

## Near Infrared Imaging

Vein-Eye™

Biometrics

Optical Ultrasound Tomography™

### MEMORANDUM OF TERMS

**NAME OF ISSUER:** Near Infrared Imaging, Inc

**Date:** September 18, 2015

### MEMORANDUM OF TERMS

This Memorandum of Terms represents the current thinking of the parties with respect to certain of the major issues relating to the proposed private offering and does not constitute a legally binding agreement. This Memorandum of Terms does not constitute an offer to sell or a solicitation of an offer to buy securities in any State or Country where the offer or sale is not permitted.

### THE OFFERING

Near Infrared Imaging a Delaware corporation (the “**Company**”) has 4M shares Authorized and 2.2M shares Outstanding.

#### **Securities**

Common Equity with a \$5M valuation pre-money

#### **Amounts of the offering**

\$5,000 - \$10,000 - \$50,000 - \$100,000 - \$500,000 - \$1,000,000

#### **Number of shares**

2000 - 4000 - 20,000 - 40,000 - 200,000 – 400,000

#### **Price per share**

\$2.50 per share

### TERMS

***There are no Preferred Shares being offered. There are no Warrants being offered. NII has never offered Preferred Shares or Warrants. .***

The holders of common stock have the right to sell their shares to other investors, to NII, or to anyone else on the open market. The price of the shares is supported by the existing earnings, sales, values of the patents and IP, and future expectations of growth and profitability.

There are non-restricted Founder shares. Each share will have the right to (one) 1 vote. If 100,000 or more shares are purchased, the shares will be permanently non-dilutive.