CONFIDENTIAL
PRIVATE PLACEMENT MEMORANDUM

EPH TECHNOLOGIES, INC.

BRIDGE FINANCING

Sale of Common Stock
Maximum Amount of Offering: $500,000

This Confidential Private Placement Memorandum (this "Memorandum") relates to the private offer (the "Offering") by EPH Technologies, Inc., a Nevada corporation ("EPH"), of up to a maximum of $500,000 in shares of EPH common stock (the "Securities"). The minimum subscription amount is $50,000, although EPH may accept subscriptions for less than $50,000 in its sole and absolute discretion. We will sell the Securities solely to those individuals and entities that are "accredited investors" as that term is defined in Rule 501(a) of Regulation D under the Securities Act of 1933, as amended (the "Securities Act").

Unless otherwise noted, the terms "we," "our," "us," "Company," "Parent Corporation" and/or "EPH Technologies" refer to EPH Technologies, Inc., a Nevada corporation, and "EPH Mexico" refers to our wholly-owned subsidiary currently being incorporated under the General Law of Commercial Companies in Mexico. EPH Technologies™, Protenza™, Enzoplex™, Hydrenza™ and The Serum® are trademarks of EPH Technologies.

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE AND ARE BEING OFFERED AND SOLD IN RELIANCE ON THE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND SUCH LAWS BY VIRTUE OF RULE 506 PROMULGATED UNDER THE SECURITIES ACT.

THE SECURITIES OFFERED HEREBY ARE SPECULATIVE AND INVOLVE A HIGH DEGREE OF RISK. NO INVESTMENT IN THE SECURITIES SHOULD BE MADE BY ANY PERSON NOT FINANCIALLY ABLE TO LOSE THE ENTIRE AMOUNT OF THEIR INVESTMENT. SEE "RISK FACTORS" ON PAGE 28. THE USE OF THIS MEMORANDUM AND THE INFORMATION CONTAINED HEREIN IS SUBJECT TO CERTAIN LIMITATIONS AND RESTRICTIONS. SEE "IMPORTANT INVESTOR NOTICES" ON PAGE 35.

This numbered copy is for the exclusive and confidential use of the person named below and, if the person named below chooses not to invest in this offering, this Offering Memorandum should be returned to EPH. **The date of this Memorandum is May __, 2014.**

Name: _____ Copy Number: _____

FORWARD-LOOKING STATEMENTS

This Memorandum includes forward-looking statements within the meaning of Section 27(a) of the Securities Act and Section 21(e) of the Securities Exchange Act of 1934 (the "Exchange Act"). These forward-looking statements are identified by terms and phrases such as "anticipate," "believe," "intend," "estimate," "expect," "continue," "should," "could," "may," "plan," "project," "predict," "will" and similar expressions and include references to assumptions and relate to our future prospects, developments and business strategies.

Factors that could cause our actual results to differ materially from those expressed or implied in such forward-looking statements include, but are not limited to (i) our ability to raise capital; (ii) our ability to protect our proprietary technology; (iii) our ability to monetize our technology; (v) our ability to comply with federal, state and international rules and regulations; (vi) general economic conditions; and (vii) changes in technology, market demand, sales plans and customer requirements.

These forward-looking statements are based on our estimates and assumptions and on currently available information. The forward-looking statements include information concerning possible or assumed future results of operations, and actual results may differ significantly from the results discussed. Forward-looking information is intended to reflect opinions as of the date of this Memorandum. We undertake no duty to update any forward-looking statements to conform the statements to actual results or changes in operations.

CONFIDENTIALITY

THIS OFFERING MEMORANDUM IS PREPARED SOLELY FOR THE BENEFIT OF PERSONS INTERESTED IN THIS OFFERING OF THE SECURITIES. THE INFORMATION RELATING TO THE OFFERING CONTAINED IN THIS OFFERING MEMORANDUM IS STRICTLY CONFIDENTIAL. YOU ARE PROHIBITED FROM COPYING, REPRODUCING OR DISTRIBUTING THIS OFFERING MEMORANDUM, IN WHOLE OR IN PART. FURTHER, THE EXISTENCE AND NATURE OF ALL CONVERSATIONS REGARDING THIS OFFERING MUST BE KEPT STRICTLY CONFIDENTIAL. BY ACCEPTING THIS OFFERING MEMORANDUM, YOU AGREE TO COMPLY WITH THESE RESTRICTIONS. IF YOU AGREE TO DELIVERY OF THIS MEMORANDUM, YOU AGREE TO RETURN IT AND ALL ATTACHED APPENDICES IF YOU DO NOT PURCHASE THE SECURITIES.

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EXECUTIVE SUMMARY

Our Company

The current focus of EPH Technologies is the commercialization of our life-changing treatments based on our proprietary serum, Enzoplex, including our Protenza serums in Mexico. We are also preparing to launch online sales of our Protenza skin repair products and our Hydrenza skin care line worldwide.

Our Chief Technology Officer and inventor of our proprietary microbial bioreactors and serum production process, Michael Saunders, has studied the propagation benefits of microbial enzymes for over a decade. We originally formed the company to leverage his research in microbials to develop products to reduce specific toxic substances and "crack" problematic hydrocarbon chains endemic to oil production. Our first product, E^3OR (Oil Remediation), was a biological formulation of microbes that triggered the cold hydrocracking of long-chain hydrocarbons in oil excavation and storage equipment. While the results of the initial trials in oil wells exceeded expectations, Mr. Saunders identified a second viable market segment when he noticed grass growing in the soil of an otherwise barren oilfield hydrated with wastewater from E^3OR treatments. Mr. Saunders immediately began to focus on proving the observed organic benefit of the microbes and the enzymes and proteins they produced. Additional testing on soil for growing more domesticated plant life, including lawns, trees, flowers and vegetables, resulted in unusually high growth rates and a discernible increase in overall resilience during winter months. We observed yield increases to such a degree, and in such controlled circumstances, that the beneficial effect of the product was irrefutable.

Through a process of analysis, application, and observation we conjectured that if plants growing in soil treated with the microbial byproduct could more effectively resist pest attacks and recover so substantially from the effects of seasonal change, it might also be possible for *other* organisms to benefit from this health promoting product. Additionally, considering that extensive exposure to the product caused no skin irritation, adverse reaction, or side effect, any potential toxicity of the product was of less concern.

In order to trigger the microbes to produce the byproduct enzymes and proteins in a laboratory setting, Mr. Saunders constructed a bio-reactor, or microbe incubator, to simulate the "down hole" atmosphere of an oil well. He subsequently developed process changes, improved ingredient quality, and refined clarification techniques in order to isolate the beneficial components of the biochemical response of the microbes when subject to various environmental stresses and stimuli. Finally, Mr. Saunders modified the filtration process to remove systemic contaminants and optimize production efficiencies. The resulting enzyme and protein rich byproduct became known as our E^3CP (Cellular Permeation) "serum" (which is now Enzoplex, the proprietary enzyme and protein blend in all our product lines).

When a friend of the company approached Mr. Saunders to inquire as to whether the E^3CP serum might also affect the health of his dog plagued with cancer tumors ravaging several of its vital organs, they decided to try the product instead of the lethal injection recommended by the veterinarian. After only a few days of ingesting the serum mixed with its food, the dog appeared more energetic, mobile and interactive. All parties, however, were staggered by the

news that the dog's cancer tumors had shrunk to an undetectable size within only a few weeks. It was then we came to believe the profound notion that this plant-health promoting product could have a significant effect on the immune system of *any* organism.

After forming EPH Technologies, our founders called on contacts in the medical community in Mexico City, a hotbed for progressive research and development of new medicines and "alternative" medical treatments, to organize a clinical study of the efficacy of Enzoplex on humans with various ailments characterized by inflammation, including cancer, diabetes, and arthritis. We believe that the significant results from these clinical studies (as discussed below on Page11) validate our Business Plan for the commercialization of the Protenza and Hydrenza product lines.

Our Strategy

Over the past 18 months we have funded clinical trials conducted in Mexico City by Dr. Luis Barcenas in conjunction with National Autonomous University of Mexico (Universidad Nacional Autónoma de México or UNAM). Based upon the results of these studies, Dr. Barcenas has prepared an Application for Distribution to be submitted to Comision Federal para la Proteccion contra Riesgos Sanitarios (COFEPRIS), the Mexican equivalent of the U.S. Food and Drug Administration, which will enable EPH to distribute its Protenza products throughout Mexico as a "supplement" for use in connection with the treatment of (i) arthritis, (ii) diabetes, (iii) cancer and (iv) general immune system support. Our products with be available over the counter in pharmacies and may also be recommended directly by physicians.

Our serum production methods are very scalable and can be reproduced with sufficient cultivation time to meet almost any forecast demand. We intend to manufacture and distribute a minimum of 200,000 Protenza serum units a month in just 12 months and close to one million units a month after 36 months. Even at one million units a month, our Protenza serum products would only capture a fraction (<3%) of the identified potential markets in Mexico.

We plan to launch our Protenza and Hydrenza product lines in Mexico City to leverage our access to existing distribution channels. We also believe the proximity of our current research studies and clinical trials being conducted in will support our initial marketing efforts. After completing the construction of the infrastructure required to distribute Protenza products in Mexico, we intend to generate additional revenue by licensing distribution rights to venture partnerships with "best of breed" companies and individuals to accomplish maximum market penetration throughout Latin America.

Working Capital Requirements

We seek $500,000 to provide "bridge financing" during the interim period between the final preparation and submission of our COFEPRIS application and finalizing distribution agreements with key distributors. We are currently engaged in negotiations with several large distributors seeking to license and/or joint venture with EPH for the commercial distribution of our products. We project that we will need to raise an additional $3.5 to $5 million to complete our product manufacturing infrastructure and to establish prudent working capital reserves. We

intend to raise this additional capital through licensing fees and/or direct investments by our distribution partners.

SUMMARY OF THE OFFERING

This summary does not constitute a complete description of the terms of the Offering and is qualified in its entirety by the more detailed information, contained elsewhere in this Memorandum.

Issuer	EPH
Title of Securities	Common Stock of EPH ("Common Stock")
Offering Size	Up to $500,000
Price per Share	The purchase price for each share of Common Stock sold and issued in the Offering shall be $4.8177.
Rational for Offering Price	Common Stock discounted to reflect minority interest being purchased, lack of liquidity (i.e. restricted shares and no public market), and the early stage of the company's development.
Use of Proceeds	The proceeds of this Offering will be used for working capital; see Use of Proceeds on Page 27.
Investors	This Offering is only open to "accredited investors" as defined by Regulation D under the Securities Act.
Additional Information	You may contact Frank Romano, our founder and Chief Executive Officer, if you have questions or need more information. His telephone number is (949) 502 7900 and email address is frank@ephtechnologies.com.

EPH MILESTONES

The following timeline summarizes the progression of EPH Technologies' research activities and identifies anticipated product development milestones:

2000-2007

- Mr. Saunders researches and experiments with various culturing mediums and processes to facilitate the production of naturally-occurring microbes in physically or geochemically extreme conditions.

2008

- Mr. Saunders fabricates a process for the production, packaging, and distribution of the "extremophile" microbes specifically formulated to cause cold hydrocracking of long-chain hydrocarbons in oil wells and storage tanks. Initial trials of E^3OR (Oil Recovery) begin in oil wells in Bakersfield, California.

- Mr. Saunders and oil field technicians discover unintended growth of organics in the soil at treated oil well sites.

2009

- Mr. Saunders develops the first bio-reactor which simulates the "down hole" atmosphere of an oil well triggering the microbe's production of enzymes and proteins.

- Tests are conducted on various plants using a combination of microbes and their resultant enzymes and proteins increasing yields and resiliency.

2011

- Mr. Saunders refines the cultivation process to remove systemic contaminants and optimize production efficiencies resulting in the E^3CP "serum" (which we now call Enzoplex, the proprietary ingredient in all our Protenza and Hydrenza products).

- The E^3CP serum is used to successfully treat tumors in a dog.

- EPH founders and "friends" use the serum to successfully treat other ailments characterized by inflammation and anemia, including cancer, diabetes, arthritis, sickle cell anemia and skin conditions like eczema and psoriasis.

2012

- March 31, 2012, EPH Technologies incorporates in Nevada.

- September 2012, Dr. Luis Barcenas Resendiz, former Professor of Physical Chemistry, General Physiology, and Pharmacology at UNAM and current Director of the Institute for Research and Development of Applied Science BC, begins Phase I of the clinical trials for our Enzoplex serum in Mexico City.

- November 2012, Dr. Barcenas completes Phase I clinical trials consisting of toxicity tests run on lab animals, the results of which confirmed that our Enzoplex serum is non-toxic, and enrolls (i) 10 patients with late-stage cancer (including liver adeno carcinoma, ovarian adeno carcinoma, and cervix uterine carcinoma) and (ii) 10 patients with arthritis in a clinical study where they are administered regulated doses of the serum.

2013

- February 2013, Dr. Barcenas enrolls an additional 23 patients for Phase II of the clinical trials.

- July 2013, Dr. Barcenas reports *"significant"* results in patients enrolled in Phase II of the clinical trials stating that, "manifestations of clinical response to the administration of the (EPH product) are summarized in significant improvement in inflammation processes especially in auto-immune frames; anemia correction process; augmented metabolic hyper catabolic state in patients with various processes associated with tumor; and stabilization response in cases of tumor patients referred from different backgrounds stock and significant improvement in dermatological processes."

- August 2013, Dr. Barcenas announces the protocol for seeking a bifurcated product approval where the serum will be submitted to the Federal Commission for the Protection Against Risks (generally referred to as COFEPRIS) as a "complimentary treatment" and also for certain specific indicated uses, including the treatment of cervical, ovarian and stomach cancer and begins Phase III of clinical trials.

- December 2013, Dr. Barcenas concluded Phase III clinical trials.

2014

- First quarter of calendar year 2014, Dr. Barcenas finalized the application for the distribution of Protenza in Mexico to be submitted to COFEPRIS.

- Presently, EPH is forming a wholly-owned subsidiary in Mexico in order to establish the required domestic presence for the identification of the initial distributor of our products in Mexico.

OUR TEAM

Management

***Michael Saunders*, Co-Founder and Chief Technology Officer**

As Chief Technology Officer at EPH, Mr. Saunders is responsible for all research, development, testing, application, support, and maintenance of EPH products and technologies. In fulfilling these responsibilities Mr. Saunders brings his many years of experience and understanding of various technological disciplines and leadership to all aspects of EPH business endeavors.

However, first and foremost, Mr. Saunders is an inventor. The marriage of his technical background in mechanical systems and software development with his very personal, innate curiosity in the biological sciences and health and wellness culminated in his discovery of the methods and mechanics required to produce the company's core product, the Enzoplex serum. His combination of multiple disciplines, that individually would not yield a collective understanding, enables EPH researchers to appreciate vast amounts of data and seek out the metrics that give us insight into the un-seeable.

In 1980, Mr. Saunders joined Ainsworth Consolidated Industries P/L (ACI) as an apprentice engineer and was directed by management to commence studies toward a business degree majoring in Mathematics at the Sydney Institute of Technology as an important part of Mr. Saunders "grooming" for executive management. In the electronics engineering division at ACI, his daily work duties required that he take circuit designs created by the senior electronics engineers and "bring them to life." Early on Mr. Saunders learned to generate proof of concept bill of materials and all necessary drawings and support documentation to advance the product designs to production release.

Mr. Saunders continued studies in electronics and communications and became proficient in assembly language programming (machine code), binary arithmetic and low level inter-device communications. During this time Mr. Saunders developed his second microprocessor-based device using relatively new Z80 microprocessor and the Digital Research operating system known as CP/M. Having access to CP/M and a flexible disk enabled operating system also enabled Mr. Saunders to learn higher level programming languages such Basic, Pascal, Fortran 4, PL1 subset G.

As a result of the notoriety that he achieved through his technical pursuits at ACI and academically at the Sydney Institute of Technology, Mr. Saunders quickly became the inside technical consultant on matters relating to small scale (personal) electronic devices, including the first dial up modems installed by ACI. In the course of troubleshooting these new modems Mr. Saunders wrote software code enabling the modems he was testing to connect to ACI's Systems Administration Mainframe. Mr. Sauder's essentially "hacked" into the mainframe computer that was the heart and soul of the company supporting all accounting, slot machine analysis bureau, MRP manufacturing, and sales ordering. While he feared being terminated for his actions, he nevertheless brought the situation to the attention of senior management in the ACI Prime Computer Mainframe division. After replicating, verbatim, the exact program that he had used to hack the system on a notepad provided by the head of the Prime Computer department, he was instead promoted and given

the position of "International Microcomputer Support Specialist" in the Prime Computer department where trained in every aspect of high level software development and system administration.

Mr. Saunders authored and/or co-authored numerous provisional patent applications, filings, office actions and continuances culminating in patents being awarded relating to conventional and internet gaming, and was the innovative lead and/or chief architect of many advances in the gaming and electronic industries, including:

- Pseudo-random number generation and statistical analysis systems;
- Electronic design, development, prototyping, testing and compliance certification systems;
- Software script interpretation and programming language systems design and development;
- Inter-process electronic and software interface design and development;
- Interrupt driven background process design and development;
- Gaming device predictive statistical analysis systems;
- Gaming device manufacturing computer numerical control (CNC) systems;
- Gaming device 3GL semi-automated software language/generation systems;
- Gaming device card based transaction management systems;
- Remote/unmanned Gaming device control and security systems;
- Gaming device real-time computer controlled unmanned play and analysis systems;
- Inter-casino process integration, centralization and decentralization systems;
- Cash and cashless transaction management systems;
- Gaming analysis. accounting and auditing systems;
- Ticket-In/Ticket-Out transactions management and tracking systems;
- Player tracking and bonus management systems;
- Gaming player marketing and promotions management systems;
- Wide area networked (WAN) gaming applications and security systems;
- Resource/asset allocation/tracking systems;
- MRP/II systems;
- Very large scale LED and incandescent display technologies design and development;
- Process/flow control systems design and development;
- Numerous complex secure communications systems;
- Encryption/decryption storage and communications protocols and systems;
- Distributed device control systems;
- "Transport Layer" and above packet switching network systems development; and
- Multi-CPU shared buss device design.

In 1990, after 10 years of employment with ACI, Mr. Saunders was recruited to a new position as General Manager of Informtech Industrial P/L where he directed the launch of the company's computer systems division, affording him direct access to hi-tech manufacturing and an opportunity to diversify his technological interests from the gaming industry. During his tenure the company experienced record growth and an exceptional increase in overall market share in Australia. Mr. Saunders then launched "Porro Technologies" (Porro) as a wholly-owned subsidiary of Informtech Industrial with manufacturing and global headquarters in Hong Kong. When the

worldwide "PC compatibles" computer systems market struggled in the mid-1990s, Mr. Saunders negotiated a non-hostile takeover of all manufacturing, distribution, and support for the Porro branded products and services through his own company Onlook Engineering P/L. Mr. Saunders, in his position as Managing Director (CEO) and Chief Architect at Onlook, was responsible for all administrative and executive decisions as well as all research, development, design and technology related policy and direction. In addition to driving sales of Porro branded systems in niche high-end business systems markets requiring high quality customer support, Onlook developed several fully automated on-track feed-to-display systems for real-time trackside and remote horse race betting and also an automated "Fax-Out" system for the Sydney Electricity Commission.

In 1995, Mr. Saunders successfully negotiated the sale of Onlook Engineering, P/L to Mikohn Gaming Corporation, a Las Vegas based peripheral device manufacturer. As part of the agreement, Mr. Saunders assumed responsibility for restructuring Mikohn's Australian operations while also assessing and proposing a restructure and feasibility study of all current research and development projects internationally. After spending two weeks in the Las Vegas corporate headquarters, and presenting the proposal for ongoing engineering division activities, Mikohn executive management requested Mr. Saunders sign on for a minimum of three years as Executive Director of Engineering and relocate to Las Vegas, NV. Mr. Saunders successfully negotiated a policy changing employment agreement which included the successful application for permanent residence in the United States.

In early 2000, Mr. Saunders was recruited to assist Coinless Systems Inc. with the specific objective of directing the development of devices and interfacing technologies supporting the use of tickets for gaming device cash and promotional transactions. Mr. Saunders authored, applied for and was awarded patents relating to "Ticket-In Ticket-Out" (TITO) applications which are now credited as the most significant disruptive technology in gaming since the introduction of bill acceptors. During this time Mr. Saunders also developed patentable technologies relating to utilizing the internet to expand the "brick and mortar" casino based gaming environment.

In the late 90s, a chance encounter with NASA Astronaut Dr. Tammy Jernigan on a 12 hour flight from Sydney, Australia, introduced Mr. Saunders to astrophysics and the pursuits of understanding that some of the greatest minds on Earth have yet to conquer including the realization of the basic fundamentals of our existence. Motivated by curiosity and the desire to pursue something beyond his experience and understanding, Mr. Saunders began diversifying his research efforts.

Mr. Saunders' track record in taking products from concept to market has attracted numerous start-up venture groups to request his assistance. One such approach inspired him to embark independently on his research efforts in microbiology.

***Timothy N. Stickler*, Co-Founder, Chief Operating Officer**

Mr. Stickler has practiced corporate and securities law for over 15 years in private practice and various in-house capacities. Most recently, Mr. Stickler was a member of the executive team charged with facilitating the bankruptcy turn-around and restructuring of U.S. Dry Cleaning Services Corporation (NASDAQ: UDRY), a previously publicly-traded company with 75 retail centers, three production factories, and over 530 employees. Prior to joining USDC in March 2011, Mr. Stickler was Senior Corporate Counsel at Autobytel, Inc. (NASDAQ: ABTL) where he was a member of the business development team and lead in-house attorney for the company's acquisition activities. Mr.

Stickler also spent several years at The Warmington Group of Companies, one of California's largest multi-use and commercial real estate developers where he structured, formed and managed investment vehicles for the acquisition of land and portfolio properties.

Mr. Stickler began his legal career as an associate at Stradling Yocca Carlson & Rauth representing emerging growth companies in public offerings, venture capital financings, mergers and acquisitions, and various forms of technology and business concept licensing.

Mr. Stickler earned is J.D. degree from the University of California, Hastings College of the Law and his B.A. from the University of California, Berkeley, with Distinction in General Scholarship (Magna Cum Laude).

***Frank Romano,* Chief Operating Officer**

Mr. Romano has been a leader in Southern California business for over thirty five years. His outstanding professional achievements include:

- As General Manager of the car dealership Long Beach Lincoln/Mercury in Long Beach, CA, he led the company from number 276 in the country to number one. His innovative promotional techniques were adopted by every major automobile manufacturer in the U.S. and are still being utilized today.
- As General Manager of the car dealership Rex Ellsworth Pontiac in Anaheim, CA, he repeated his success and brought that dealership from 756 in the country to number one.
- As Founder and Owner of Land Sea Air Leasing, he grew the business to be the largest independently owned car leasing company in the United States. Major clients include the California State Teachers Association (125,000 members) and the California State Employees Association (200,000 members)

Consulting with the medical supply company, Tulip Medical in San Diego, CA, Mr. Romano became part of the team that created, marketed and distributed Bio Derm, their revolutionary disposable needle. Due in part to Mr. Romano's marketing acumen, Bio Derm is now an industry leader.

Throughout his career, Mr. Romano has been an initiator and team builder, creating powerful organizations custom-designed to achieve specific objectives.

Medical Consultants

***Dr. William Van Valin,* Medical Director**

Dr. Van Valin has practiced internal medicine in the United States for over 20 years and has been our Medical Director since November 2013. In this capacity, Dr. Van Valin coordinates all clinical information and is EPH's liaison to COFEPRIS. He is bilingual and particularly capable of communicating the company's initiatives in Spanish having received his medical degree at the Universidad Autonoma de Guadalajara in 1981. Dr. Van Valin began his medical residency at St. Lukes Medical Center in Chicago, Illinios and completed his residency in family medicine at the Lagrange Family Practice Center in Lagrange, Illinois.

Dr. Van Valin is currently Chief of Staff at Santa Ynez Valley Cottage Hospital in Solvang, California

***Dr. Luis Barcenas Resendiz*, Director of Clinical Studies, Mexico**

Dr. Barcenas brings significant experience in progressive medicines and medical procedures to our team at EPH. Dr. Barcenas began his professional career as a research scientist and Professor of Physical Chemistry, General Physiology, and Pharmacology at several universities, including UNAM. While working in the Pharmacology Department at UNAM, Dr. Barcenas conducted pharmacological studies required to adequately support and validate the applications for several new drugs through the Control Department of the Mexican Ministry of Health, Undersecretary of Regulation and Health Promotion of Drugs and COFEPRIS.

During the past 14 years he has also maintained a thriving private practice of medicine in Mexico City specializing in advanced treatments for cancer. During this time he also served as Director of Research and Development of the IAP Cancer Research Center. As part of this practice he has overseen the approval process of several new medicines, including assisting in the preparation of all elements of product testing to establish molecular integration, processes absorption, metabolization and other elements required to determine biosaftey and product efficacy and developed significant contacts at both the Ministry of Health and COFEPRIS.

Dr. Barcenas has also served as the Director of the Institute of Ethnobotany of Mexico A.C., a foundation focused on the study of plants and the relationship between the plants and humans. He is a Founding Member of the Lopez Portillo Foundation A.C and the Co-Founder and current Director of the Institute for Research and Development of Applied Science BC. Dr. Barcenas is a member of the Mexican Society of Internal Medicine and a member of the Mexican Academy for the Study of Obesity BC. He is also the current President and a Member of the Mexican Society of Advanced Studies in Community Health.

Dr. Barcenas graduated from UNAM with a Bachelor of Science in Veterinary Medicine and Animal Husbandry, with honors. He completed graduate studies with a specialization in clinical pharmacology at UNAM and an advanced degree from Universidad Autonoma Metropolitana where he was awarded the University Medal for scholarship.

PROJECT PROTENZA

Upon raising the capital required for the development of our EPH Technology Center and bottling and distribution facilities in Mexico City, we intend to launch the sales of our Protenza and Hydrenza product lines throughout Latin America.

I. PROTENZA- Commercial Launch, Mexico

A. Clinical Trial Has Established the Efficacy of Enzoplex- Our Serum Saves Lives

In September 2012, EPH Technologies entered into a collaborative arrangement with Dr. Barcenas to conduct clinical trials for the treatment of a random sample of ailments characterized by inflammation with the Enzoplex serum.

Phase I of the clinical trial consisted of pharmacology and toxicity tests run on lab animals, the results of which confirmed that our Enzoplex serum is non-toxic. According to Dr. Barcenas, "in the protocol of the toxicity tests, the results of the evaluation corresponding to the acute toxicity are satisfactory as there (were) not side effects present or collateral in the murine model when it was supplied the product with dilution of 2%, 10% and 20% with water for consumption during 20 days." In addition the test subjects did not demonstrate any appreciable modifications in behavior (physical activity, food consumption, liquid consumption and appearance in mobility and behavior). Further microscopic evaluations of the organs, tissue and hair characteristics in the necropsy tests of the subjects did not show any negative changes or harmful side-effects.

Motivated by the results of the initial laboratory testing, in November and December 2012, Dr. Barcenas enrolled (i) 10 patients with late-stage cancer (including liver adeno carcinoma, ovarian adeno carcinoma, and cervix uterine carcinoma) and (ii) 10 patients with arthritis, diabetes and other ailments in Phase II of the clinical trial where they were administered regulated doses of the Enzoplex serum. In the first quarter of 2013, Dr. Barcenas enrolled an additional 23 patients in the clinical trial in order to conduct double-blind, randomized controlled testing executed in a sufficient number of patients for the purpose of providing additional information for the statistical analysis of the efficacy and safety of the Enzoplex serum. The tests conducted during Phase II not only evaluated the potential therapeutic and side effects of the Enzoplex serum, focusing on determining dose ranges, but also to established the efficacy of the test product in terms of manifestations of a particular disease.

Dr. Barcenas provided the following summaries (set forth in bold text) of the results of the Phase II of the clinical trial:

"Manifestations of clinical response to the administration of the product are summarized in significant improvement in inflammation processes especially in auto-immune frames";

Inflammation is considered as a mechanism of innate immunity. Inflammation is a biological response to harmful stimuli such as pathogens, damaged cells or irritants. Progressive

destruction of the tissue from persistent inflammation will compromise the survival of the organism. However, chronic inflammation can also lead to a host of diseases, such as hay fever, periodontitis, atherosclerosis, rheumatoid arthritis, and even cancer (e.g., gallbladder carcinoma).

Autoimmune diseases are characterized by the body's immune responses being directed against its own tissues, causing prolonged inflammation and subsequent tissue destruction. Autoimmune disorders can either cause immune-responsive cells to attack the linings of the joints (resulting in rheumatoid arthritis) or trigger immune cells to attack the insulin-producing islet cells of the pancreas (leading to insulin-dependent diabetes mellitus).

A healthy immune system recognizes, identifies, remembers, attacks, and destroys bacteria, viruses, fungi, parasites, cancer cells, or any health-damaging agents not normally present in the body. A defective immune system, on the other hand, wreaks havoc throughout the host by directing antibodies against its own tissues.

The above summary statement presented by Dr. Barcenas suggests that the Enzoplex serum triggered "significant improvement" in reducing inflammation, especially as it pertains to auto-immune conditions. This supports our own observations of reduced arthritic pain, including increased or returned functionality of fingers formerly crippled by rheumatoid arthritis.

"Anemia correction process;"

Anemia is a decrease in number of red blood cells or less than the normal quantity of hemoglobin in the blood.

Inflammatory Anemia, also known as Anemia of Chronic Disease (ACD), is a form of anemia seen chronic illness. Chronic infection, chronic immune activation and malignancy are examples of chronic illness. ACD is the most common anemia found in hospitalized patients.

The link between inflammatory cytokines and the reduction in the release from iron stores is likely the cause of inflammatory anemia. The increase in anemia correction may indicate either, a shortening of the period of demand for cytokines and thus a shortening of the period of suppression of iron release, or a reduction in the demand for cytokines due to an overall improvement in the immune system function and availability. Either way, the Enzoplex serum is accelerating the restoration of a healthy organism as indicated by the increased rate of inflammation reduction. This further supports our own observation of the dramatic improvement in the energy and mood swings of a patient suffering for a decade from sickle cell anemia.

"Augmented metabolic hyper catabolic state in patients with various processes associated with tumor;"

Dr. Barcenas observed an increase in the rate of metabolic activity specifically in the metabolic pathways that break down molecules to release energy. Catabolism provides chemical energy for cell maintenance and growth. It is apparent that the Enzoplex serum has a beneficial effect on the maintenance and growth of cells as is especially necessary to facilitate recovery from chronic illness. Enzoplex serum, while enhancing the immunological response to

pathogenic infection, also appears to augments the maintenance and growth of healthy cells as part of the restorative process.

"Stabilization response in cases of tumor patients referred from different backgrounds stock and significant improvement in dermatological processes."

Immunodermatology studies skin as an organ of immunity in health, the breakdown of which can lead to inflammatory disease, allergic contact dermatitis, atopic Eczema, autoimmune skin disease such as Vitiligo and psoriasis, and microbial skin disease such as retrovirus and leprosy.

Enzoplex serum has been effective in treating some of the above listed conditions as they were presented. We believe that the expected outcome would likely be the same for each of the remaining skin diseases listed if presented for Enzoplex serum therapy. This supports the miraculous changes we've observed in patients with serious skin disorders, including psoriasis and eczema.

B. The Market for the Protenza Products Is Massive

Quantifying a Market: Treating Preventable Deaths

Our Protenza products promote health and wellness by optimizing the function of the immune system with an identifiable benefit of treating and/or eliminating conditions of disease triggered by cellular inflammation. The list of diseases and ailments positively affected by our Protenza products include, but are not limited to, rheumatoid arthritis, certain types of cancer, skin ailments including psoriasis and eczema, hypertension, and liver disease. Given the wide range of potential prescriptions available to physicians upon receiving COFEPRIS approval, it is exceedingly difficult to quantify a target market for our Protenza products.

What follows is an attempt to determine marketability against a clear, though relatively conservative, metric. In order to determine a minimum target number of users, we believe it is reasonable to quantify the number of deaths reported in Mexico from conditions that our products can prevent, treat or remit. The figures available tell us an absolute number that relates to failed existing treatments or therapies. We believe that this is one way to represent market size in, and also get closer to, a cost/benefit analysis.

In 2011, there were 375,348 reported deaths in Mexico from conditions that we believe the Enzoplex serum has the potential to prevent (see Table below). If each individual consumed one (1) bottle per month (6oz bottle at one (1) teaspoon per day), we must produce over 211,000 gallons of serum per year. The total number of bottles required to service all preventable fatal conditions for just one (1) year would be approximately 4.5 million bottles (375,000 bottles a month). With a total population of over 110 million people, the fatalities from the identified conditions represent only 0.34% of the total population in Mexico. Obviously, this is an extremely conservative target. When formulated as a "nutritional supplement" and sold at a lower price point, we believe that we will be able to expand the Protenza product footprint and reach a significantly larger portion of the target market. This will in-turn provide the flexibility

to introduce the Protenza line in other markets worldwide as either a prescribed "medicine/drug" or an "over the counter/nutritional supplement" or both. For instance, after establishing product acceptance in Mexico, we intend to introduce Protenza in the U.S. as a nutritional supplement, while in China the product licensing and distribution firms we've talked to envision a bifurcated product launch.

EPH Technologies, Inc.						
Total Population	110,647,000					
Total Deaths In 2011	478,838	0.43%				
Estimated Treatable by Serum	375,348	78.39%				
Price Per 6 oz Bottle	$ 250.00					
Condition	**Deaths in 2011**	**% of total Deaths**	**6oz Bottles Per Year**	**Ounces Per Year**	**Gallons Per Year**	**Revenue 1 year USD**
Coronary Heart Disease	77,045	16.09	924,540	5,547,240.00	43,337.81	$231,135,000.00
Diabetes Mellitus	71,906	15.02	862,872	5,177,232.00	40,447.13	$215,718,000.00
Stroke	34,267	7.16	411,204	2,467,224.00	19,275.19	$102,801,000.00
Liver Disease	28,324	5.92	339,888	2,039,328.00	15,932.25	$84,972,000.00
Lung Disease	22,884	4.78	274,608	1,647,648.00	12,872.25	$68,652,000.00
Hypertension	17,838	3.73	214,056	1,284,336.00	10,033.88	$53,514,000.00
Influenza & Pneumonia	16,535	3.45	198,420	1,190,520.00	9,300.94	$49,605,000.00
Kidney Disease	13,591	2.84	163,092	978,552.00	7,644.94	$40,773,000.00
Congenital Anomalies	9,386	1.96	112,632	675,792.00	5,279.63	$28,158,000.00
Lung Cancers	7,343	1.53	88,116	528,696.00	4,130.44	$22,029,000.00
Stomach Cancer	6,390	1.33	76,680	460,080.00	3,594.38	$19,170,000.00
Prostate Cancer	6,101	1.27	73,212	439,272.00	3,431.81	$18,303,000.00
Liver Cancer	5,501	1.15	66,012	396,072.00	3,094.31	$16,503,000.00
Breast Cancer	5,383	1.12	64,596	387,576.00	3,027.94	$16,149,000.00
HIV/AIDS	5,143	1.07	61,716	370,296.00	2,892.94	$15,429,000.00
Colon-Rectum Cancer	4,672	0.98	56,064	336,384.00	2,628.00	$14,016,000.00
Cervical Cancer	4,464	0.93	53,568	321,408.00	2,511.00	$13,392,000.00
Other Neoplasms	4,283	0.89	51,396	308,376.00	2,409.19	$12,849,000.00
Leukemia	4,096	0.86	49,152	294,912.00	2,304.00	$12,288,000.00
Pancreas Cancer	3,943	0.82	47,316	283,896.00	2,217.94	$11,829,000.00
Lymphomas	3,937	0.82	47,244	283,464.00	2,214.56	$11,811,000.00
Peptic Ulcer Disease	2,929	0.61	35,148	210,888.00	1,647.56	$8,787,000.00
Alzheimers/Dementia	2,615	0.55	31,380	188,280.00	1,470.94	$7,845,000.00
Anaemia	2,536	0.53	30,432	182,592.00	1,426.50	$7,608,000.00
Asthma	1,792	0.37	21,504	129,024.00	1,008.00	$5,376,000.00
Ovary Cancer	1,761	0.37	21,132	126,792.00	990.56	$5,283,000.00
Skin Disease	1,580	0.33	18,960	113,760.00	888.75	$4,740,000.00
Inflammatory/Heart	1,555	0.32	18,660	111,960.00	874.69	$4,665,000.00
Skin Cancers	1,523	0.32	18,276	109,656.00	856.69	$4,569,000.00
Rheumatoid Arthritis	1,411	0.29	16,932	101,592.00	793.69	$4,233,000.00
Bladder Cancer	1,237	0.26	14,844	89,064.00	695.81	$3,711,000.00
Parkinsons Disease	1,224	0.26	14,688	88,128.00	688.50	$3,672,000.00
Oral Cancer	1,078	0.23	12,936	77,616.00	606.38	$3,234,000.00
Oesophagus Cancer	1,075	0.22	12,900	77,400.00	604.69	$3,225,000.00
Total	375,348	78	4,504,176	27,025,056	211,133	$1,126,044,000.00

True Market Potential: Exponentially Larger than Quantifiable Deaths

We believe that the actual market for the Protenza product line could exceed a million units a month in Mexico alone, and this estimate does not even include the potential market for our Hydrenza skin care line.

Cancer- Underreported and Still Close to 375,000 Cases. Cancer is the second leading cause of death in Mexico. In 2008, there were a total of 127,600 new cancer cases diagnosed in Mexico City, with a five year prevalence of 296,900.[1] However this does not reflect reality, as Mexico's cancer incidence rates are notoriously underreported and do not reflect the dramatic increase of this disease in the Mexican population. Mexico has lacked sufficient healthcare resources and medical infrastructure to encourage the early detection of cancer in the general population. As a result, many cancer cases in Mexico develop without detection until the final stages of the disease. In addition, Mexico's deficient reporting practices do not facilitate a proper collection of healthcare data. Budget constraints, bureaucracy and the breakdown of the healthcare system (IMSS, ISSSTE, Secretaría de Salud besides the private sector, among others), hampers the collection of precise and up-to-date statistics. We believe that the actual cases of cancer in Mexico are closer to 375,000 (which at approximately .03% of the total population establishes a prevalence rate on par with the worldwide average).

Diabetes- Over 10 million Potential Cases. According to a conference hosted by the Federacion Mexicana de Diabetes, A.C. (MDF) in Mexico City on April 9, 2013, it is estimated that more than 10 million Mexicans, or almost a sixth of the adult population, suffer from diabetes, largely because of over-eating and increasingly sedentary lifestyles. By 2030, more than 16 million people in Mexico are expected to suffer from the disease. Mexico has the sixth most cases of diabetes in the world. The MDF says that the illness kills 70,000 people a year, making it the third leading killer in Mexico. As a result of the recent economic and societal transformations, rates of exercise activity have dropped while dietary inputs have shifted towards high fat, high sodium diets. The result is a population today with Type 2 diabetes rates of 7%, overweight population rates of 40%, and obesity rates of 31%.[2] Additionally, despite anti-smoking campaigns, tobacco use is increasing in some populations and many women continue to cook with wood in their homes, which is correlated with hypertension, another contributing factor to diabetes. According to Dr. Alejandro Mohar, Director General of the National Cancer Institute of Mexico (INCan), this combination of risk factors raises the specter of a future epidemic as "*millions* of Mexicans are at risk for a series of malignancies."[3]

Despite committing significant financial resources to the cause, the Mexican government simply does not have the resources to contain the diabetes epidemic. According to Mexican Health Minister Mercedes Juan Lopez, the Mexican government plans to pump around $350 million into prevention programs and currently spends at least $800 million a year just on diabetes treatments, while expenses related to complications are difficult to quantify.[4]

Arthritis- Over Potential 17 million Cases. While statistics regarding cases of doctor-diagnosed arthritis in Mexico are lacking, it is not difficult to extrapolate projected case numbers from those reported by Mexican nationals and Mexican-Americans in the United States. According to studies by the Center for Disease Control in the United States, approximately 14% of all Mexican nationals living in the United States and 18% of all Mexican-Americans reported

[1] Pan American Health Organization Country Health Profiles (2010). Note also that there were a total of 906,008 new cancer cases diagnosed in Latin American, with a five year prevalence of 2,145,786 cases .
[2] "Cancer: Mexico's Growing Problem", University of California, San Francisco, Global Health Sciences, February 12, 2012.
[3] Ibid.
[4] "Mexico Hit with a Spike in Diabetes Cases", Wall Street Journal, April 9, 2013.

doctor-diagnosed arthritis.[5] These findings should be considered "conservative" as Mexicans and Mexican-Americans living in the United States do not have the same access to healthcare and diagnostic services as other racial groups. Therefore, the doctor-diagnosed statistics are considered low. In addition, given the epidemic rate of obesity and diabetes reported in Mexico, the actual rate of people affected by arthritis in Mexico could potentially be much higher than in the United States.

Using the lower incident rate of CDC statistics (14% doctor-reported rate of arthritis among Mexicans participating in the CDC study), with an estimated population of approximately 124,225,000[6], we can deduce that over 17,391,000 people potentially suffer from arthritis in Mexico and given the negative trends in obesity, hypertensions and other inflammation-inducing health risks, the affected population will continue to growing exponentially.

Serious Skin Disorders- Over Potential 6.5 million Cases. Serious skin disorders are widespread in Mexico where it is estimated that more than 1 in 10 schoolchildren suffer from Eczema and more than 2 million people have psoriasis.

Eczema is a category of skin disease that is characterized by inflammation, itching, dry scaly skin, and in severe cases, small fluid filled blisters and insomnia. It is the most common skin disease in children today. According to article published in the J Investig Allergol Clin Immunol, as reported in the U.S. National Library of Medicine, National Institutes of Health, the prevalence of eczema by medical diagnosis in 2010 was 4.1% of the total population of Mexico while the actual prevalence of current eczema in schoolchildren (under 18) is 11.3%.[7] With an estimated population in Mexico of 35,125,000 children under the age of 14, there are potentially 4 million schoolchildren currently suffering from the symptoms of eczema that could be alleviated or eliminated b Protenza products.

Psoriasis is a skin disease that causes scaling and inflammation (pain, swelling, heat, and redness). Skin cells grow deep in the skin and slowly rise to the surface. A person with psoriasis generally has patches of raised red skin with thick silvery scales. The affected skin may be red and scaly or rarely have pustules, depending on the type of psoriasis the individual has. Severe psoriasis is considered debilitating and often the source of social anxiety and other emotional trauma triggered by the painful, discoloration of the skin. A study by the International Psoriasis Council (IPC) estimates that that approximately two percent of the population in Mexico is affected by the disease which means that close to 2.5 million Mexicans have psoriasis.

Total Potential Market. The diagnosis and reporting of serious diseases in Mexico, remains lacking. Nevertheless, the potential market for Protenza products as identified by the estimated number of cases of identified illnesses receptive to treatment with Enzoplex serum, including cancer, diabetes, arthritis and serious skin disease, is staggering at close to 34 million.

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[5] See: http://www.cdc.gov/arthritis/data_statistics/race.htm.
[6] Mexico Population Prospectus: The 2012 Revision, United Nations, Population Division, Department of Economics and Social Affairs.
[7] "Prevalence of symptoms of eczema in Latin America: results of the International Study of Asthma and Allergies in Childhood (ISAAC) Phase 3," J Investig Allergol Clin Immunol. 2010;20(4):311-23.

Thus, sales of one million units a month would represent less than 3% of the total potential market in Mexico.

C. Mexico City is the Ideal Location to Launch the Protenza Products

We have strategically chosen to launch the commercialization of our Protenza products outside of the United States. This decision is motivated in part by the significant hurdles and inherent costs associated with bringing a product to market in the United States, especially one with the potential to be categorized by the U.S. Food and Drug Administration as facilitating a cure, mitigation, treatment, and/or prevention of disease. However, our decision is also motivated by the fact that Mexico City is an ideal location for our product launch given that Mexico City is one of the most important economic hubs in Latin America, the site of our current clinical trials, and is home to some of the most recognized medical facilities in Mexico, including many of the best specialty facilities for Cardiology, Nutrition, Psychiatry, Oncology, Pediatrics, and Rehabilitation.

The following statistics support the economic strength of the region:

- Mexico has the fourteenth largest nominal GDP ($1,177 billion in 2012[8]) in the world and the eleventh largest GDP by purchasing power parity;
- Mexico City itself had a GDP of $390 billion in 2009, ranking as the eighth richest city in the world after Tokyo, New York, Los Angeles, Chicago, Paris, London and Osaka/Kobe and the richest in Latin America, and its GDP is expected to almost double to $745 billion by 2025 [9];
- The combined personal wealth of privately held income of residents of Mexico City is estimated to be $536.95 billion[10];
- Average household spending in Mexico City exceeds $50,000 annually, the highest in Latin America and on par with France and Italy; and
- Companies in Mexico City can take advantage of free trade agreements Mexico has signed with 44 different countries around the world.

In addition to the economic benefits of the region, planning to launch our products in Mexico City will allow us to leverage our relationship with UNAM. The oldest university in the Americas, UNAM is the largest university on the continent (with an enrollment of 305,969 students), and conducts 50% of Mexico's scientific research. It is widely regarded as the leading research center for new medicine and health care innovation in Mexico and all of Latin America. Our Chief Scientific Advisor to Mexico, Dr. Luis Barcenas Resendiz, is the Director for University Programming in Health Sciences at UNAM and the Director of the Research Institute

[8] "Report for Selected Countries and Subjects."World Economic Outlook Database, April 2013. International Monetary Fund.
[9] PricewaterhouseCoopers, UK (November 2012). "Which are the largest city economies in the world and how might this change by 2025?". UK Economic Outlook: 20–34.
[10] "Mexico Could Pass Brazil as top LatAm Economy in 10 years-Nomura", Reuters, August 8, 2012.

of Applied Science and Development, Mexico. We are confident that our product applications submitted to COFEPRIS will be strengthened by the reputations of Dr. Barcenas and UNAM.

D. Submission of the Product Applications to COFEPRIS is Immanent and to Include Recommendations for "Specific Indications"

Dr. Barcenas, utilizing the resources available to him at UNAM, enrolled additional patients and conducted the microscopic analysis in accordance with the Phase III protocol required to submit our COFEPRIS applications. We initially will apply for COFEPRIS approval for the Protenza products to be marketed and sold as nutritional or "dietary" supplements providing "complimentary treatment" for existing disease protocol. However, based upon the significant results observed by Dr. Barcenas in Phases I and II of the clinical trials, especially in the treatment and reduction of cancerous tumors in patients diagnosed with cervical and ovarian cancer, we may in the future expand the Phase III protocol to include the testing and information required for New Drug Substances for "specific indications."

E. Our Product Lines Are Defined to Target Large Market Segments

Protenza Serums

EPH Technologies intends to launch three individually-branded product lines consisting primarily of the Enzoplex, specifically formulated for:

- *Protenza Cancer*: this will include approvals for specific indications; the product will also be recommended as part of cancer remission protocol and as a compliment to existing treatments.

- *Protenza Arthritis/Chronic Inflammation Treatment:* the marketing campaigns for this product will target arthritis treatment but also include other ailments characterized by chronic inflammation.

- *Protenza Diabetes and Heart Disease Support* the benefits experienced in the treatment of diabetes will include general health maintenance which may be cross-promoted for other conditions including heart disease.

Protenza Skin Repair

We also intend to launch a "Skin Repair Kit" consisting of (i) Skin Support Serum (taken internally), (ii) Skin Repair Spray and (iii) Skin Repair Lotion, formulated to repair skin damaged by psoriasis, eczema and other severe skin ailments. While the products in the Skin Repair Kit will also be available separately, the initial treatment protocol begins with the Kit. We believe that the skin, as the largest organ in the body, responds to the beneficial, immunity-boosting properties of Enzoplex and actually repairs itself internally from the sub-dermal layer to the surface. However, the Skin Repair Spray and Skin Repair Lotion compliment the treatment as they sooth the damaged skin as it heals. It has been our experience that maintenance of the

healthy skin after the initial month-long treatment only requires the Skin Support Serum. However, many of our patients prefer to continue with the entire Skin Repair Kit.

Hydrenza Skin Care Line

We have also developed a full line of skin care products, including facial washes, lotions, and wrinkle-reducing serums and body washes, scrubs and lotions. Each of these skin care products include Enzoplex as a primary ingredient. We intend to launch the skin care line in conjunction with building brand recognition behind Protenza and the concept of these products being "Powered by Enzoplex". We realize that the skin care market is both massive (with worldwide sales of $80 billion in 2010[11]) and extremely competitive. However, we believe that we will be able to leverage rehabilitative qualities of Enzoplex to truly differentiate the Hydrenza skin care line.

F. Defined Sales Channels in Mexico

We intend to market our Protenza products to both the public and private healthcare sectors, as we believe each provides massive economic opportunities for our unique products.

Healthcare spending in Mexico is expected to rise from $61.4 billion in 2008 to $101 billion by 2014, representing a compound annual growth rate (CAGR) of 13.1% in U.S. dollars, with much of the increase in spending projected in the public, government-sponsored sector. The Secretariat of Health, with support from Mexico's social security institutions, particularly the Instituto Mexicano del Seguro Social (IMSS), provides public healthcare services to Mexico's population. Mexico's social security system covers workers in the employee population and comprises several institutions, each of which is funded by contributions from employers, employees, and the government. These social security institutions cover over 64,500,000 workers annually.[12] In 2004 the Mexican legislature approved the Seguro Popular to ensure healthcare for all Mexicans who lack insurance coverage. The Mexican government claims to have enrolled about 51 million people in Seguro Popular.

Public Healthcare- An Opportunity to Provide Cost-Savings Treatments. Due to massive reforms in the federal healthcare system in Mexico, government-sponsored/public healthcare spending is expected to be $40.7 billion by 2014, accounting for approximately 40% of total spending. As coverage has expended to include more and more Mexicans, the federal government and the various government-backed healthcare providers must cope with skyrocketing healthcare costs. [13]

We believe that our Protenza products will provide a compelling value proposition in government-financed hospitals and clinics. To this end, EPH has identified several specific efforts that will help it capitalize on the shift in the public sector environment:

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[11] "Skin Care Industry Trends", Skin Care Industry News, June 22, 2010.
[12] World Health Statistics, World Health Organization (WHO, 2010); Webpage Secretaría de Salud de Mexico, 2011
[13] "Healthcare Spending To Exceed US$100bn By 2014", Business Monitor International; Mexico - Pharmaceuticals & Healthcare - Jan 11 2010.

- Cost Pressures. Our Protenza products offer significant cost-savings over existing medications and treatment protocol. For instance, the use of our serum to treat cervical cancer (at $250-500 a month) could potentially replace the cost of chemotherapy and radiation (treatments that can cost in excess of $100,000) when used as a new drug for this "specific indication." The Enzoplex serum use as a "complimentary treatment" has the potential to accelerate the effectiveness of existing treatments and shorten recovery times, again reducing the overall cost of treatment.

- Capitalize on Government Reforms. EPH will continue to commit resources to local research and development efforts, including co-development opportunities with the government and enhanced use of local clinical trials (such as those currently being conducted by Dr. Barcenas). We will design these initiatives to help establish solid relationships with regulators and other authorities and familiarize physicians with our Protenza product line.

- Capacity Constraints: EPH intends to launch marketing and sales strategies to address the growing importance of non-specialists, such as primary care physicians and non-physician healthcare practitioners, who are likely to lead the battle against new epidemics like diabetes.

- Disparities. EPH will pursue growth opportunities associated with programs to narrow the existing healthcare gaps by seeking to participate in any expansion of the drugs and diseases covered by Seguro Popular.

- Leverage Contacts. EPH has identified several candidates to hire as its Director of Sales with significant contacts in the disparate government medicine purchasing agencies. Our leading candidate to join EPH Mexico as its first CEO spent several years as a lobbyist for U.S. pharmaceutical companies seeking to add their drugs to the agency approved lists.

Private Sales- Direct to Consumer Marketing to Target Epidemic Issues. Even though public healthcare is a right afforded all Mexican citizens as guaranteed via Article 4 of the Constitution, private sources, individuals still account for 60% of all healthcare expenditures. Given that pervasive healthcare is a new phenomenon, individuals continue to seek massive quantities of over the counter remedies for self-diagnosed illnesses.

The COFEPRIS approvals we intend to seek will provide the flexibility to market our products directly to consumers. We intend to distribute our Protenza products formulated for the treatment of diabetes and arthritis will be distributed both through major pharmacy chains and directly through online resellers and distributors as "nutritional supplements" that can be used as "complimentary treatments." Further, because the results of our treatments tend to generate very personal, emotional results from users, we intend to generate interest through social media and infomercials that include user testimonials and will also utilize optimized websites, E-newsletters, webinars, and digital advertising.

EPH has included significant resources in its budget to commission market studies to identify the most productive campaigns for maximizing product acceptance and brand recognition in this direct to consumer market. We recently solicited proposals from several accomplished marketing companies including the Prophet, Inc. pharmaceutical team in San Francisco, California and the healthcare team at McKinsey & Co. in Mexico City.

G. Scalable and Modular Manufacturing Method for Sustained Growth

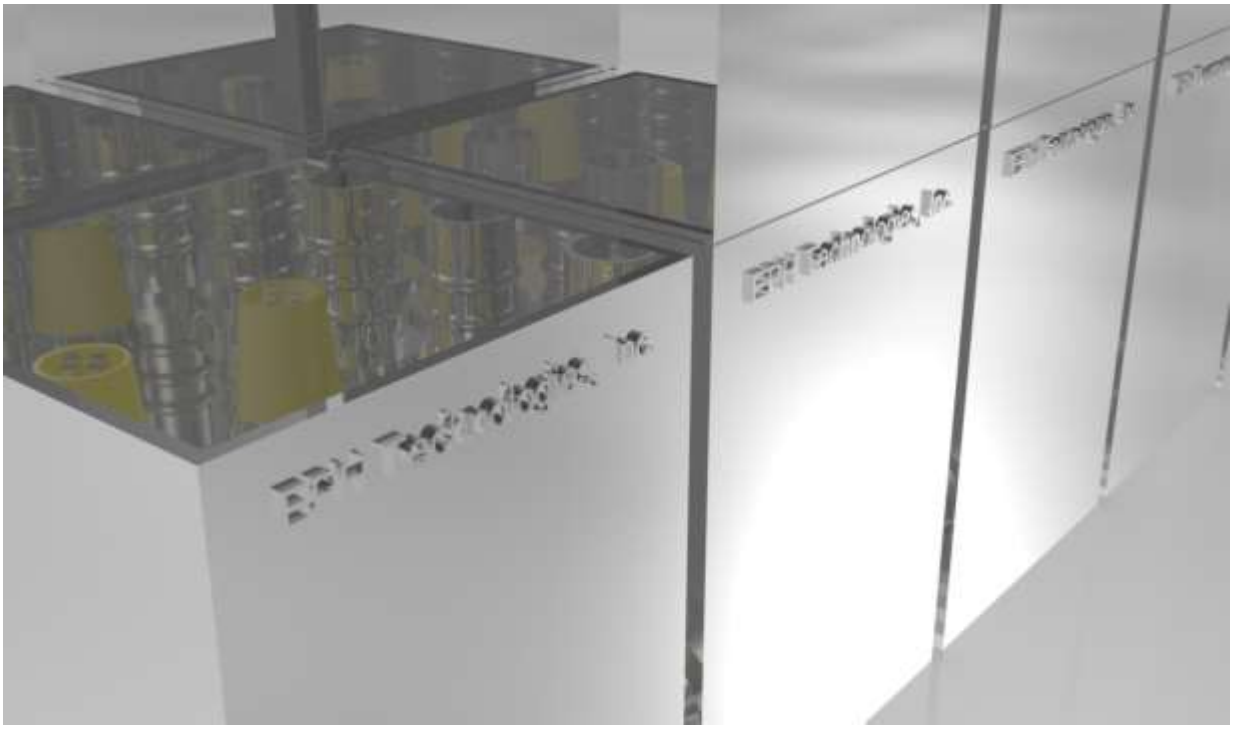
EPH Technology Center (New Mexico)

The Enzoplex serum is the proprietary and essential ingredient in all of our Protenza and Hyrdrenza product lines. In order maintain the consistent quality and production demands for Enzoplex, the serum will be cultivated exclusively at our EPH Technology Center in New Mexico. We will construct the EPH Technology Center from prefabricated laboratory sheds. These prefabricated sheds greatly reduce the time needed for architectural approval and construction.

We have designed the production bioreactors (the "EPH Bioreactors") to minimize human intervention and maximize "up-time." The ease of service and maintenance of the EPH Bioreactors is central to the pursuit of maximum "up-time." Reducing the mean time between failures is essential to delivering a secure and efficient production model.

The EPH Bioreactors are modeled on a cellular assembly scheme. This is achieved by developing bioreactor cells that are easily connected together in an array (10 x 10) on retractable tracks (10 tracks holding 10 cells each) allowing for easy installation and most importantly, replacement. Replacement will be required as each cell reaches its effective life span and the contents need to be re-cultured. This involves removing the cell and replacing it with a newly reworked cell supplied by EPH Technologies. The cell should be viewed as cylindrical vessels that are self-securing in-line with the array and include all valve and valve control and metric monitoring technologies currently included in the existing bioreactor. Each cell will control its own flow and dosage and content monitoring and report back to the array controller. This will increase the redundancy of the operation significantly. Each cell will simply "plug" into the array by way of standing/inserting the cell on the receptacle in the track, locking it in place, and then the central array controller will conduct initial identification, authorization, connectivity, and control tests followed by acceptance into the array. This will ensure that no contaminant can be, inadvertently or otherwise, introduced into the array which will be completely sealed. Once it is accepted into the array, the array controller is updated with all pertinent data and supplies all flow and control from the base of the cell. The recirculation through the array will be via the piping embedded in the track along with induction power supply to the microcontroller in the cell via contactless power exchange and wireless communication technology.

Preliminary Rendering of EPH Bioreactor



The EPH Technology Center will also have a fully-automated Production Line (bottling line) to bottle and package product for distribution by EPH Technologies in the U.S. We currently hold an option to purchase a five (5) acre parcel near our existing laboratory in New Mexico where we intend to construct EPH Technology Center. Given the relatively affordable price of land in New Mexico we believe that the entire budget for the EPH Technology Center, including the construction of the EPH Bioreactors and the installation of the Production Line, will not exceed $3 million.

Mexico Distribution Center (MDC)

We intend to initially export completed and packaged product to Mexico, where it will be processed for distribution in a company-owned or lease facility (the "MDC") in Mexico City.

In the future, to keep pace with production demand, we may also transport raw, liquid Enzoplex serum to the MDC for bottling. Enzoplex will arrive at the Mexico Bottling and Distribution Center ("MDC") where it will be mixed and bottled according to the thoroughly-developed and tested product recipes. This model of controlling the proprietary nature of the key ingredient and mixing, bottling and distributing at a remote, independent location (in this case the MDC owned and operated by the EPH Mexico subsidiary) is akin to the model deployed by The Coca Cola Company around the world. We believe that this process will be reproducible throughout Latin American and provides the flexibility to expand rapidly without having to

construct and, more importantly, secure EPH Bioreactors outside the walls of the EPH Technology Center.

We are currently identifying buildings to lease and/or sites to construct the MDC in Mexico City. We intend to deploy "just-in-time" warehousing practices, but also anticipate needing significant storage space was we ramp up production to meet forecasted sales. We anticipate that the MDC will need to be at least 17,500 square feet. The procurement and setup budget for the initial configuration of the MDC as a distribution center is not expected to exceed $500,000.

II. EPH SKIN CARE- Commercial Launch, Worldwide

EPH currently has two full lines of skin care products: Protenza Skin Repair and Hydrenza Skin Care, that incorporate Enzoplex, the dense, rich proteins and enzymes extracted from the extremophile bacteria through EPH's proprietary E^3 production methods.

The largest organ of the body is our skin, and our skin is made of billions of cells. We believe the EPH Skin Care lines work the same way as our Protenza natural serum in that it boosts the immune system at the cellular level. As the skin care products penetrate the epidermal layers and deliver proteins and enzymes to the dermal region, they fortify a healthier skin organ that in turn is able to eradicate pathogens, allergens and other sources of irritation and inflammation. EPH researchers have observed and documented the immediate effects of the Protenza Skin Repair products in treating chronic skin ailments including psoriasis, eczema and rosacea.

Daily use of our more commercially-centric, everyday Hyrdrenza products appears to reduce acne and other skin blemishes, and as healthier skin replaces skin that has suffered from environmental exposure, users have reported lessening of "sun spots" and other signs of aging. We intend to market our Hydrenza product line in the to the massive "anti-aging" skin care segment.

Skin Care Market- Key Statistics

- According to Euromonitor International, the global skin care market will reach $91 billion by 2017. Premium skin care is set to see the biggest increase in value size with $2.6 billion to be added over 2009-2014, equating to 40% absolute growth in the entire premium category.

- TechNavio's analysts forecast the Global Skin Care market to grow at a compound annual growth rate (CAGR) of 4.4%over the period 2011-2015. One of the key factors contributing to this market growth is the increase in the aging population. The Global Skin Care market has also been witnessing the growing popularity of natural and organic skin care products.

- According to research reports published by Market Research.com (www.marketresearch.com) and the NDP Group (www.NDP.com), the overall skin care industry in the U.S. grew 10% in 2010 to reach $9 billion, representing a CAGR of 3.1% for the period spanning 2006-2010. Market Research.com reports that facial care sales proved the most lucrative for the U.S. skincare market in 2010 generating revenues of $5 billion, with an anticipated CAGR of 2.6% for the five year period 2010-2015, which is expected to lead the market to a value of $10.2 billion by the end of 2015.

- According to NPD Group, the anti-aging products sub-segment has shown the most rapid growth, increasing at a 20% CAGR and is expected to reach $1.7 billion by 2013.

- The NDP Group surveyed 6,403 consumers in connection with its Woman's Skincare In-Depth Consumer Report published in January 2010 and reported that anti-aging is the key motivator when it comes to buying facial skincare products. A majority of respondents said that anti-aging benefits were "very" or "extremely" important to them. This number significant skewed for women, of whom 75% confirmed they "use skincare products to look the best they can for their age."

- Driving the growth in the anti-aging skin care market is the large base of aging baby boomers. Over 77 million baby boomers are expected to reach retirement age over the next two decades in the U.S. alone. According to the U.S. Census Bureau, the number of individuals in the U.S. between the ages of 65 and 84 will increase by 38.8% between 2010 and 2020. This population generally has more spending power than any other demographic and as life expectancies continue to increase so too will the demand for skin treatment in the form of rejuvenation/regeneration and anti-aging.

Direct Selling Potential

As the developer and manufacturer of Protenza Skin Repair and Hydrenza Skin Care products, we are uniquely positioned to sell our products through a number of different sales channels, including professionals (through professionals and spas), retailers (traditional storefront and online retailers) and network marketing programs. We believe our Hydrenza line is particularly well positioned for direct selling. Mr. Saunders previously wrote software code to implement the sales and distributor compensation programs that comprise the backbone of many of the largest direct selling companies in the world. We have already begun contacting and establishing relationships with these companies to identify the best direct sales opportunities for our Hydrenza line.

What makes network marketing such an attractive option for the sales and distribution of our Hydrenza line is the fact that Personal Care and Wellness market segments account for almost 50% of all network sales in the U.S. and 82.4% of distributors in network marketing sales are women.

It is important to understand the nature of the sale that typically occurs in a network marketing sales environment. According to the World Federation of Direct Selling Associates, the third ranking reason after "I like the product" and "I am my own boss" that women join network marketing programs is because of the ability to work from home. In addition, 73.3% of all sales occur in the home. Products that traditionally do well when sold in the home are consumable and demonstrable products like our Hydrenza line.

In addition to formulating and branding our own Protenza Skin Repair and Hydrenza Skin Care lines, we are also exploring opportunities to license the Enzoplex serum for inclusion in products by established skin care brands like Revlon, L'Oreal, Kiehl's, Epicuren and others which could produce immediate revenues with no additional research and development costs.

GOVERNMENT REGULATION

General

In both our potential United States and foreign markets, we are affected by extensive laws, governmental regulations, administrative determinations, court decisions and similar constraints. Such laws, regulations and other constraints exist at the federal, state or local levels in the United States and at all levels of government in foreign jurisdictions.

Products

In the United States, the formulation, manufacturing, packaging, storing, labeling, promotion, advertising, distribution and sale of our Protenza natural supplement could be subject to regulation by various governmental agencies, including (i) the Food and Drug Administration, or FDA, (ii) the Federal Trade Commission, or FTC, (iii) the Consumer Product Safety Commission, or CPSC, (iv) the United States Department of Agriculture, or USDA, (v) the Environmental Protection Agency, or EPA, (vi) the United States Postal Service, (vii) United States Customs and Border Patrol, and (viii) the Drug Enforcement Administration. Our activities also are regulated by various agencies of the states, localities and foreign countries in which our products are manufactured, distributed and sold. The FDA, in particular, regulates the formulation, manufacture and labeling of over-the-counter, or OTC, drugs, conventional foods, dietary supplements, and cosmetics such as those distributed by us. FDA regulations require us and our suppliers to meet relevant current good manufacturing practice, or cGMP, regulations for the preparation, packing and storage of foods and OTC drugs. EPH intends to implement enhancements, modifications and improvements to its manufacturing and corporate quality processes and believes we will be compliant with the FDA's cGMP final rule with respect to dietary supplements that we intend to sell in the United States. However, if we are ever found not in compliance with cGMP regulations, it could have a material adverse effect on our results of operations and financial statements.

The U.S. Dietary Supplement Health and Education Act of 1994, or DSHEA, revised the provisions of the Federal Food, Drug and Cosmetic Act, or FFDCA, concerning the composition and labeling of dietary supplements and, we believe, the revisions are generally favorable to the dietary supplement industry. The legislation created a new statutory class of dietary supplements. This new class includes vitamins, minerals, herbs, amino acids and other dietary substances for human use to supplement the diet, and the legislation grandfathers, with some limitations, dietary ingredients that were on the market before October 15, 1994. A dietary supplement that contains a dietary ingredient that was not on the market before October 15, 1994 will require evidence of a history of use or other evidence of safety establishing that it is reasonably expected to be safe. During July 2011, the FDA promulgated its New Dietary Ingredient Notification Draft Guidance, or the draft Guidance, representing the agency's current thinking on this subject. Manufacturers or marketers of dietary supplements in the United States and certain other jurisdictions that make product performance claims, including structure/function claims, must have substantiation in their possession that the statements are truthful and not misleading. Depending on the form of any final Guidance issued by the FDA on the use of New Dietary Ingredients, we may be required to substantiate that so-called "grandfathered" ingredients used in our products were actually used in commerce in food prior to the passage of DSHEA on October 15, 1994. We expect that our

Protenza natural supplement will be classified as conventional foods or dietary supplements under the FFDCA. Internationally, the majority of products marketed by us are classified as foods or food supplements.

In January 2000, the FDA issued a regulation that defines the types of statements that can be made concerning the effect of a dietary supplement on the structure or function of the body pursuant to DSHEA. Under DSHEA, dietary supplement labeling may bear structure or function claims, which are claims that the products affect the structure or function of the body, without prior FDA approval, but with notification to the FDA. They may not bear a claim that they can prevent, treat, cure, mitigate or diagnose disease (a disease claim). The regulation describes how the FDA distinguishes disease claims from structure/function claims. During 2004, the FDA issued guidance, paralleling an earlier guidance from the FTC, defining a manufacturer's obligations to substantiate structure/function claims. The FDA also issued a Structure/Function Claims Small Entity Compliance Guide. In addition, the agency permits companies to use FDA-approved full and qualified health claims for products containing specific ingredients that meet stated requirements.

In foreign markets, prior to commencing operations and prior to making or permitting sales of our products in the market, we may be required to obtain an approval, license or certification from the relevant country's ministry of health or comparable agency. Where a formal approval, license or certification is not required, we will nonetheless seek a favorable opinion of counsel regarding our compliance with applicable laws. Prior to entering a new market in which a formal approval, license or certificate is required, we intend to work extensively with local authorities in order to obtain the requisite approvals. The approval process generally requires us to present each product and product ingredient to appropriate regulators and, in some instances, arrange for testing of products by local technicians for ingredient analysis. The approvals may be conditioned on reformulation of our products, or may be unavailable with respect to some products or some ingredients. Product reformulation or the inability to introduce some products or ingredients into a particular market may have an adverse effect on sales. We must also comply with product labeling and packaging regulations that vary from country to country. Our failure to comply with these regulations can result in a product being removed from sale in a particular market, either temporarily or permanently.

In some countries, regulations applicable to the activities of our distributors also may affect our business because in some countries we are, or regulators may assert that we are, responsible for our distributors' conduct. In these countries, regulators may request or require that we take steps to ensure that our distributors comply with local regulations. The types of regulated conduct include: (1) representations concerning our products; (2) income representations made by us and/or distributors; (3) public media advertisements, which in foreign markets may require prior approval by regulators; and (4) sales of products in markets in which the products have not been approved, licensed or certified for sale.

In some markets, it is possible that improper product claims by distributors could result in our products being reviewed by regulatory authorities and, as a result, being classified or placed into another category as to which stricter regulations are applicable. In addition, we might be required to make labeling changes.

We are unable to predict the nature of any future laws, regulations, interpretations or applications, nor can we predict what effect additional governmental regulations or administrative orders, when and if promulgated, would have on our business in the future. They could, however, require: (1) the reformulation of some products not capable of being reformulated; (2) imposition of additional record keeping requirements; (3) expanded documentation of the properties of some products; (4) expanded or different labeling; (5) additional scientific substantiation regarding product ingredients, safety or usefulness; and/or (6) additional distributor compliance surveillance and enforcement action by us. Any or all of these requirements could have a material adverse effect on our results of operations and financial condition.

Trademarks and Trade Secret Protection of Proprietary Formulas

We use the common law trademarks EPH Technologies™, Enzoplex™, Hydrenza™ and Protenza™ worldwide, and intend to protect several other trademarks and trade names related to our products and operations. We intend to file trademark registrations through the United States Patent and Trademark Office, or USPTO, and comparable agencies in the foreign countries. We consider our trademarks and trade names to be an important factor in our business. We also take care in protecting the intellectual property rights of our proprietary Enzoplex formulas by restricting access to our formulas within EPH to those persons that require access to them to perform their functions, and will require our finished goods-suppliers and consultants to execute supply and non-disclosure agreements that seek to contractually protect our intellectual property rights. Disclosure of these formulas, in redacted form, may also be necessary to obtain certain registrations in many countries. We may also make efforts to protect some unique formulations under patent law. We strive to protect all new product developments as the confidential trade secrets of EPH and its inventor employees. However, despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our proprietary rights.

EMPLOYEES

Our three (3) founders dedicate full-time efforts to the success of the EPH and are considered our only current employees. They take limited stipends as compensation and do not intend to draw regular salaries until they determine there is sufficient working capital to completed the Clinical Trial in Mexico and cover other critical working capital needs. Our current overhead is thus extremely low and manageable.

LITIGATION/LEGAL

From time to time we may be involved in legal claims or proceedings that arise out of the ordinary course of business. We are not currently a party to any legal proceedings.

Our corporate counsel is Rutan & Tucker in Orange County, California and our counsel for oil and energy matters and international law is Baker & McKenzie in Los Angeles, California and Houston, Texas.

SUMMARY OF FINANCIAL DATA

EPH incorporated under the General Corporations Code in Nevada in May 2012. As an early-stage company, we are currently in the process of engaging BDO Steidman, LLP, an independent, nationally recognized certified public accounting firm to provide accounting service for the company, which we believe will essential as we expand into international markets and consider the formation of international subsidiaries.

OUR CAPITAL STRUCTURE

Description of Our Capital Stock

The following summary of certain provisions of our common stock does not purport to be complete. The summary below is also qualified by reference to the provisions of the General Corporation Law of the State of Nevada, as amended, or the Nevada General Corporation Law.

We are currently authorized to issue 12,000,000 shares of $.0001 par value common stock. As of the date of this prospectus, we have approximately 6,455,587 shares of common stock issued and outstanding.

Common Stock

The holders of our common stock are entitled to equal dividends and distributions per share with respect to the common stock when, as and if declared by the board of directors from funds legally available therefore. No holder of any shares of common stock has a preemptive right to subscribe for any of our securities, nor are any common shares subject to redemption or convertible into other securities. Upon liquidation, dissolution or winding-up of our company, and after payment of creditors and preferred stockholders, if any, the assets will be divided pro

rata on a share-for-share basis among the holders of the shares of common stock. All shares of common stock now outstanding are, and all shares that we are selling in this offering, upon their issuance and sale, will be, fully paid, validly issued and non-assessable. Each share of our common stock is entitled to one vote with respect to the election of any director or any other matter upon which stockholders are required or permitted to vote.

We have neither authorized nor issued any share of preferred stock.

Restrictions on Transfer of Securities

The Securities proposed for sale in the Offering are subject to restrictions on transfer, as these Securities have not been registered under the Securities Act. You must hold any Securities that you acquire indefinitely and may not transfer your Securities unless your transfer is permitted as described in the following paragraphs.

You may not transfer any Securities unless (a) a registration statement is in effect under the Securities Act covering your proposed transfer and you make the transfer in accordance with such registration statement, or (b) you sell the Securities in a transaction exempt from the Securities Act registration requirements. In case of any transfer under clause (b) you must notify us of your proposed transfer. The Securities will contain a legend stating these restrictions on transfer and any legends required by state securities laws.

USE OF PROCEEDS

As the estimated offering expenses for this offering are negligible, we estimate that the net proceeds of this Offering will be approximately $495,000.

We intend to use the net proceeds of this offering for general corporate purposes, including research and development activities for our products as for general and administrative costs. As of the date of this prospectus, we cannot specify with certainty the particular uses of the proceeds from this offering due to the early stage of development of our products. As a result, our management will retain broad discretion in the allocation and use of the net proceeds from this offering. The following table illustrates the anticipated use of proceeds as currently estimated:

- Expenses related to the preparation and filing of our COFEPRIS application in Mexico: $100,000;
- Salary to be paid to for a part-time assistant for Mr. Saunders with and advanced degree into microbiology: $25,000;
- Fees and expenses to be paid to consultant with experience in identifying and launching direct sales opportunities for our Hydrenza line: $25,000;
- Development costs related to our website and online sales activities: $150,000; and
- General administrative and regulatory based expenses, including legal and accounting fees: $195,000.

Pending their use as described above, we intend to invest the net proceeds in high quality, short-term, interest-bearing securities.

RISK FACTORS

An investment in our securities involves a high degree of risk. You should carefully consider the risks described below as well as the other information in this prospectus before deciding to invest in or maintain your investment in our company. The risks described below are not intended to be an all-inclusive list of all of the potential risks relating to an investment in our securities. Any of the risk factors described below could significantly and adversely affect our business, prospects, financial condition and results of operations. Additional risks and uncertainties not currently known or that are currently considered to be immaterial may also materially and adversely affect our business.

Risks Related To Our Business- Generally

EPH is a development-stage company subject to all of the risks and uncertainties of a new business, including the risk that EPH may never market any products or generate revenues.

EPH is a development-stage company that has only recently commenced any significant research and development activity. EPH may be unable to satisfactorily develop or market any of our current or proposed E^3 product candidates, those E^3 product candidates may not generate any revenues, and any revenues generated may not be sufficient for us to become profitable or thereafter maintain profitability. EPH has not generated any recurring revenues to date, and EPH does not expect to generate any such revenues without significant funds from this offering.

The loss of our key management personnel or failure to integrate new management personnel could have an adverse impact on future operations.

We are highly dependent on the services of the principal members of our senior management team, and in particular Michael Saunders our Chief Technology Officer, and the loss of one or more members of senior management could create significant disruption in our ability to operate our business. We do not carry key person life insurance for our senior management or other personnel. Additionally, the future potential growth and expansion of our business is expected to place increased demands on our management skills and resources. Recruiting and retaining management and operational personnel to perform sales and marketing, financial operations, clinical development, regulatory affairs, compliance, quality assurance, medical affairs and contract manufacturing in the future will also be critical to our success. We do not know if we will be able to attract and retain skilled and experienced management and operational personnel in the future on acceptable terms given the intense competition among numerous pharmaceutical and biotechnology companies for such personnel. If we are unable to hire necessary skilled personnel in the future, our business could be harmed.

EPH has a history of losses, expect future losses and may never become profitable.

EPH has not generated any revenues and have incurred operating losses since our inception, and EPH expects to continue to incur operating losses for the foreseeable future. EPH may be unable to develop or market products in the future that will generate revenues, and any revenues generated may not be sufficient for us to become profitable. In the event that our

operating losses are greater than anticipated or continue for longer than anticipated, EPH will need to raise significant additional capital sooner, or in greater amounts, than otherwise anticipated in order to be able to continue development of our present or future E³ product candidates and maintain our operations.

EPH will need to obtain significant additional capital, which additional funding may dilute our existing stockholders.

EPH will need significant funding to carry out all of our development work and to expand the scope of our operations (including seeking to employ support personnel on a full-time basis). If EPH is unable to obtain sufficient capital on a timely basis, the development of our current or any future E³ product candidates is likely to be delayed, and EPH could be forced to reduce the scope of its research and development projects or otherwise limit or terminate its operations altogether.

EPH has not identified the sources for the additional financing that we will require, and we do not have commitments from any third parties to provide this financing. Nevertheless, any additional funding that we obtain in a financing is likely to reduce the percentage ownership of us held by our existing security holders.

Risks Related To Our Business- Protenza Products

Our current E³ product candidates and any future E³ product candidates will be based on novel technologies and are inherently risky.

EPH is subject to the risks of failure inherent in the development of products based on new technologies. The novel nature of our **Protenza** natural supplement creates significant challenges in regards to product development and optimization, manufacturing, government regulation, and market acceptance. In addition, our E³ product candidates may cause undesirable side effects. Results of research with current E³ product candidates or any other or future E³ product candidates or clinical results with formulations used in earlier trials that are similar but not identical to our product candidate formulations may not be indicative of the results that will be obtained in later stages of the development of our E³ product candidates.

If regulatory compliance is required for any of our products or if we fail to maintain regulatory compliance, we would be unable to commercialize our products, and our business and results of operations would be harmed. Furthermore, because our products present new forms of treatment, the marketplace may not accept any products we may develop that utilize these technologies. If we do succeed in developing products, we will face many potential obstacles, such as the potential need to obtain regulatory approvals and to develop or obtain manufacturing, marketing and distribution capabilities. In addition, we will face substantial additional risks, such as product liability claims.

Because our current E³ product candidates represent and our other future potential E³ product candidates will represent novel approaches to the treatment of disease, there are many uncertainties regarding the development, manufacturing, market acceptance, third-party reimbursement coverage and commercial potential of our E³ product candidates.

The approaches offered by our current E³ product candidates or any future E³ product candidates may not gain broad acceptance among potential customers. Moreover, we do not have internal marketing data research resources and are not certain of and have not attempted to independently verify the potential size of the commercial markets for our current E³ product candidates or any future E³ product candidates. Since our current E³ product candidates and any future E³ product candidates will represent new approaches to treating various conditions, it may be difficult, in any event, to accurately estimate the potential revenues from these E³ product candidates. In addition, when marketed as health and wellness products, we may not be able to adequately communicate the potential benefits of our products. EPH may also be limited by regulatory authorities in our ability to communicate the benefits of our E³ product candidates. EPH has not yet manufactured our product on a commercial scale and may not be able to achieve manufacturing efficiencies relative to our competitors. EPH does not yet have sufficient information to reliably estimate what it will cost to commercially manufacture our current E³ product candidates or any future E³ product candidates, and the actual cost to manufacture these products could materially and adversely affect the commercial viability of these products. As a result, we may never succeed in developing a marketable product. If we do not successfully develop and commercialize products based upon our approach, we will not become profitable, which would materially and adversely affect the value of our common stock.

As an early stage small company that will be competing against numerous large, established companies that have substantially greater financial, technical, manufacturing, marketing, distribution and other resources than we have, we will be at a significant competitive disadvantage.

The pharmaceutical and biopharmaceutical industry generating health and wellness products are characterized by intense competition and rapid and significant technological changes and advancements. Many companies, research institutions and universities are doing research and development work in a number of areas similar to those that we focus on that could lead to the development of new products which could compete with and be superior to our E³ product candidates.

Most of the companies with which we compete have substantially greater financial, technical, research, manufacturing, marketing, distribution and other resources than those of ours. A number of these companies may have or may develop technologies for developing products that could prove to be superior to ours. Accordingly, we will be required to continue to devote substantial resources and efforts to research and development activities in order to potentially achieve and maintain a competitive position. Products that we develop may become obsolete before we are able to market them or to recover all or any portion of our research and development expenses. Our competitors may develop or commercialize products more rapidly than we do or with significant advantages over any products we develop. EPH's competitors may therefore be more successful in commercializing their products than we are which could adversely affect our competitive position and business.

If we or our manufacturers or service providers fail to comply with regulatory laws and regulations, we or they could be subject to enforcement actions, which could affect our ability to market and sell our E³ product candidates and any other or future E³ product candidates and may harm our reputation.

If we or our collaborators, manufacturers or service providers fail to comply with applicable federal, state or foreign laws or regulations, we could be subject to enforcement actions, which could affect our ability to develop, market and sell our current E^3 product candidates or any future E^3 product candidates under development successfully and could harm our reputation and lead to reduced or non-acceptance of our proposed E^3 product candidates by the market. The very nature of the product may make the product candidate not commercially viable.

We may be subject to product liability and other claims that could have a material negative effect on our operations and on our financial condition.

We plan to obtain and maintain product liability insurance for coverage of our **Protenza** natural supplement for sale as health and wellness products. We may not be able to secure such insurance in the amounts we are seeking or at all. We intend to obtain coverage for our products when they enter the marketplace (as well as requiring the manufacturers of our products to maintain insurance), but we do not know if insurance will be available to us at acceptable costs or at all. The costs for many forms of liability insurance have risen substantially in recent years, and such costs may continue to increase in the future, which could materially impact our costs. If the cost is too high, we will have to self-insure, and we may have inadequate financial resources to pay the costs of any claims. A successful claim in excess of our product liability coverage could have a material adverse effect on our business, financial condition and results of operations.

Risks Relating to our Intellectual Property

Nondisclosure agreements with employees and third parties may not adequately prevent disclosure of trade secrets and other proprietary information.

In order to protect our proprietary technology and processes, we will rely in part on nondisclosure agreements with our employees, licensing partners, consultants, agents and other organizations to which we disclose our proprietary information. These agreements may not effectively prevent disclosure of confidential information, may be limited as to their term, and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information. In addition, others may independently discover trade secrets and proprietary information, and in such cases we could not assert any trade secret rights against such party. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our proprietary rights, and failure to obtain or maintain trade secret protection could adversely affect our competitive business position. Since we will rely on trade secrets and nondisclosure agreements, in addition to patents, to protect some of our intellectual property, there is a risk that third parties may obtain and improperly utilize our proprietary information to our competitive disadvantage. We may not be able to detect unauthorized use or take appropriate and timely steps to enforce our intellectual property rights.

The manufacture, offer for sale, use or sale of our current E^3 product candidates or any future E^3 product candidates may infringe on the patent rights of others, and we may be forced to litigate if an intellectual property dispute arises.

Should third parties patent specific enzymes, systems, receptors, proteins or other items that we are seeking to utilize in our development activities, we may be forced to license rights from these parties or abandon our development activities if we are unable to secure these rights on

attractive terms or at all. In light of the large number of companies and institutions engaged in research and development in immunotherapy fields, we anticipate that many parties will be seeking patent rights for many enzymatic based technologies and that licensing and cross-licensing of these rights among various competitors may arise.

If we infringe or are alleged to have infringed another party's patent rights, we may be required to defend an infringement action or challenge the validity of the patents in court. Patent litigation is costly and time consuming. We may not have sufficient resources to bring these actions to a successful conclusion. In addition, if we do not obtain a license, do not successfully defend an infringement action or are unable to have infringed patents declared invalid, we may:

- incur substantial monetary damages;
- encounter significant delays in marketing our current E³ product candidates or any future E³ product candidates; or
- be unable to conduct or participate in the manufacture, use, offer for sale or sale of E³ product candidates or methods of treatment requiring licenses.

Parties making such claims may be able to obtain injunctive relief that could effectively block our ability to further develop or commercialize our current E³ product candidates or any future E³ product candidates in the United States and abroad and could result in the award of substantial damages. Defense of any lawsuit or failure to obtain any such license could substantially harm us. Litigation, regardless of outcome, could result in substantial cost to and a diversion of efforts by us.

Risks Related to this Offering

Our existing directors, executive officers and principal stockholders hold a substantial amount of our common stock and may be able to prevent other stockholders from influencing significant corporate decisions.

As of April 30, 2014, our directors and executive officers beneficially owned approximately 93% of our outstanding common stock. These stockholders, if they act together, are able to direct the outcome of matters presented to our stockholders, including the election of our directors and other corporate actions such as:

- our merger with or into another company;
- a sale of substantially all of our assets; and
- amendments to our certificate of incorporation.

The decisions of these stockholders or any investor - designated directors may conflict with our interests or those of our other stockholders.

Our ability to service our indebtedness, fund planned capital expenditures, and continued development will be dependent on our ability to generate cash, which is influenced by many factors beyond our control.

Our ability to make payments on or refinance our indebtedness, fund planned capital expenditures, and continued development will depend on our ability to generate cash in the future. This is subject to general economic, financial, competitive, legislative, regulatory, and other factors that are beyond our control, including counterparty risks with banks and other financial institutions. We may need to refinance all or a portion of our indebtedness on or before maturity. We cannot provide assurance that we will be able to refinance any of our indebtedness on commercially reasonable terms or at all.

There is currently no public market for the Securities, and an active trading market may not develop for the Securities. The failure of a market to develop for the Securities could adversely affect the liquidity and value of your Securities, and the trading prices for the Securities could be directly affected by the trading prices for our common stock, which are impossible to predict.

The Securities are new issues by EPH, and there is no existing market for the Securities. We do not intend to apply for listing of the Securities on any securities exchange or for quotation of the Securities on any automated dealer quotation system. A market may not develop for the Securities, and there can be no assurance as to the liquidity of any market that may develop for the Securities. If an active, liquid market does not develop for the Securities, the market price and liquidity of the Securities may be adversely affected. If any of the Securities are traded after their initial issuance, they may trade at a discount from their initial offering price.

Resale of the Securities is subject to significant restrictions.

We are selling the Securities under exemptions from registration under applicable federal and state securities laws. The Securities have not been registered under the Securities Act or any state securities laws. Until the resale of EPH common stock has been registered, it may not be transferred or resold except in a transaction exempt from or not subject to the registration requirements of the Securities Act and applicable state securities laws. To the extent that shares of common stock are not registered for resale, the transferability of such securities may be materially adversely affected.

We do not currently pay dividends on our common stock and we do not intend to do so in the future.

We have never declared or paid any dividends on our common stock. We currently intend to retain any future earnings and do not expect to pay any dividends in the foreseeable future.

IMPORTANT INVESTOR NOTICES

This Offering is made only to investors who are purchasing for their own account for investment and not with a view to, or in connection with any arrangements or understanding regarding any subsequent distributions.

By accepting this Memorandum, you acknowledge that:

- You are an "accredited investor" as defined in Rule 501(a) under the Securities Act, as amended, and agree to observe all applicable legal and regulatory requirements.

- You have been afforded an opportunity to request from EPH and to review all additional information considered by you to be necessary to verify the accuracy of or to supplement the information contained in this Memorandum.

- You have also had an opportunity to review this Memorandum with and otherwise consult your personal legal, investment and accounting professionals.

- We have not authorized any person to give any information in connection with the Offering other than as expressly contained in this Memorandum, and in the exhibits and documents contained or referred herein.

- You will not distribute or reproduce this Memorandum, in whole or in part, or divulge any of the contents of this Memorandum, except to your own advisors for use in evaluating the Offering.

INVESTORS SHOULD NOT CONSTRUE THE CONTENTS OF THIS MEMORANDUM AS LEGAL OR INVESTMENT ADVICE. EACH POTENTIAL INVESTOR SHOULD CONSULT HIS OR HER OWN FINANCIAL, TAX, LEGAL OR OTHER ADVISORS AS TO THE BUSINESS, LEGAL, TAX AND RELATED MATTERS CONCERNING ANY INVESTMENT IN EPH.

Except where otherwise indicated, this Memorandum speaks as of the date hereof. Neither EPH, nor any of their respective affiliates, undertakes any obligation to update the information contained herein or to provide the recipient with access to any additional evaluation material. This Memorandum shall neither be deemed an indication of the state of affairs of EPH or its affiliates nor constitute an indication that there has been no change in the business affairs of EPH or its affiliates since the date hereof or since the dates as of which information is given in this Memorandum.

HOW TO SUBSCRIBE

You may purchase Securities by completing and signing the Subscription Agreement and the Investor Questionnaire attached as Appendix B, and delivering or mailing these documents, together with payment for the total purchase price to:

EPH Technologies, Inc.
Attention: Frank Romano
4533 MacArthur Blvd., Suite 237
Newport Beach, CA 92660
Email: frank@ephtechnologies.com
Telephone: (949) 502-7903

The purchase price must be paid in United States currency by money order, bank draft or check made payable to "EPH Technologies " If you would like to wire funds, please use the following wire transfer instructions.

Account Name: EPH Technologies, Inc.
Bank Name: Wells Fargo Bank
Bank Account #: 2681965006
Bank ABA #: 121000248
Bank Address: 4590 MacArthur Blvd 1st floor
Newport Beach, CA 92660

APPENDIX A

SUBSCRIPTION AGREEMENT AND THE INVESTOR QUESTIONNAIRE