood. Management of severe dengue requires careful attention to fluid management and proactive treatment of hemorrhage. Platelet counts are done continually. If the immune system is strong the patient has a good chance for survival. Typically those who do not survive Dengue are children, the elderly and those with impaired immunity.

Cost Solution:	Traditional (No Treatment)	ActRx (USD 25 / treatment)
With Hospitalization - Treatment plus -tests (USD 45 per test) at least 10 for traditional 4 for Act Rx plus -hospital stay of: 10 days for traditional treatment 3 days for Act Rx treatment	≥ USD 3,950 (Not necessarily cured, takes time, additional treatments and stay may be required in most cases)	USD 1, 280 (Full cure, no residual in blood, 3 days, no further stay required)
No Hospitalization -Treatment plus -tests (USD 45 per test) Not available for Traditional 2 for Act Rx	Not available or possible	USD 115

Science:

Why ActRx works on Dengue

Dengue is an acute multi-systemic Viral infection that is so dynamic that within a remarkably short period of time, a mild form can mutate into a severe case which can be attributed to capillary permeability leading to plasma leakage and resulting in a high mortality rate.

Dengue is caused by the Dengue virus with four serotypes namely; DEN1, DEN2, DEN3, DEN4. Though closely related, they are recognized by the immature dendritic cells and pass through to the lymph nodes. As the infected cells mature, they travel through the lymphatic system, then to circulation and eventually to the different organs of the body. This leads to high viremia commencing with the onset of clinical manifestations such as high grade fever, headache, body malaise, bone pain, abdominal pain, nausea and vomiting defined as the febrile phase.

This will be followed by the critical phase which occurs during defervescence, defined as a temperature <37.8 C into two occurring episodes eight (8) hours apart and mark the onset of plasma leakage. This is explained by the release of cytokines damaging the endothelial lining allowing the plasma into the third space causing pleural effusion, ascites, edema of certain organs, and pulmonary congestion hence the increase of the hematocrit. Increase of the hematocrit may not only be due to leakage but also to dehydration caused by vomiting and poor appetite. Plasma leakage may result in ineffective blood volume leading to shock and eventually death.

The ActRx Tri-Act Dengue Treatment is a patent pending Treatment consisting of Artemether solution 60mg/bottle Sublingual Nano-spray, Artesunate 50 mg tablets and Berberine Alkaloid 400 mg tablets. This Act Rx Tri-Act Treatment has been developed for Dengue Case Management as an Anti-Viral agent against all four (4) Serotypes of Dengue. This combination of drugs shortens the course of Dengue Illness through its Anti-Viral property. This Anti-Viral property shortens the duration of Viremia (presence of Virus in the blood) and decreases antigen-antibody complexes thereby preventing the release of additional cytokines which may damage the endothelial linings leading to Plasma Leakage.

In Dengue, the degree of severity is strongly associated with the level of Cytokines (TNF, IL-1, IL-6, IL-8) released during the infectious process. Typically, this will lead to increased capillary permeability allowing the plasma to flow from intracellular to extracellular space. The failure to prevent this sequence of events means that the patient will go into hypovolemia (decrease in volume of blood plasma) leading to hypovolemic shock (emergency condition in which severe blood and fluid loss makes the heart unable to pump enough blood to the body) causing many organs to stop working, and eventually succumb to death.

If the ActRx Tri-Act® Dengue Treatment is administered early, at the onset of the disease, it takes action against the Dengue Virus decreasing the viral load and shortens the period of viremia. The Act Rx Tri-Act® Dengue Treatment prevents further damage to the endothelial linings of capillaries, thus preventing Plasma Leakage.

When ActRx Tri-Act® Dengue Treatment is administered in a late stage of the Dengue illness, it attacks the Dengue Virus, slows down the viremic phase, eventually stopping it completely and closing off Plasma Leakage.

"THE ACTRX TREATMENT FOR DENGUE AND THE ACTRX CURE FOR MALARIA REPRESENT THE BEST MEDICAL STANDARD OF CARE FOR THE TREATMENT OF DENGUE AND THE BEST MEDICAL STANDARD FOR THE CURE OF MALARIA IN THE WORLD TODAY. INDEED WE WILL GO FURTHER. IT IS THE ONLY TREATMENT FOR DENGUE, AND THE ONLY TOTAL GLOBAL CURE FOR MALARIA".

June 14, 2013
Dr. Efren Dimaano and Dr Edna Miranda, San Lazaro Hospital for Infectious Diseases, Manila, Republic of the Philippines.

"THE PHILIPPINE DEPARTMENT OF HEALTH WILL PURCHASE ALL OF THE NECESSARY ACTRX DENGUE TREATMENTS TO TREAT EVERY PATIENT IN THE PHILIPPINES. IN ADDITION THE DOH WILL TAKE EACH PROVINCE WHICH IS MALARIA INFESTED, ONE AT A TIME AND TREAT EVERY PERSON WITHIN THE PROVINCE WITH THE ACTRX MALARIA TREATMENT, IN ORDER TO RID THAT PROVINCE OF MALARIA FOR GOOD".

June 14, 2013
Dr. Juvencio Ordona, Under Secretary of the Department of Health, Republic of the Philippines.

Current Status of Dengue Phase 3 Clinical Trial: Completed

It appears the company has achieved nearly 100% success in its blind study and conditional approval for the Dengue treatment to the formulary has been granted by The Republic of the Philippines Department of Health by the Secretary of Health, The Honourable Secretary Enrique T. Ona.

The approval for the Malaria treatment to the formulary is pending and is expected momentarily.

Why ActRx works on Malaria

Malaria is a protozoan disease caused by one or more of the Plasmodia species, namely Plasmodium Falciparum, Plasmodium Vivax, Plasmodium Ovale, and Plasmodium Malariae, that generally infects humans through the bite of an infected female Anopheles mosquito. Plasmodium species exist in a variety of forms and have a complex life cycle that enables them to survive in different cellular environments.

The clinical manifestations of Malaria depend on the species of Malaria parasite causing the infection, immune status of the individual, mode of transmission of infection, whether the individual is taking prophylaxis and the host immune factors.

The usual presentation of Malaria is high grade fever that periodically occurs every 48 to 72 hours. The fever is preceded by several hours of shaking chills, and as the fever subsides the patient experiences profuse sweating. Other non-specific symptoms which characterize the disease include fatigue, headache, dizziness, nausea, vomiting, loss of appetite, muscle, joint and back pains and sometimes dry cough. Malaria patients sooner or later develop anemia. More dreadful and sometimes fatal complications of the disease include kidney and liver failure, as well as Cerebral Malaria. It is not unusual to develop thrombocytopenia and Disseminated Intravascular Coagulation (DIC).

There are several diagnostic laboratory examinations that can be used in the diagnosis of Malaria, but microscopy (thin and thick smears) or the Blood Smear for Malaria Parasite (BSMP) remains the gold standard for establishing the diagnosis of Malaria. Other diagnostic examinations include: fluorescent microscopy, detection of parasite antigen, polymerase chain reaction, flow cytometry and rapid diagnostic test kits.

The ActRx TriAct Plus® Malaria Treatment is a patent-pending treatment composed of Artemether solution 60mg/bottle Sublingual Nano-spray, Artesunate 50mg tablets, Berberine Alkaloid 400 mg tablets and Primaquine 15mg tablets. This Act Rx TriAct Plus® Treatment with both the Artemisinin derivatives, Artemether and Artesunate, contains the highest concentrated forms of the active ingredients from the Artemisia Annua Plant which are known for their anti-Malarial properties and safety profile. The third component of the ActRx TriAct Plus® Treatment is an alkaloid called Berberine. It is a quaternary ammonium salt from the protoberberine group of isoquinoline alkaloids usually found in plants such as Berberis. Berberine is found in the roots, rhizomes, stems and barks of the plant. It has a tetracyclic skeleton derived from a benzyl-tetrahydroisoquinoline system with the incorporation of an extra carbon atom provided by S-adenosyl methionine (SAM) via an N-methyl group. Berberine blocks the telomerase activity of the plasmodium during its erythrocytic cycle. The combination of both botanicals, Artesunate and Berberine makes the ActRx TriAct Plus® Malaria Treatment very effective and safe. The addition of Primaquine (the Plus) to the ActRx TriAct® Treatment prevents patient relapse. Primaquine eliminates the Gametocytes within the Liver. Primaquine is an 8-aminoquinoline anti-protozoal agent which is highly active against exo-erythrocytic stages of Plasmodium Vivax, Plasmodium Ovale and against the primary exo-erythrocytic stages of Plasmodium Falciparum.

The formulation makes Malaria treatment simple and effective for both Complicated and Uncomplicated cases. It's simple because the ActRx TriAct Plus® Treatment comes in a package with clear and simple instructions, which non-medically trained personnel can administer. The inclusion of the Artemether (Oral) Nano-Spray enhances immediate bio-availability of the drug

into the circulation for immediate and fast action. The Artemether spray is a good alternative to the Artesunate suppository, which usually requires refrigeration and an intact sphincteric tone to avoid ejection, giving no time for the drug to be absorbed. The Artemether Nano-Spray eliminates the need for drugs to be administered parenterally, which may otherwise predispose the patient to drug induced complications such as hypoglycemia and cinchonism. The bio-availability of the Artemether (Oral) Nano-Spray is sustained by the Artesunate and Berberine tablets.

The ActRx TriAct Plus® Treatment does not require the health personnel to specifically identify the species of Plasmodium, since it is effective and safe for all types of Plasmodium. As well, it will not harm an individual if it is taken by mistake. This is extremely useful in far flung areas (where indigenous people live), where there is no available Rapid Diagnostic Tests (RDTs) and/or Blood Smear for Malaria Parasites (BSMP). Therefore the ActRx TriAct Plus® is a simple, safe and effective total Cure Treatment for Malaria.

Current Status of Malaria Phase 3 Clinical Trials: Completed.

The Malaria Clinical Trials were completed during the Fall of 2013. The Protocol for the Malaria Clinical Trial passed the Ethics Committee with the DOH and FDA guidelines, and commenced on November 17, 2012.

There have been absolutely no Safety Issues whatsoever, and as for Efficacy, results of the ActRx TriAct Plus® Treatment have been extremely successful.

The company's management does not intend to operate the company as a fully integrated pharmaceutical company. They have opted to structure their business model to be both platform and vertically based, that provides them security over the protection of their intellectual property, whilst at the same time ensuring that their ***ActRx TriAct®*** and ***TriAct Plus®*** products, are brought to market in the shortest possible time, with the least barriers to entry. During 2014, the company intends to grant “Franchise licenses” and distribution rights for specific territories, probably through a series of sealed bid auctions. The number of territories will depend on the terms of the agreements that are agreed to with specific Pharmaceutical Companies, Distributors and Government entities.

Accordingly, it will charge a specific fee for the licenses which will be determined by their financial advisers and pharmaceutical experts that will be employed by the company. It is noted that the company has already retained the law firm Duane Morris (http://www.duanemorris.com to aid in the future negotiations with regard to the potential licensing for the company's drugs for both Dengue and Malaria.

The company is also considering retaining JP Morgan's Healthcare Group, to assist the company in formulating a strategic pricing matrix for these discussions, for both Malaria and Dengue. This group, or a similarly high

	caliber firm, that will be retained, will play a critical role in future discussions, to ensure the optimization of the companies' true value and future earnings. For this purpose agreements may be made to have more than one Pharmaceutical Company or Distributors to cover and share specific territories. In addition, the company will manufacture and sell its products to the pharmaceutical companies at an established ex-factory price. In addition, through its distributors, the company will charge a fixed royalty payment for sales to hospitals, clinics, NGO's and Government health departments. The company conservatively expects, based upon expert opinion and precedent, to realize $1.6 - $2.0 billion from the sale of Franchise licenses. Agreements for manufacture of the product may be entered into, in which ActRx oversees the manufacturing by a major pharmaceutical company. (Assuming that counsel advises that its intellectual property is adequately protected, by doing so). The company expects to file additional patents in view of the fact that its physician advisory group has informed it, that the same medications may be used to treat other similarly parasitic/virus transmitted diseases, such as West Nile fever, Yellow fever, Sleeping sickness and Japanese encephalitis.
Financing Sought:	Sale of distribution licences
Amount:	To be discussed
Security:	Assignment of Rights
Equity Rights:	Not Applicable
Use of Proceeds:	Operations
Risk Factors:	- Better treatments may be discovered which render ActRx treatments obsolete or less desirable. - Company is newly formed and the shareholders of this Company have independently, personally and separately funded the development of the treatment and tests but the Company requires working capital to finalize its goals. - Company may not be able to manufacture product swiftly enough to meet market demand thus compelling outsourcing with attendant risks.

- At present the Company has under-developed product pipelines.
- Changes in the competitive environment may have an adverse effect upon business.
- The Company could experience product launch delays.
- The Company may experience difficulty in the retention of key talent.
- Company may experience difficulty in recruiting persons or entities experienced in Pharma business.
- While Patents have been applied for, and competent Patent Attorney's employed have opined that Patent Applications are valid, there is no assurance that they will be granted.
- Company has no sales.
- Patent life also drives the need for R&D to deliver sufficient products with potential to replace the revenue being lost to generic competition in the face of increasingly stringent regulatory requirements, which may result in reduced revenues.
- Industry/generic competition may occur affecting profitability.
- Protection and expiration of intellectual property rights may not occur in all jurisdictions, and there is risk of theft.
- Pharmaceutical pricing may change causing lower profits.
- Regulatory requirements may change impacting the company adversely.
- R&D efforts may not be successful.
- Interest rates/currency exposure/inflation may adversely affect the Company.
- Legal proceedings including adverse outcome of litigation and government investigations cannot be predicted and may affect company adversely.
- Patent litigation could occur and cannot be predicted with any certainty.
- Failures in the Manufacturing processes/product supply/raw materials may adversely affect company.
- Global, political and economic conditions may adversely affect company.

- Unsuccessful strategic alliances/business combinations may adversely affect the Company.
- Product liability cannot be predicted with certainty.
- Environmental/health and safety liabilities cannot be predicted with certainty.
- Taxation changes may adversely affect the Company.
- Reliance on third party manufacturing / providers or marketing suppliers may cause difficulties that could adversely affect the Company.
- Disruption from natural disasters could occur.
- US healthcare reform legislation could affect US sales.
- Political instability could disrupt sales.
- Human resources/key personnel could adversely affect the Company.
- European economic exposure is unpredictable.
- Reliance on key products is risk factor.
- Product safety issues could arise.
- New or revised accounting standards could affect profitability.
- Emerging market risk cannot be estimated.
- Liquidity risks could affect company adversely.
- Counterfeit products competition from bio-similars could adversely impact results.

Directors:

ROBERT STEELE

Mr. Steele has 35 years of executive management experience in business operations, capital and emerging markets, global product production and marketing and sales. A graduate of Yale University, he has been a consultant to many businesses and governments. In addition, he has been an Owner/Operator for many ultra successful international companies in many different countries. Mr. Steele is the primary mover and enabler in these events. It has been through his relationships that ActRx has been able to proceed in several countries.

KIRK A. SEUBERT

Mr. Seubert currently owns and operates multiple successful businesses in the U.S., Europe and Hong Kong. His businesses operate to provide neutraceuticals and pharmaceuticals, as well as other health-related products

Advisors:

to numerous countries. Mr. Seubert brought the medical treatments for Malaria and Dengue Fever to final testing on human beings approved by the FDA and Philippine Government .

The following advisors are involved in the clinical trials:

San Lazaro Hospital Research and Ethics Review Board
Institution: San Lazaro Hospital for Infectious Diseases
Address: Quiricada St., Sta. Cruz, Manila

Designation	Name	Expertise	Affiliated with the Institution/ Non-affiliated (√/x)	Ethics Training (Y/N)	Title of Training
Chair	Dr. Efren Dimaano	Infectious Disease	√	Yes	-
Secretary	Ms. Razel Kawano	Immuno-Sero	√	Yes	Harmonization of Ethics Review Operating Procedure
Members	Dr. Edna Miranda	Infectious Disease, Pediatrics	√	Yes	-
	Dr. Edna Edrada	Infectious Disease, Adult	√	Yes	-
Vice Chair	Dr. Jason Suquila	Statistics	√	Yes	-
	Dr. Frances Sanchez	Pathology	√	No	-
	Dr. Rosario Abrenica-Tactacan	Special Concern	√	Yes	-
	Ms. Monalisa Dorado	Nursing Service	√	No	-
	Dr. Eumelia Salva	Epidemiology	√	Yes	-
	Dr. Rontgene Solante	Infectious Disease	√	Yes	-

The following has assisted in matters relating to Immunology:
Dr. Carlos Alberto Labarrere, M.D.
Dr. Labarrere, currently an Adjunct Professor of Medicine at Indiana University School of Medicine located at the Methodist Research Institute (Clarian Health Partners, Inc.). Since 1987, his practice has enabled him to gain global

	recognition and expertise in Perinatal Pathology and Immunology as a Transplant Immunopathologist and Senior Investigator of Research at Methodist Hospital of Indiana, USA. The following are assisting with FDA related matters: Dr. Kevin Paul Bethel, M.D. Dr. David Mundschenk
Initial Sales:	Initial Sales are expected through orders to be placed by the Ministry of Health in Philippines for 1,000,000 units. It is estimated the Philippines operation alone will service neighbouring countries of Indonesia, Malaysia, Viet Nam and Thailand and be responsible for sales of up to 5,000,000 units per month. Discussions for ventures and acquisitions will be contemplated in other areas to increase distribution market breadth. **Profitability on Sales: (On Sale at USD $25.00 per treatment)** Malaria Treatment: USD 10.03 per treatment Dengue Treatment: USD 10.23 per treatment
Disclaimer:	**This document is for informational purposes only.** **The information provided in this document should not be considered a recommendation to purchase or sell any particular security. AOG has not independently verified this performance information for accuracy or completeness and all dollar values are subject to change when production begins.** **This is a private placement exempt from registration in the United States under the Securities Act of 1933. The Company has not filed any registration statements in the United States, nor are any filings contemplated.**