

NOTIFICATION OF MERGER AND EXCHANGE OFFER.

July 25, 2018

Dear De Matthesis Investments, LLC Members:

We are writing to inform you of an exchange offer by What if Y not Everything, Inc. (the "Company") to exchange membership interest of the De Matthesis Investments, LLC for shares of What if Y not Everything, Inc. for the purposes of the merger of De Matthesis Investments, LLC. with and into What if Y not Everything, Inc. with What if Y not Everything, Inc. being the surviving entity with the separate identity of De Matthesis Investments, LLC ceasing to exist.

This offer is only for members who are residents of New Jersey pursuant to an 147A intrastate exemption.

Important Information Regarding this Merger and Exchange Offer

This offer provides members with an opportunity to redeem their membership interest in De Matthesis Investments, LLC for shares of What if Y not Everything, Inc. at the unaudited fair market value as of August 31, 2018. If you are not interested in tendering your membership interest for exchange by What if Y not Everything, Inc. at this time, you may disregard this notice, but please be aware that if you are a member that holds membership interest in De Matthesis Investments and you do not exercise your right to dissent within 20 days after receiving notice of this merger and offer to exchange is received, such lack of dissent shall be deemed an automatic irrevocable acceptance of this offer.

Membership interest may be presented to What if Y not Everything, Inc. for exchange only by tendering them during this announced exchange offer and merger. The exchange offer period begins on July 31, 2018 and will end on August 31, 2018. Should you wish to tender any of your membership interest for exchange by What if Y not Everything, Inc. during this exchange offer period, please complete and return the attached **Notice of Intent for Merger**. **Note that, notwithstanding the foregoing, certain Members may be required to deliver their Notice of Intent for Merger to their financial consultant (instead of directly to Colonial Stock Transfer Company). All Members tendering membership interest should carefully review their Notice of Intent for Merger and follow the delivery instructions therein. All tendering members must complete and sign a Proof of Residency and include the appropriate supportive documents by attaching them to the their letter of transmittal. If the proof of Residency is not attached such tender may be rejected, in sole discretion of What if Y not Everything, Inc.**

All tenders must be received by Colonial Stock Transfer Company, by mail in good order no later than 11:59 p.m., New York time, August 31, 2018. If your Notice of Intent for Merger instructs you to

deliver the form to your financial consultant (instead of directly to **Colonial Stock Transfer Company**), please allow sufficient time for your financial consultant to deliver your Notice of Intent to Merger to **Colonial Stock Transfer Company** by 11:59 p.m., New York time, **August 31, 2018**.

If you do not wish to tender your membership interest, no action is required. Simply disregard this notice.

Questions

If you have any questions, please refer to the attached Offer to Exchange document, which contains additional important information about the exchange offer, or call **What if Y not Everything, Inc.** at 732-898-0241. You may also direct questions to your financial consultant.

Sincerely,
What If Y not Everything, Inc.
Shakeem Durden, CEO

NOTICE OF INTENT TO EXCHANGE
Regarding
MEMBERSHIP INTEREST
of
De Matthesis Investments, LLC.

Tendered Pursuant to the Merger and Offer to Exchange
Dated JULY 25, 2018

BY WHAT IF Y NOT EVERYTHING, INC.

THIS NOTICE OF INTENT TO EXCHANGE MUST BE

RECEIVED BY COLONIAL STOCK TRANSFER COMPANY. BY AUGUST 31, 2018.

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 11:59 P.M., NEW YORK TIME, ON
AUGUST 31, 2018, UNLESS THE OFFER IS EXTENDED.

Complete this Notice of Intent to Exchange and Return or Deliver via U.S. Post Service mail to:

Colonial Stock Transfer Company
66 Exchange Place, 1st floor
Salt Lake City, UT 84111

For additional information: Phone: (732) 898-0241
You may also direct questions to your financial consultant.

Ladies and Gentlemen:

The undersigned hereby tenders to What if Y not Everything, Inc., a corporation organized under the laws of the State of Delaware (the "Company"), the limited liability interest in De Matthesis Investments, LLC. (the "Interest") held by the undersigned, described and specified below, on the terms and conditions set out in the Merger and Offer to Exchange, dated July 25, 2018 ("Offer"), receipt of which is hereby acknowledged, and in this Notice of Intent to Exchange. THE OFFER AND THIS NOTICE OF INTENT TO EXCHANGE ARE SUBJECT TO ALL THE TERMS AND CONDITIONS SET OUT IN THE OFFER, INCLUDING, BUT NOT LIMITED TO, THE ABSOLUTE RIGHT OF WHAT IF Y NOT EVERYTHING, INC. TO REJECT ANY AND ALL TENDERS DETERMINED BY IT, IN ITS SOLE DISCRETION, NOT TO BE IN THE APPROPRIATE FORM.

The undersigned hereby exchanges to What if Y not Everything, Inc. the membership interest tendered pursuant to this Notice of Intent to Exchange. The undersigned warrants that it has full authority to exchange the membership interest tendered hereby and that What if Y not Everything, Inc. will acquire good title to the membership interest, free and clear of all liens, charges, encumbrances, conditional

exchange agreements or other obligations relating to this exchange and not subject to any adverse claim, when and to the extent the membership interest are exchanged by What if Y not Everything, Inc. Upon request, the undersigned will execute and deliver any additional documents necessary to complete the exchange in accordance with the terms of the Offer.

The undersigned recognizes that under certain circumstances set out in the Offer, What if Y not Everything, Inc. may not be required to exchange the membership interest tendered hereby.

Shares for the consideration will be held on behalf of the undersigned with the Companies transfer agent designated for this purpose. Subsequently, there will be no cash payment of the consideration for the membership interest tendered by the undersigned and all stock in respect to the WiYnE shares exchanged to holders of De Matthesis Investments, LLC membership interest tendered in lieu of this Notice of Intent to Exchange will be made be exchanged or transferred to the same holder of record of the membership interest so tender immediately prior to such tender. The undersigned understands that exchange will be made based on either the amount or number of membership interest accepted for exchange by What if Y not Everything, Inc. as of August 31, 2018, or the Valuation Date, or if the Offer is extended. The undersigned understands that the consideration will be based on the unaudited fair market value of the membership of the as of August 31, 2018, or, if the Offer is extended.

All authority conferred or agreed to be conferred in this Notice of Intent to Exchange will survive the death or incapacity of the undersigned and the obligation of the undersigned hereunder will be binding on the heirs, personal representatives, successors and assigns of the undersigned. This tender is irrevocable. A form to use to give notice of withdrawal of a tender is available upon request.

INSTRUCTIONS TO TENDERING MEMBER: PLEASE MAIL VIA U.S. POST SERVICE TO: COLONIAL STOCK TRANSFER COMPANY 66 Exchange Place, 1st floor Salt Lake City, UT 84111. FOR ADDITIONAL INFORMATION: PHONE 801-355-5740.

PART 1. ACCOUNT DETAILS (PLEASE COMPLETE; JOINT OWNERS SHOULD COMPLETE FOR EACH, IF APPLICABLE):

Name of Member: _____

Account Number: _____

Social Security No.

or Taxpayer

Identification No.: _____

Telephone Number: _____

Name of Joint Member: _____

Social Security No.

or Taxpayer

Identification No.: _____

Telephone Number: _____

PART 2. MEMBERSHIP INTEREST BEING TENDERED

Such tender is with respect to (specify one):

___ All of the undersigned's membership interest.

OR

___ A portion of the undersigned's membership interest expressed in number of percentage.

PLEASE SPECIFY THE PERCENTAGE OF MEMBERSHIP INTEREST:

OR

___ A portion of the undersigned's membership interest expressed in dollars.

PLEASE SPECIFY DOLLAR AMOUNT: \$ _____

What if Y not Everything, Inc. cannot advise as to what the value of the membership interest will be as of August 31, 2018, nor what the purchase price will be as of August 31, 2018.

PART 3. PAYMENT.

STOCK PAYMENT

Stock consideration will be transferred by the Companies transfer agent Colonial Stock Transfer Company, after all members subscribe to shares by the execution of a shareholders and subscription agreement and other agreements as necessary. All stocks of WiYnE are held by WiYnE's Transfer Agent Colonial Stock Transfer Company. It is agreed and understood if such members do not make written demand for the payment of the fair value of their membership, pursuant to the member exercising its dissenter rights, within said 20-day period, they shall be deemed to have accepted the offer.

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PART 4. SIGNATURE(S). If joint ownership, all parties must sign. If fiduciary, partnership or corporation, indicate title of signatory under signature lines.

Signature
(SIGNATURE SHOULD APPEAR
EXACTLY AS ON YOUR
SUBSCRIPTION AGREEMENT)

Signature
(SIGNATURE SHOULD APPEAR
EXACTLY AS ON YOUR
SUBSCRIPTION AGREEMENT)

Print Name of Member

Print Name of Member

applicable)
Date: _____

Title (if applicable)
Date: _____

Title (if

WHAT IF Y NOT EVERYTHING, INC
8 THE GREEN, STE A
DOVER, DELAWARE 19901

MERGER AND OFFER TO EXCHANGE UP TO 100% OF MEMBERSHIP INTEREST AT
FAIR MARKET VALUE
DATED JULY 25, 2018

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 11:59 P.M., NEW YORK TIME, AUGUST
31, 2018, UNLESS SUCH OFFER IS EXTENDED

To the Members of De Matthesis Investments, LLC.:

What if Y not Everything, Inc., a Delaware corporation (the “Company” or “WiYnE”), offers to exchange its Class B Common Stock shares of the (“Shares”) for 100% of the membership interest in De Matthesis Investments, LLC. The Company is offering to exchange for securities on the terms and conditions set out in this Merger and Offer to Exchange and the related Notice of Intent to Exchange (which together constitute the “Offer”) up to 100% of the membership interest, from the Members of the De Matthesis Investments, LLC. holding the membership interest, at their unaudited fair market value as of August 31, 2018, in exchange for each share of WiYnE Class B common stock, as sole consideration. The 100% threshold is determined as of the Exchange Deadline (defined below) based on the last available unaudited fair market value of the membership interest calculated prior to such date. Exchanges will be made based on either the number or amount of membership interest accepted for exchange by the Company as of the Exchange Deadline as requested in the Member’s Notice of Intent to Exchange. The value of the membership interest will likely change between the Exchange Deadline (the date that the 100% threshold is determined) and the Valuation Date (the date as of which the value of the membership interest will be determined for purposes of calculating the consideration). The Offer will remain open until 11:59 p.m., New York time, on August 31, 2018 unless the Offer is extended (in each case, the “Exchange Deadline”).

If What if Y not Everything, Inc. elects to extend the tender period, for the purpose of determining the purchase price for membership interest, the fair market value will be determined as of the close of business on the last business day of the second month after the month in which the Offer actually expires (within 30 days of such date). This Offer is being made to all members and is not conditioned on any minimum amount of membership interest being tendered, but is subject to certain conditions described

below. Shares are not traded on any established trading market and are subject to strict restrictions on transferability.

Members should realize that the value of the membership interest tendered in this Offer likely will change by August 31, 2018, the Exchange Deadline and the date for which the value of the membership interest tendered to What if Y not Everything, Inc. will be determined for purposes of calculating the consideration of such membership interest.

Members tendering all of their membership interest should also note that they will become Shareholders of What if Y not Everything, Inc. with respect to the membership interest tendered and accepted for exchange by What if Y not Everything, Inc., as all tendered membership interest will be cancelled, in sole discretion of What if Y not Everything, Inc. after the exchange, through August 31, 2018, the valuation date of the Offer as of which the fair market value of their membership interest is calculated.

Members desiring to tender all or some of their membership interest in accordance with the terms of the Offer should complete and sign the attached Notice of Intent to Exchange and send or deliver it as instructed therein.

IMPORTANT

NEITHER WHAT IF Y NOT EVERYTHING, INC., NOR ITS BOARD OF DIRECTORS MAKES ANY RECOMMENDATION TO ANY MEMBER AS TO WHETHER TO TENDER OR REFRAIN FROM TENDERING THEIR MEMBERSHIP INTEREST. MEMBERS MUST MAKE THEIR OWN DECISIONS WHETHER TO TENDER MEMBERSHIP INTEREST, AND, IF THEY CHOOSE TO DO SO, THE NUMBER OF MEMBERSHIP INTEREST TO TENDER.

BECAUSE EACH MEMBER'S INVESTMENT DECISION IS A PERSONAL ONE, BASED ON ITS FINANCIAL CIRCUMSTANCES, NO PERSON HAS BEEN AUTHORIZED TO MAKE ANY RECOMMENDATION ON BEHALF OF WHAT IF Y NOT EVERYTHING, INC. AS TO WHETHER A MEMBER SHOULD TENDER SHARES PURSUANT TO THE OFFER. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE OFFER OTHER THAN THOSE CONTAINED HEREIN OR IN THE NOTICE OF INTENT TO EXCHANGE. IF GIVEN OR MADE, SUCH RECOMMENDATION AND SUCH INFORMATION AND REPRESENTATIONS MUST NOT BE RELIED ON AS HAVING BEEN AUTHORIZED BY WHAT IF Y NOT EVERYTHING, INC.

BECAUSE THIS OFFER IS LIMITED AS TO THE AMOUNT OF MEMBERSHIP INTEREST ELIGIBLE TO PARTICIPATE, NOT ALL MEMBERSHIP INTEREST TENDERED FOR EXCHANGE BY MEMBERS MAY BE ACCEPTED FOR EXCHANGE BY WHAT IF Y NOT EVERYTHING, INC. THIS MAY OCCUR,

FOR EXAMPLE, WHEN ONE OR MORE LARGE INVESTORS SEEKS TO TENDER A SIGNIFICANT NUMBER OF MEMBERSHIP INTEREST OR WHEN A LARGE NUMBER OF INVESTORS TENDER SIMULTANEOUSLY.

THIS TRANSACTION HAS NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED ON THE FAIRNESS OR MERITS OF SUCH TRANSACTION OR ON THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED IN THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

Questions, requests for assistance and requests for additional copies of the Offer may be directed to Colonial Stock Transfer Company.

Colonial Stock Transfer Company
66 Exchange Place, 1st floor
Salt Lake City, UT 84111
Phone: 801-355-5740

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1. SUMMARY TERM SHEET.

This Summary Term Sheet highlights certain information concerning this Offer. To understand the Offer fully and for a more complete discussion of the terms and conditions of the Offer, please read carefully the entire Offer and the related Notice of Intent to Exchange. Section references are to this Offer.

- What if Y not Everything, Inc. (referred to as “we” or the “Company” or “WiYnE” in this Summary of Terms) is offering to exchange up to 100% of the membership interest of the De Matthesis Investments, LLC for Class B Common Stock of WiYnE. The 100% threshold is determined as of the Exchange Deadline (defined below) based on the last available unaudited fair market value of membership interest calculated prior to such date. We will exchange your membership interest at an unaudited fair market value determined as of the Valuation Date (as defined below).

Exchanges will be made based on either the amount of membership interest accepted for exchange by What if Y not Everything, Inc. as of the Exchange Deadline as requested in the Member's Notice of Intent to Exchange. The value of the membership interest will likely change between the Exchange Deadline (the date that the 100% threshold is determined) and the Valuation Date (the date as of which the value of the membership interest will be determined for purposes of calculating the consideration). This Offer will remain open until 11:59 p.m., New York time, on August 31, 2018 unless the Offer is extended (in each case, the "Exchange Deadline"). All determinations as to the receipt of notices from Members relating to the tender of Interest, including, without limitation, determinations whether to excuse or waive certain variations from relevant procedural requirements, will be in the sole discretion of What if Y not Everything, Inc. or its designated agents, and any such determination will be final. The fair market value will be calculated for this purpose as of August 31, 2018 or, if the Offer is extended, as of the last business day of the second month following the month in which the Offer actually expires (the "Valuation Date").

- What if Y not Everything, Inc. reserves the right to adjust the Valuation Date to correspond with any extension of the Offer.
- If you tender membership interest and we exchange those membership interest, we will issue you Class B common stock of What if Y not Everything, Inc. entitling you to an amount equal to the unaudited fair market value of the membership interest tendered determined as of August 31, 2018 (or if the Offer is extended, as of the Valuation Date).
- The Class B common stock will be held for you and transferred to you by the Company's Transfer Agent, Colonial Stock Transfer Company and will entitle you to a payment in securities equal to the unaudited fair market value of your membership interest accepted for exchange by What if Y not Everything, Inc. to be paid within 30 days after the relevant Valuation Date. Note that, securities payments will be transferred directly to the Member or his/her authorized placement agent or representative within the time periods referenced above. If you wish to receive a receipt evidencing the ownership of your shares, as What if Y not Everything, Inc. does not issue stock certificates, and all shares of the company are held by book entry please contact Colonial Stock Transfer Company at 801-355-5740 to request that a copy be sent to you by mail. Please be aware that all tendering members will have to sign subscription agreements and provide all supportive documents in order to receive their shares in WiYnE.
- This offer is only for members who are residents of New Jersey pursuant to an 147A intrastate exemption.

- In addition to those circumstances described in Section 8 in which What if Y not Everything, Inc. is not required to accept tendered membership interest, we reserve the right to exchange less than the amount you tender.
- If we accept all or a portion of the membership interest you tender, we will pay you the proceeds from the following sources: securities of What if Y not Everything, Inc..
- Following this Summary Term Sheet is a formal notice of our Offer to Exchange your membership interest. If you desire to tender membership interest for exchange, you must do so by 11:59 p.m., New York time, on August 31, 2018. Until that time, you have the right to change your mind and withdraw any tenders of your membership interest. Membership interest withdrawn prior to August 31, 2018 may be re-tendered by following the tender procedures before the Offer expires (including any extension period). After August 31, 2018, What if Y not Everything, Inc. in its sole discretion may permit the withdrawal of tenders at any time prior to the Valuation Date.
- If you would like us to exchange all or some of your membership interest, you should complete, sign and either (i) U.S. Post Office mail (via certified mail return receipt requested) or otherwise deliver a Notice of Intent to Exchange to Colonial Stock Transfer Company, 66 Exchange Place, 1st floor Salt Lake City, UT 84111 or (ii) via private overnight service to Colonial Stock Transfer Company, **so that it is received before 11:59 p.m., New York time, on, August 31, 2018. Note that, notwithstanding the foregoing, certain Members may be required to deliver their Notice of Intent to Exchange to their financial consultant (instead of directly to Colonial Stock Transfer Company). All Members tendering their membership interest should carefully review their Notice of Intent to Exchange and follow the delivery instructions therein.** The value of your Shares may change between July 31, 2018 and August 31, 2018, the date for which the fair market value of your investment will be determined for purposes of calculating the consideration for your membership interest.

2. BACKGROUND AND PURPOSE OF THE OFFER.

The purpose of this Offer is pursuant to a merger. The Bylaws, which will be provided to each Shareholder in advance of subscribing for Shares, provide that the board of directors of What if Y not Everything, Inc. (the “Board of Directors”) has the discretion to determine whether the Company will purchase Shares from time to time from Shareholders pursuant to written tenders or exchanges.

Because there is no secondary trading market for Shares and transfers of Shares are prohibited without prior approval of What if Y not Everything, Inc., the Board of Directors has determined to cause What if Y not Everything, Inc. to make this Offer, after consideration of various matters. To the best of the

knowledge of the board of directors of What if Y not Everything, Inc. this transaction is exempt from HSR Premerger Notification pursuant to §802.4 of the HSR Act.

The tender of membership interest by a member will not affect the record ownership of such member for purposes of voting or entitlement to any distributions or other entitled payments payable by the De Matthesis Investments, LLC. unless and until such membership interest is actually purchased. Also realize that although the Offer expires on August 31, 2018, you will become a Shareholder of the What if Y not Everything, Inc. with respect to the membership interest you tendered that are accepted for purchase by the Company through August 31, 2018, the date for which the fair market value of your membership interest is calculated.

3. OFFER TO EXCHANGE AND CONSIDERATION

The Offer is for up to 100% of the Company's outstanding membership interest. The 100% threshold is determined as of the Exchange Deadline based on the last available unaudited fair market value of your membership interest calculated prior to such date. The Company will, on the terms and subject to the conditions of the Offer, exchange membership interest that has been tendered by Members by 11:59 p.m., New York time, August 31, 2018 (the "Exchange Deadline"), and not withdrawn (as provided in Section 6 below), or such later date as corresponds to any extension of the Offer. The later of the Initial Exchange Deadline or the latest time and date to which the Offer is extended is the Exchange Deadline. The Company reserves the right to extend, amend, correct or cancel the Offer in its sole discretion without prejudice. The consideration for membership interest tendered will be their unaudited fair market value of their membership interest as of August 31, 2018 or, if the Offer is extended, as of the last business day of the second month following the month in which the Offer expires (such time and date, the "Valuation Date"). Exchanges will be made based on either the amount of membership interest accepted for exchange by the Company as of the Exchange Deadline as requested in the Member's Notice of Intent to Exchange. The value of the membership interest will likely change between the Exchange Deadline (the date that the 100% threshold is determined) and the Valuation Date (the date as of which the value of the membership interest will be determined for purposes of calculating the consideration). As of the close of business July 25, 2018, the unaudited fair market value for the Common Stock of What if Y not Everything, Inc. per Share \$25.

4. AMOUNT OF TENDER.

Subject to the limitations set out below, Members may tender all of their membership interest. The Offer is being made to all members of the Company and is not conditioned on any minimum amount of Interest being tendered.

5. PROCEDURE FOR TENDERS.

Members wishing to tender membership interest pursuant to the Offer should send or deliver by August 31, 2018, a completed and executed Notice of Intent to Exchange in accordance with the instructions on the first page of such Member's Notice of Intent to Exchange along with a Letter of Transmittal and a Proof of Residency form properly executed. The completed and executed Notice of Intent to Exchange must be received by Colonial Stock Transfer Company, by mail, no later than 11:59 p.m., New York time, on August 31, 2018 (or if the Offer is extended, no later than the Exchange Deadline). If your Notice of Intent to Exchange instructs you to deliver the form to your financial consultant (instead of directly Colonial Stock Transfer Company or one of its agents), please allow sufficient time for your financial consultant to deliver your Notice of Intent to Exchange to Colonial Stock Transfer Company by 11:59 p.m., New York time, August 31, 2018.

The Company recommends that all documents be submitted to Colonial Stock Transfer Company, via certified mail with return receipt requested. Members wishing to confirm receipt of a Notice of Intent to Exchange may contact Colonial Stock Transfer Company. The method of delivery of any documents is at the election and complete risk of the Member tendering membership interest including, but not limited to, the failure of Colonial Stock Transfer Company to receive any Notice of Intent to Exchange. All questions as to the validity, form, eligibility (including time of receipt) and acceptance of tenders will be determined by What if Y not Everything, Inc., in its sole discretion, and such determination will be final and binding. What if Y not Everything, Inc. reserves the absolute right to reject any or all tenders, in its sole discretion, determined by it not to be in appropriate form or the acceptance of or payment for which would, in the opinion of counsel for the Company, be unlawful. What if Y not Everything, Inc. also reserves the absolute right to waive any of the conditions of the Offer or any defect in any tender with respect to any particular membership interest or any particular Member, and What if Y not Everything, Inc.'s interpretation of the terms and conditions of the Offer will be final and binding. Unless waived, any defects or irregularities in connection with tenders must be cured within such time as What if Y not Everything, Inc. will determine. Tenders will not be deemed to have been made until the defects or irregularities have been cured or waived. None of What if Y not Everything, Inc. employees or officers or the Board of Directors will be obligated to give notice of any defects or irregularities or corrections thereof in tenders, nor will any of them incur any liability for failure to give such notice.

6. WITHDRAWAL RIGHTS.

Membership interest may be withdrawn by a Member at any time before 11:59 p.m., New York time, August 31, 2018. After the Exchange Deadline, the Company in its discretion may permit a withdrawal of membership interest by a tendering member at any time prior to the Valuation Date. To be effective, any notice of withdrawal must be timely received by Colonial Stock Transfer Company. or must be otherwise

accepted by the Company prior to the Valuation Date. A form to use to give notice of withdrawal of a tender is available by calling What if Y not Everything, Inc. at 732-898-0241. All questions as to the form and validity (including time of receipt) of notices of withdrawal will be determined by What if Y not Everything, Inc., in its sole discretion, and such determination will be final and binding. A tender of membership interest properly withdrawn will not thereafter be deemed to be tendered for purposes of the Offer. However, withdrawn Interest may be tendered again prior to the relevant Exchange Deadline.

7. EXCHANGE AND CONSIDERATION.

For purposes of the Offer, What if Y not Everything, Inc. will be deemed to have accepted membership interest that are tendered as, if and when it gives notice to the tendering Member of its election to exchange such membership interest. The consideration for membership interest tendered by any Member will be the fair market value of membership interest thereof as of August 31, 2018, if the Offer expires on the Initial Exchange Deadline, and otherwise the fair market value of the membership interest thereof as of the last business day of the second month following the month in which the Offer expires. What if Y not Everything, Inc. will not pay interest on the consideration.

For each Member who tenders membership interest that is accepted for exchange, consideration for such membership interest will consist of securities, entitling the Member to receive payment in Class B Common Stock of What if Y not Everything, Inc., equal to the amount of unaudited fair market value of such Interest tendered, determined as of the Valuation Date, which is expected to be on August 31, 2018. What if Y not Everything, Inc. has retained and is exercising the option to pay all of the purchase price by distributing securities, and therefore the purchase price will be paid entirely in securities.

The securities pursuant to which a tendering Member will receive consideration with respect to tendered membership interest will be held for the tendering Member by book-entry only by What if Y not Everything, Inc.'s transfer agent Colonial Stock Transfer Company on behalf of the Member's who, after the exchange, will be considered and referred to as the "shareholder(s)". If the then Shareholder wishes to receive a copy of proof of ownership of shares, they may call Colonial Stock Transfer Company at 801-355-5740 to request that a copy be sent to them by mail.

The Company will remit consideration for membership interest it exchanges pursuant to the Offer from the following source: the company's Class B Common Stock. Securities of the company will be sole consideration for the payment of membership interest.

8. CERTAIN CONDITIONS OF THE OFFER.

The Company reserves the right, at any time and from time to time, to extend the period of time during which the Offer is pending by notifying Members of such extension. In the event that the Company so elects to extend the tender period, for the purpose of determining the consideration for tendered membership interest, the fair market value per Share will be determined as of the close of business on the last business day of the second month following the month in which the Offer expires. During any such extension, all Shares previously tendered and not withdrawn will remain subject to the Offer and remain irrevocable. The Company also reserves the right, at any time and from time to time up to and including acceptance of tenders pursuant to the Offer, to: (a) cancel the Offer in the circumstances set out in the following paragraph and in the event of such cancellation not to exchange or pay consideration for any membership interest tendered pursuant to the Offer; (b) amend the Offer; and (c) postpone the acceptance of membership interest. If What if Y not Everything, Inc. determines to amend the Offer or to postpone the acceptance of any membership interest tendered, it will, to the extent necessary, extend the period of time during which the Offer is open as provided above and will promptly notify the Members.

What if Y not Everything, Inc. may cancel the Offer, amend the Offer or postpone the acceptance of tenders made pursuant to the Offer if: (a) there is, in the judgment of the Board of Directors, any (i) legal action or proceeding instituted or threatened challenging the Offer or otherwise materially adversely affecting What if Y not Everything, Inc., (ii) commencement of war, armed hostilities or other international or national calamity directly or indirectly involving the United States that is material to What if Y not Everything, Inc., (iii) material decrease in the net asset value of What if Y not Everything, Inc. from the net asset value of What if Y not Everything, Inc. as of commencement of the Offer, or (iv) other event or condition that would have a material adverse effect on What if Y not Everything, Inc. or the Shareholders to be if membership interest tendered pursuant to the Offer were exchanged; or (b) the Board of Directors determines that it is not in the best interest of What if Y not Everything, Inc. to exchange Shares pursuant to the Offer.

9. CERTAIN INFORMATION ABOUT THE COMPANY.

The Company is for profit Corporation. It was organized as a Delaware corporation on January 1st, 2018. Subscriptions for Shares of the Company were first accepted for investment as of January 25, 2018. The principal office of the Company is located at 8 The Green STE A, Dover, Delaware 19901 and the telephone number is (732) 898-0241. Shares of What if Y not Everything, Inc. are not traded on any established trading market and are subject to strict restrictions on transferability pursuant to the subscription agreement.

Based on July 25, 2018 net asset values, the following persons own Shares equal in value to the following amounts:

Person	Shares	Approximate Percentage of the Company's Net Capital
Shakeem Durden (Chairman and Director)	320,000,000,000 Shares (\$8,000,000,000,000)	100%

Other than those listed in the tables above, no person controlling the Company, nor any associate or majority-owned subsidiary of such person owns (directly or indirectly) Shares of the Company.

Other than the issuance of Shares by the Company in the ordinary course of business, there have been no transactions involving Shares that were effected during the past 60 days by What if Y not Everything, Inc. any Director or any person controlling What if Y not Everything, Inc..

Subject to the possibility alluded to in the next paragraph, neither What if Y not Everything, Inc., nor the Board of Directors has any plans or proposals that relate to or would result in: (1) the acquisition by any person of additional Shares (other than the Company's intention to accept subscriptions for Shares for offerings the company has commenced), or the disposition of Shares (other than through periodic exchange or tender offers); (2) any material change in the present distribution policy or indebtedness or capitalization of the Company; (3) any change in the present Board of Directors or in the management of the Company including, but not limited to, any plans or proposals to change the number or the term of members of the Board of Directors, or to fill any existing vacancy on the Board of Directors or to change any material term of the employment contract of any executive officer; (4) a purchase, sale or transfer of a material amount of assets of What if Y not Everything, Inc.; (5) any other material change in What if Y not Everything, Inc.'s corporate structure or business; or (6) any changes in the bylaws or other governing instruments or other actions that could impede the acquisition of control of What if Y not Everything, Inc..

10. CERTAIN U.S. FEDERAL INCOME TAX CONSEQUENCES.

The following discussion is a general summary of certain U.S. federal income tax consequences of the exchange of membership interest by the Company from Members pursuant to the Offer. Members should consult their own financial and / tax advisors, at their own discretion and volition, for a complete

description of the tax consequences obliged to them by the exchange of their membership interest by the Company pursuant to the Offer.

In general, a Member from whom membership interest (held as capital assets) are exchanged by the Company may or may not realize a capital gain or loss in an amount equal to the difference between the amount realized and the to be Shareholder's adjusted tax basis in the Shares. Such gain or loss will be long-term or short-term, depending upon the Member's holding period for the Shares. Generally, a to be Shareholder's gain or loss will be a long-term gain or loss if the Shares have been held for more than one year. To the best of the knowledge of the board of directors of What if Y not Everything, Inc., this transaction will be exempt and a tax free exchange pursuant 368(a)(1)(B) of the Internal Revenue Code.

Under Treasury regulations, if a Shareholder recognizes a loss with respect to Shares in any single tax year of \$2 million or more for an individual Shareholder or \$10 million or more for a corporate Shareholder, the Shareholder will likely have to file with the Internal Revenue Service a disclosure statement on Form 8886. Shareholders should consult their tax advisors to determine the applicability of these regulations in light of their individual circumstances.

11. MISCELLANEOUS.

The Offer is not being made to, nor will tenders be accepted from, Members in any jurisdiction in which the Offer or its acceptance would not comply with the securities or other laws of such jurisdiction. The Company is not aware of any jurisdiction in which the Offer or tenders pursuant thereto would not be in compliance with the laws of such jurisdiction. However, the Company reserves the right to exclude Members from the Offer in any jurisdiction in which it is asserted that the Offer cannot lawfully be made. The Company believes such exclusion is permissible under applicable laws and regulations, provided the Company makes a good faith effort to comply with any state law deemed applicable to the Offer.

12. PROMINENT LEGEND

OFFER AND SALES OF THESE SECURITIES WERE MADE UNDER AN EXEMPTION FROM REGISTRATION AND HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933. FOR A PERIOD OF SIX MONTHS FROM THE DATE OF THE SALE BY THE ISSUER OF THESE SECURITIES, ANY RESALE OF THESE SECURITIES (OR THE UNDERLYING SECURITIES IN THE CASE OF CONVERTIBLE SECURITIES) SHALL BE MADE ONLY TO PERSONS RESIDENT WITHIN THE STATE OR THE TERRITORY OF NEW JERSEY.

PLEASE BE ADVISED THAT THIS OFFERING IS INTENDED TO BE BE SOLD FOR INVESTORS FOR THEIR OWN ACCOUNT. THOUGH, AFTER THE SIX MONTH HOLDING PERIOD ALL INVESTORS ARE LEGALLY ELIGIBLE TO SALE THEIR SHARES BY DOING SO PRIOR TO A YEAR OF ACQUISITION MAY BE CONSIDERED TO BE A VIOLATION OF THE PROVISION STATED IN THE PREVIOUS SENTENCE WHICH MAY RESULT IN AN ADVERSE LIABILITY TO THE TENDERING SHAREHOLDER.

13. 14A:11-1 Right of shareholder to dissent.

14A:11-1. Right of shareholder to dissent.

(1)Any shareholder of a domestic corporation shall have the right to dissent from any of the following corporate actions

(a)Any plan of merger or consolidation to which the corporation is a party, provided that, unless the certificate of incorporation otherwise provides

(i)a shareholder shall not have the right to dissent from any plan of merger or consolidation with respect to shares

(A)of a class or series which is listed on a national securities exchange or is held of record by not less than 1,000 holders on the record date fixed to determine the shareholders entitled to vote upon the plan of merger or consolidation; or

(B)for which, pursuant to the plan of merger or consolidation, he will receive (x) cash, (y) shares, obligations or other securities which, upon consummation of the merger or consolidation, will either be listed on a national securities exchange or held of record by not less than 1,000 holders, or (z) cash and such securities;

(ii)a shareholder of a surviving corporation shall not have the right to dissent from a plan of merger, if the merger did not require for its approval the vote of such shareholders as provided in section 14A:10-5.1 or in subsection 14A:10-3(4), 14A:10-7(2) or 14A:10-7(4);

(iii) a shareholder of a corporation shall not have the right to dissent from a plan of merger, if the merger did not require, for its approval, the vote of the shareholders as provided in subsection (6) of N.J.S.14A:10-3; or

(b)Any sale, lease, exchange or other disposition of all or substantially all of the assets of a corporation not in the usual or regular course of business as conducted by such corporation,

other than a transfer pursuant to subsection (4) of N.J.S. 14A:10-11, provided that, unless the certificate of incorporation otherwise provides, the shareholder shall not have the right to dissent

(i)with respect to shares of a class or series which, at the record date fixed to determine the shareholders entitled to vote upon such transaction, is listed on a national securities exchange or is held of record by not less than 1,000 holders; or

(ii)from a transaction pursuant to a plan of dissolution of the corporation which provides for distribution of substantially all of its net assets to shareholders in accordance with their respective interests within one year after the date of such transaction, where such transaction is wholly for

(A)cash; or

(B)shares, obligations or other securities which, upon consummation of the plan of dissolution will either be listed on a national securities exchange or held of record by not less than 1,000 holders; or

(C)cash and such securities; or

(iii) from a sale pursuant to an order of a court having jurisdiction.

(2)Any shareholder of a domestic corporation shall have the right to dissent with respect to any shares owned by him which are to be acquired pursuant to section 14A:10-9.

(3)A shareholder may not dissent as to less than all of the shares owned beneficially by him and with respect to which a right of dissent exists. A nominee or fiduciary may not dissent on behalf of any beneficial owner as to less than all of the shares of such owner with respect to which the right of dissent exists.

(4)A corporation may provide in its certificate of incorporation that holders of all its shares, or of a particular class or series thereof, shall have the right to dissent from specified corporate actions in addition to those enumerated in subsection 14A:11-1(1), in which case the exercise of such right of dissent shall be governed by the provisions of this Chapter.

(5)A shareholder entitled to dissent from a corporate action as enumerated in subsection 14A:11-1(1) or as specified pursuant to a corporation's certificate of incorporation shall not have the right to challenge a corporate action from which a shareholder has a right to dissent, regardless of whether the shareholder

actually exercised the right to dissent as to that action, except that a shareholder may challenge a corporate action that was:

(a)not effectuated in accordance with the applicable provisions of this Chapter or the corporation's certificate of incorporation; or

(b)procured as a result of fraud, material misrepresentation, or other deceptive means