

Filed Pursuant to Rule 433 of the Securities Act of 1933. Issuer Free Writing Prospectus dated September 20, 2023 relating to Preliminary Prospectus dated September 19, 2023. Registration Statement No. 333-27350

## **KNOW LABS**

TRANSFORMING NON-INVASIVE MEDICAL DIAGNOSTICS

NYSE American: KNW

September 2023

## Disclosure

#### FREE WRITING PROSPECTUS

Filed pursuant to Rule 433 of the Securities Act of 1933, as amended. This Free Writing Prospectus related to the proposed public ooffering of shares of common stock of Know Labs Inc. (the "Company"), which are being registered on a Registration Statement on form \$-1 (File No. 333-274350) (as amended, the "Registration Statement") filed with the United States Securities and Exchange Commission ("SEC"). The Registration Statement has not yet been declared effective by the SEC. Before you invest, you should read the perfusion statement has not yet been declared effective by the SEC. Before you invest, you should read the perfusion statement (including the Risk Factors described therein) and other documents has filed with the SEC for more complete information about the Company and the proposed offering. The Registration Statement is accessible through the following web link: <a href="https://www.sec.gov/Archives/edgas/data/1074828/000165495423012045/know.sla.htmlps.">https://www.sec.gov/Archives/edgas/data/1074828/000165495423012045/know.sla.htmlps.</a>

Alternatively, the Company and any underwriter or dealer participating in the proposed offering will arrange to send you the prospectus if you request it by calling The Benchmark Company, LLC, Attention: Prospectus Department, 150 E. 58th Street, 17th Floor, New York, New York 10155, by e-mail at prospectus@benchmarkcompany.com or by telephone at (212) 312-6700; or Boustead Securities, LLC at 949.592-4408 or by email at offerings@boustead1828.com or standard mail at Boustead Securities, LLC Attr. Equity Capital Markets, 6 Venture, Suite 395, Irvine, CA 95618, USA.

#### CAUTION ABOUT FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements that are based on the Company management's beliefs and assumptions and on information currently available to the Company. All statements of historical facts are forward-looking statements. These statements relate to future events or to the Company's future financial performance and involve known and unknown risks, uncertainties and other factors that may cause actual results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Forward-looking statements include, but are not limited to, statements about; goals and strategies, future business development, financial condition and results of operations expected product development outcomes, including obtaining regulatory clearance, expected changes in revenue, costs or expenditures, growth of and competition trends in industry, and expectations regarding demand for, and market acceptance of, our products. You can identify forward looking statements by terms such as "may," "could," "would," "would," "would," "should," "would," "should," statements, but should consider various factors, including, "company managements and other factors may control and which could materially affect results. . In evaluating these forward-looking statements, so us should consider various factors, including, "company managements about the company in should consider various factors, including, "company in support the company in should consider various factors, including, "company in supp

#### EODM CDS/DEC BLDISCLAIMED

Boustead Securities, LLC is registered with the SEC as a broker-dealer and is a member of the Financial Industry Regulatory Authority (FIRRA) and the Securities Investor Protection Corporation (SIPC). Brokerage and Investment Advisory Services and Foes differ and it is important for you to understand these differences. Free and simple tools are available to research firms and financial professionals at investor gov/crs, which also provides educational materials about broker-dealers, investment advisors, and investing. When we provide you with a recommendation, we have to act in your best interest shaded of yours. At the same time, the way we make money creates a conflict with your interests. Please strive to understand and ask us about these conflicts because they can affect the recommendations we provide you. There are many risks involved with investing. For Boustead Securities customers and clients, please see our regulation best interest relationship guide on the form CRS Reg Bi page on our website at https://www.boustead1828.com/form-crs-reg bi. Please also carefully review and verify the accuracy of the information you provide us on account applications, subscription documents and others. © 2020 and others.

## **Risk Factors**

General securities market uncertainties resulting in economic considerations.
Recent unesse regarding the aforementioned goo political considerations and increasing inflation has caused the United States and worldwide national securities markets to have undergone unprecedented stress due to the uncertainties of regarding the economic new processes of governments, businesses, and the general population. These uncertainties have resulted in declines in all market sectors, increases in volumes due to flight to safety and governmental actions to support the markets. As a until economic outlook has stabilized, the markets may not be available to the Company for purposes of raising regained capital. Should we went be able to obtain financing when required, in the amounts necessary to execute on our plans in full, or on terms which economically feating the interesting to purpose or training plants to proceed the planned future goodwin address copy of our operations.

We need additional financing to support our technology development and ongoing operations, pay our debts and maintain ownership of our intellectual properties.

We are currently operating at a loss and using substantial cash to fund our operations, pay our currently operating at a loss and using substantial cash to fund our operation. We believe that our cash on hand will be sufficient to fund our operations through December 31, 2023. We will need additional financing to implement our business plan and to service our orgoing operations, pay our current debts (described below) and maintain ownership of our irrellectual property. There can be no assurance that we will be able to secure any needed funding, or that if such funding is available, the terms or conditions avoid be acceptable to us. If we are unable to obtain additional financing when it is needed, we will need to restricture our operations and/or divide all or a portion of our business. We may seek additional capital through a combination of private and public equity offerings, debt financings is divided to the substance of the substan

We have a history of operating losses and there can be no assurance that we can achieve or maintain profitability.

We have experienced net losses since inception. As of June 30, 2023, we had an accumulated deficit of \$118,715,000 and net losses in the amount of \$12,353,000, \$20,071,000 and \$25,360,000 during the nine months ended June 30, 2023 and the years ended September 30, 2022 and 2021, respectively. There can be no assurance that we will achieve or maintain profitability in the future, we may not be able to sustain profitability in subsequent periods. Failure to become and remain profitability to raise capatile, by to raise capatile, by to raise capatile, by to raise capatile, to sustain a profitability in subsequent periods. Failure to become and remain profitability in case capatile, to expense may increase as we spend resources on growing on business, and if our evenue does not correspondingly increase, our operating results and financial condition will suffer. Our business and our submisses and office of the resist and expense of the profit of the profi

If we are unable to secure a sales and marketing partner or establish satisfactory sales and marketing capabilities at our company, we may not be able to successfully commercialize our technology.

If we are not successful entering into appropriate collaboration arrangements or recruiting sales and marketing personnel or in building a sales and marketing infrastructure, we will have difficulty successfully commercializing our technology, which would adversely affect our business, operating results and financial condition.

We may not be able to enter into outlibuoration apreciments on terms acceptable to us or at all. In addition, even if we enter into such relationships, we may have limited or no control over the sales, marketing and distribution activities of these third parties. Our future revenues may depend heavily on the success of the efforts of these third parties. If we effect to establish a sales and marketing infrastructure, we may not realize a positive return on this investment. In addition, we must compete with established and well-funded pharmaceutical and biotechnology companies to recrut, their, train and retain sales and retain sales and retain sales and retain sales and retain accounts running to commercialize terchnology without strategic partners or licensees include:

- our inability to recruit and retain adequate numbers of effective sales and marketing personnel, but has do comprehendantly products to be offered by sales personnel, which may put us at a competitive disadvantage relative to companies with more extensive product lines; and unforceseen costs and expenses associated with creating an independent sales and marketing organization.

Government regulatory approval may be necessary before some of our products can be sold and there is no assurance such approval will be granted.

Our technology will have a number of potential applications in fields of use which will require prior governmental regulatory approval before the technology can be introduced to the marketplace. For example, we are exploring the use of our technology for certain medical diagnostic applications, with an initial focus on the monitoring of blood glucose. There is no assurance that we will be successful in developing glucose monitoring medical applications for our technology, if or example, we are exploring of the control of the production of our technology, prior clearance by the FDA and other governmental regulatory bodies will be required from the technology could be introduced into the marketplace. Or devices leverage Michael Levering (ML) and Artificial Intelligence (AI) to process the massive data collected through the Bio-SFID sensor. ML/AI also controls the sensor operation, enabling the device to errisk and capture data, and, ultimately, to identify and measure blood glucose levels. Machine learning enabled devices software functions (ML-OSF) continue to be evaluated by the FDA, which recently released en level guidance perposed as a capture of the AI/AI, enabled medical devices to be monitoring medical diagnosts of control or regulatory approval or developed. There is no assurance that such the regulatory approval or developed in a application for clearance to market these glucose monitoring systems in the United States or outside of the United States. Any delay in, or failure to receive or maintain, approval or clearance for our products could prevent us from generating revenue from these products or achieving profitability.





Issuer	Know Labs, Inc. (the "Company")
Exchange & Ticker	NYSE American: KNW
Shares of Common Stock Outstanding Prior to this Offering	52,358,463 as of June 30, 2023
Shares of Common Stock Offered by the Company	14,814,815 (based on assumed offering price)
Shares of Common Stock Outstanding Immediately after the Offering	67,173,278 shares of common stock (or 69,395,500 shares if the underwriters exercise the over-allotment option in full).
Offering Price	\$0.54 (assumed based on the closing price on September 18, 2023)
Use of Proceeds	Research and Development Product Development Clinical Studies Intellectual Property Development Working Capital General Corporate Purposes
Underwriters	The Benchmark Company, LLC and Boustead Securities, LLC
Issuer's Legal Counsel	Proskauer Rose, LLP
Underwriter's Legal Counsel	ArentFox Schiff, LLP
Auditor	BPM, LLP

Know Labs' Technology is in development, and there is no assurance that the development will have a successful outcome. Past performance is not indicative of future results. There is no guarantee that any specific objective will be achieved.



# Know Labs Leadership

CEO		
Jordyn Hujar	Chief of Staff	Corporate Operations, Day-to-Day Management
Dr. James Anderson	Chief Medical Officer	Regulatory and Medical Affairs
Pete Conley	CFO & SVP IP	Finance, Investor Relations, Intellectual Property
Leo Trautwein	Chief Commercial Officer	Corporate Strategy, Business Dev, Operations
Steve Kent	Chief Product Officer	Product Development, Data Collection, Clinical Testing
Jessica English	Chief Marketing Officer	Brand Dev, Corp Communications, Scientific Publications

## Mission



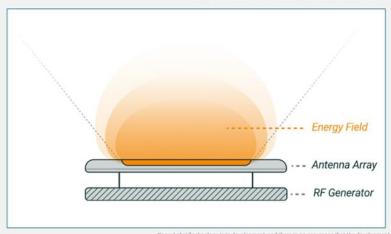
Know Labs is committed to making a difference in the lives of millions of people around the world by developing convenient, affordable non-invasive medical diagnostics solutions, starting with blood glucose monitoring.

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## The Bio-RFID Sensor



# The novel Bio-RFID sensor has the potential to non-invasively measure several biomarkers.



- IP-protected Antennas Array, <u>Microwave spectrum</u> that emits and captures radio wave signals, the "Energy Field"
- <u>IP-protected RF Generator</u> that enables frequency sweeps in the microwave spectrum, from 500 MHz to 4,000 MHz, at 0.1 intervals
- ~1.5M data points collected per hour
- Currently focused on blood glucose, but potential to expand into <u>other</u> <u>biomarkers</u>, such as oxygen, ketones, lactate, alcohol, and metabolized drugs

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## Know Labs' proprietary non-invasive technology platform.

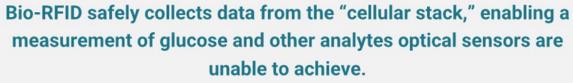
RF Spectroscopy	Uses electromagnetic energy to accurately identify and measure a wide range of organic and inorganic materials, molecules, and compositions of matter
Form Factor Agnostic	Integrated into a variety of wearable, mobile or bench-top form factors
Pain-free	No needles nor invasive transmitters poking the skin
No Consumables	Low bill of materials translates into high potential to be 3x-5x less expensive than current FDA-cleared options
ML/Al-Powered Algorithms	Cutting-edge ML/AI powering highly accurate real-time algorithms.
Predictive Health	100+ potential applications beyond blood glucose monitoring, monitoring multiple concurrent biomarkers for potential predictive health applications

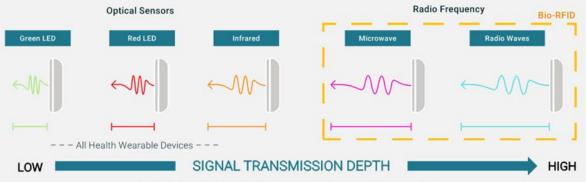
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## Scientific Validation: April 21, 2023

## Proof of Principle Published Study in Collaboration with Mayo Clinic

Peer-Reviewed By: Sensors Journal & American Physiology Society



- Proof-of-principle conducted in collaboration with Mayo Clinic.
- Results presented at the American Physiological Society Summit, held on April 20-23, 2023 in Long Beach, California.
- Study demonstrated the accuracy of Bio-RFID sensor in quantifying three different analytes in vitro.
- Full study is peer-reviewed and published at Sensors Journal
- Provides strong support for non-invasive monitoring of physiologically and medically relevant analytes in the body.

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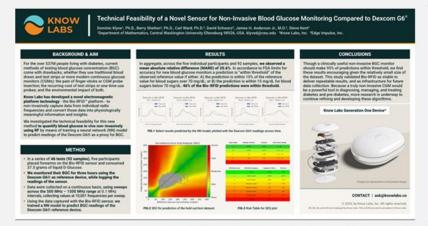
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## **Technical Feasibility Clinical Study**

Peer-Reviewed By: American Association of Clinical Endocrinology



- Technical Feasibility of a Novel Sensor for Non-Invasive Blood Glucose Monitoring Compared to Dexcom G6®.
- Presented at American Association of Clinical Endocrinology (AACE) 2023 Annual Meeting.
- Demonstrates Bio-RFID sensor can deliver stable, repeatable results in predicting readings of blood glucose concentrations using the Dexcom G6® as a reference device.

Know Labs 1 echnology is in development, and there is no assurance that the development will have a successful outcome.

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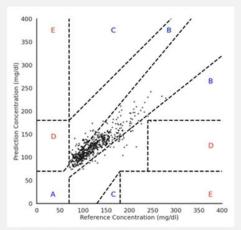
# Scientific Validation: July 26, 2023

# Novel data preprocessing techniques in an expanded dataset improve ML model accuracy

	Observations	MARD (%)	MAE (mg/dl)	±15%	±20%
Hypoglycemic (<70 mg/dl)	2 (<.3%)	n/a	n/a	n/a	n/a
Normoglycemic (70 – 180 mg/dl)	608 (91.4%)	10.76 ± 0.79	12.00 ± 0.82	75.5 ± 3.4	83.6 ± 2.9
Hyperglycemic (>180 mg/dl)	53 (8.3%)	15.92 ± 2.98	33.43 ± 6.51	58.5 ± 13.3	67.9 ± 12.6







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# A sophisticated research lab in your pocket: initially focused on non-invasive blood glucose monitoring.



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## Making Of Video





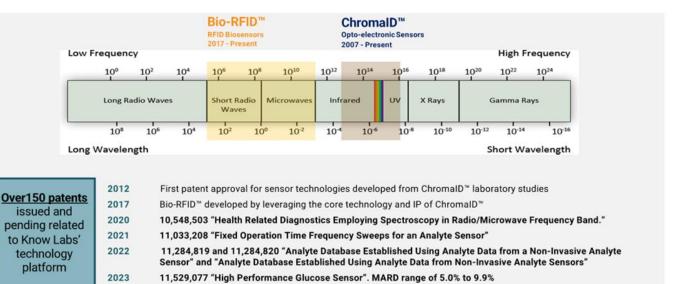


Manuscript	Proof of Principle with Mayo Clinic	Exploratory Clinical Study	Proof of Concept Clinical Study	Technical Feasibility Study	New Algorithm Refinement Study	Data Preprocessing Techniques Study
Description	Demonstrated the accuracy of Bio-RFID sensor in quantifying different analytes in vitro (liquid solution).	First indication that Bio-RFID could be an accurate alternative to FDA-cleared glucose devices.	Proof of concept ability to quantify blood glucose non- invasively using RF.	Demonstrates Bio- RFID can deliver stable, repeatable results in measuring blood glucose levels.		Improvement in machine learning model accuracy on a expanded dataset for Bio-RFID technology.
Accuracy	Almost 100% in vitro accuracy	MARD 5.3%-6.7%	MARD 19.3%	MARD 20.6%	MARD 12.9%	MARD 11.3%
# Participants	na	2	1	5	5	13
# Datasets	na	3	22	106	106	366
# Bio-RFID datapoints	na	1.5M	~183M	~430M	~430M	~1.7B
# Reference Observations	na	75	~383	~1,555	~1,555	~3,311



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## IP Protected: Foundational Patents



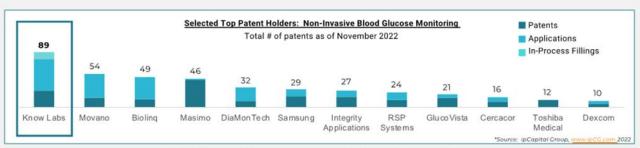


## Extending its Global IP Leadership

## Know Labs has increased the number of its issued and pending patents nearly 100% in less than one year.

From 76 issued and pending in November 2022 to over 150 in June 2023
43 issued patents related to non-invasive blood glucose monitoring
113 patent applications pending; an additional 30+ new fillings are in-process for 2023

## According to ipCapital Group\*, Know Labs is the top worldwide IP holder in non-invasive blood glucose monitoring



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## We Aim to Create Efficient, Affordable and Completely Non-Invasive Medical Solutions

Addressable Market: people with diabetes and pre-diabetes, and people with no diabetes interested in monitoring glucose levels



#### KnowU

- On-demand and On-the-Go
- Spot glucose monitoring
- Place your palm or hold the detachable portion for a reading of glucose concentration in mg/dL



#### **UBand**

- · Continuous
- · Wearable
- · Ease of use
- Check glucose levels in real-time through the Know Labs app



Know Labs Devices will connect to its smartphone App via Bluetooth and will be available on both the App Store and Google Play

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# Competitive Landscape



## STANDARD OF CARE

#### **NEXT GENERATION TECHNOLOGY**

FINGER STICK	ссм	IMPLANTABLE	Know Labs	GWave	Movano	DiamonTech
ONE DROP  ONETOUCH  ACCU-CHEK*  POPO	Dexcom correct cultors wherever FreeStyle Libre  Medtronic	Senseonics.		<b>G</b> wave	MOVANO of all to	DIAMONTECH
Spot-check	Continuous	Continuous	Spot & Continuous	Continuous	Continuous	Spot & Continuous
Invasive	Min. Invasive	Body Insertion	Non-Invasive	Non-Invasive	Non-Invasive	Non-Invasive
Blood	Interstitial Fluid	Interstitial Fluid	Blood & Interstitial	Blood & Interstitial	Blood & Interstitial	Interstitial Fluid
\$2k to \$4k/year	\$3k to \$5k/year	\$6k to \$8k/year	<\$1k/year	Not available	Not available	Not available
Largest share but slowly losing ground to CGMs     Covered by most US insurance plans	Double-digit growth w/ \$8.18 sales in 2022     Users growing faster than sales (~7M globally)	180-day sensor approval (FDA & CE)     Initisting 365-day sensor testing	156 patents portfolio     Technology platform     Announced internal testing w/MARD <10%	Awarded Breakthrough     Designation by FDA     Announced preliminary results w/ MARD <10%	Prioritizing wellness over medical (Evie ring)     Different foundational technologies	Completed quantum laser miniaturization     Announced potential clinical trials for Q4 '23:

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# Clinical Data Collection More participants with diverse backgrounds, including people with T1D, T2D, and pre-diabetes. Algorithm Refinement More data equals better accuracy. Hardware Development Generation 2 device development → earbuds case size Scientific Validation External research institutes to further validate our technology and support FDA application. Intellectual Property #1 worldwide in non-invasive blood glucose monitoring (more than 150 patents filled and pending)

Increase the generalizability of the Bio-RFID

Must be safe and deliver required level of accuracy under any condition and regardless of the patient, as determined by its intended use

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# Expected Path-to-Market



	SENSOR INNOVATION	С	ONTROLLED LAB TESTING			REAL-WO	TO LONG TO LANGE TO SERVICE AND ADDRESS OF THE PARTY OF T	SCALE & COMMERCIAL SPECS	INTERNAL & FDA TRIALS	CLEA
	Optical sensing path dropped	Exploratory Stud (MARD 5.8% to 6								
GEN 0 Stationary Research	~200 RF antennas designed & tested	Proof of Principle in Vitro with May								
System	Miniaturization to Bio-RFID Sensor	Technical Feasib with Humans (M.				iverse Popula ood Draw (Go	tion, People al: MARD <10%)			
		N=1	N=5 N=13	N=30						
GEN 1 Portable Research		Design & Build Gen 1 Device (12 Units)	System & Sensor Characterization (Wired + Wireless)	N=5 (pilot study)	Build Gen1 Device	Enviro	nment, Human s, Diverse Pop			
System			JDA Opportunities	(biopharma,	medica	l device, and	consumer electror	nics)		
GEN 2 Portable Medical Device			Design & Build Gen 2 Device (earbuds case size)	System & S Characteria (Wireless)		Build 1,000 Gen2 Devices	N>500 Diverse Population Stud	N=1,000 Design Freeze	N=TBD FDA Trials (multiple)	Gen 2 Device Launch
GEN X					(Ne		ENERATIONS Intended Use(s), e	tc.)		





#### Reveal Gen 2 device

- · At least 50% smaller than Gen 1 ("earbuds case size")
- · Potential format for FDA submission

## Further accelerate data collection and continue algorithm refinement

- · Billions of Bio-RFID datapoints and reference points (IV, CGMs and finger sticks) internal and external research institutes
- Achieve MARD under 10%
- · Increase the generalizability of the Bio-RFID
- · Submit validation manuscripts to key global diabetes conference

#### Refine regulatory strategy

- · Breakthrough Designation (FY2024)
- · De Novo Classification Preparation (FY2025 or FY2026)

## Maintain IP leadership in non-invasive blood glucose monitoring

Prepare organization for accelerated growth and go-to-market plan (FY2025 and FY2026)

Explore JDA opportunities (core and non-core)

\* October 2023 to September 2024

This slide contains forward-looking statements that are based on Company management's beliefs and assumptions and on information remedity available to the Company. See page 2 for our full discousion of forward-looking statements.

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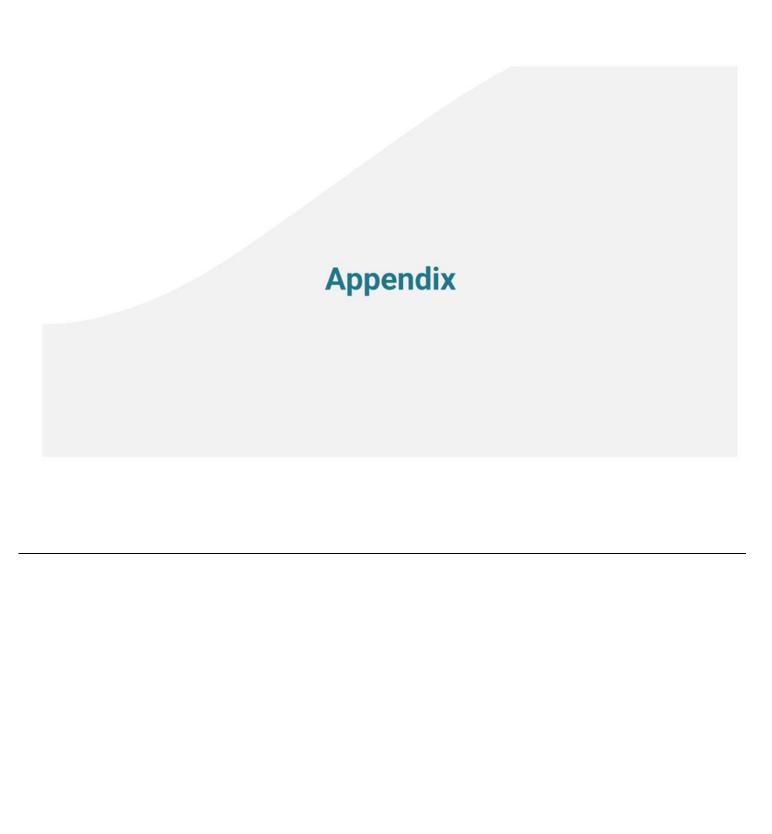


Emerging	Global	IP	Medical	Platform
Leader	Innovator	Leadership	Device	Technology
NYSE American IPO September 15, 2022 Current Form 13F Institutional Ownership ~7%*. (25 institutions with 46 funds) ~\$50M Market Cap	Bio-RFID highly differentiated approach to glucose monitoring with high specificity & sensitivity     Combination of radio and microwave spectroscopy monitors high resolution analyte data in real-time	More than 150 patents issued, pending and inprocess fillings worldwide     Foundational patents cover more than 100 analytes     System-level interoperability to enable new hybrid architectures with CGM incumbents	Highly accurate medical device to serve the needs of hundreds of millions Hundreds of tests proved that Bio-RFID can measure blood glucose levels non-invasively High level of accuracy	Real-world commercialization opportunities across multiple industries     100+ potential applications and use cases in medical diagnostics and beyond

## THANK YOU

www.knowlabs.co ask@knowlabs.co

Know Labs, Inc.
NYSE American: KNW









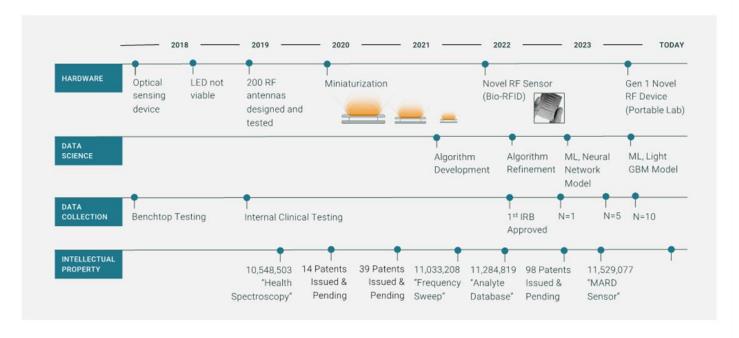
- Blood glucose monitoring devices market is estimated to be around \$20B and expected to surpass \$30B by 2030, with CGMs accounting for ~1/3 of the market
- Acceleration of the global market with projected growth rates doubling in the last two decades
- Propelled by the increasing number of people with diabetes (700M by 2030), the growing awareness regarding diabetes preventive care, and new product launches at higher price points

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## Historical Milestones









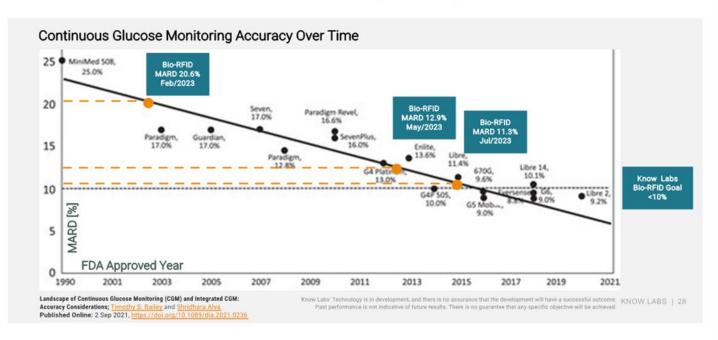
## The Know Labs Sensor Is Stable, Pocketable, and there are Opportunities for Future Miniaturization.



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## Bio-RFID Sensor Accuracy Progress

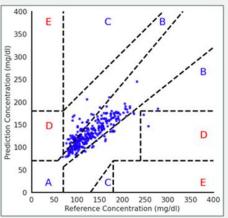




## Scientific Validation: May 30, 2023

## **Algorithm Refinement for Improved Accuracy**

Reviewed By: Members of Know Labs' Scientific Advisory Board



Device		MARD		
Dexcom G6		12.8%		
Senseonics Eversense		14.8%		
Dexcom G5	16.3%			
Abboti Libre Pro		18.0%		
Table 4: Independ for commercially a				
Device	Year of FDA Approval		MARD	
MoMed 508	1990		25.0%	
Paradigm	2003	2003		
Guardian	2005		17.0%	
Seven	2007		17.0%	
Paradigm	2008		12.8%	
Paradigm Revel	2010		16.6%	
SeverPlus .	2010		16.0%	
G4 Platinum	2012	2012		
Enths	2013	2013		
G4P 505	2014		10.0%	
Libre	2015		11.4%	
100110	2016		9.6%	
670G	2016			
G5 Mobile	2016		9.0%	
G5 Mobile	2016	_	10.1%	
	- territori		100000	

- Algorithm refinement in the non-invasive detection of blood glucose using Know Labs' Bio-RFID technology
- 12.9% MARD in the context of other independently-validated and self-reported CGM MARDs
- Outlines the difference between this latest analysis and Know Labs' previously reported results

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#### HARDWARE - GENERATION 1 PROTOTYPE

#### **Bould**

- Industrial design firm behind Nest, Roku, and Willow
- Design support on updated prototype for KnowU generation 1

PRODUCT DESIGN

#### Igor Institute

- Product development focused on mechanical, electrical, and firmware engineering
- Bio-RFID sensor development and optimization

SENSOR OPTIMIZATION

#### Dr. Reza Kassayan

- Lead designer and system architect specialized in ultraminiaturized embedded electronics for medical devices
- Bio-RFID sensor refinement

**MODULE & BATTERY** 

#### Racer Technologies

- Contract manufacturing and wearables manufacturer for Medtronic, Boston Scientific Corporation and Bio-Rad
- · KnowU large-scale manufacturing

MANUFACTURING

## ALGORITHM (DATA SCIENCE)

#### Edge Impulse

- Industry-leading development toolkit for machine learning
- · Bio-RFID algorithm refinement

#### REGULATORY AND eQMS

#### **Novus**

 Regulatory systems and strategy guidance to prepare the company for the FDA clearance process

## Contact



The Benchmark Company, LLC prospectus@benchmarkcompany.com (212) 312-6700

Boustead Securities, LLC offerings@boustead1828.com (949) 502-4408