

Offering Statement for Kindred Brands Inc. (“Troupe”)

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The information contained herein includes forward-looking statements. These statements relate to future events or to future financial performance, and involve known and unknown risks, uncertainties, and other factors, that may cause actual results to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by these forward-looking statements. You should not place undue reliance on forward-looking statements since they involve known and unknown risks, uncertainties, and other factors, which are, in some cases, beyond the company's control and which could, and likely will, materially affect actual results, levels of activity, performance, or achievements. Any forward-looking statement reflects the current views with respect to future events and is subject to these and other risks, uncertainties, and assumptions relating to operations, results of operations, growth strategy, and liquidity. No obligation exists to publicly update or revise these forward-looking statements for any reason, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

The Company

1. What is the name of the issuer?

Kindred Brands Inc.

425 WASHINGTON ST

Suite 5

Brighton, MA 02135

Eligibility

2. The following are true for Kindred Brands Inc.:

- Organized under, and subject to, the laws of a State or territory of the United States or the District of Columbia.
- Not subject to the requirement to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934.
- Not an investment company registered or required to be registered under the Investment Company Act of 1940.
- Not ineligible to rely on this exemption under Section 4(a)(6) of the Securities Act as a result of a disqualification specified in Rule 503(a) of Regulation Crowdfunding. (For more information about these disqualifications, see Question 30 of this Question and Answer format).
- Has filed with the Commission and provided to investors, to the extent required, the ongoing annual reports required by Regulation Crowdfunding during the two years immediately preceding the filing of this offering statement (or for such shorter period that the issuer was required to file such reports).
- Not a development stage company that (a) has no specific business plan or (b) has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies.

3. Has the issuer or any of its predecessors previously failed to comply with the ongoing reporting requirements of Rule 202 of Regulation Crowdfunding?

No.

Directors, Officers and Promoters of the Company

4. The following individuals (or entities) represent the company as a director, officer or promoter of the offering:

Name

Andy Fox

Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates

Principal Security Holders

5. Provide the name and ownership level of each person, as of the most recent practicable date, who is the beneficial owner of 20 percent or more of the issuer’s outstanding voting equity securities, calculated on the basis of voting power. To calculate total voting power, include all securities for which the person directly or indirectly has or shares the voting power, which includes the power to vote or to direct the voting of such securities. If the person has the right to acquire voting power of such securities within 60 days, including through the exercise of any option, warrant or right, the conversion of a security, or other arrangement, or if securities are held by a member of the family, through corporations or partnerships, or otherwise in a manner that would allow a person to direct or control the voting of the securities (or share in such direction or control — as, for example, a co-trustee) they should be included as being “beneficially owned.” You should include an explanation of these circumstances in a footnote to the “Number of and Class of Securities Now Held.” To calculate outstanding voting equity securities, assume all outstanding options are exercised and all outstanding convertible securities converted.

Andy Fox

Securities:	90,000
Class:	
Voting Power:	95.1%

Business and Anticipated Business Plan

6. Describe in detail the business of the issuer and the anticipated business plan of the issuer.

Troupe empowers consumers to design their own jewelry in minutes using our simple 3D design tools. Buy your designs or sell them in our marketplace.

Custom-designed goods are exploding all over the Internet. Any image can be printed on a t-shirt, a dress, a scarf, or a pair of sneakers. “Printed customization” is red hot.

But what if you want something in 3D, like jewelry? 3D has been considered too complex for consumers - until now.

Troupe works like Lego. Simply combine objects from our endless 3D library to create a new geometry, or upload your own image and we’ll convert it to a 3D object instantly.

If you wish to purchase your design, we’ll 3D print a super high-resolution model, then manufacture it and deliver it in your requested material. There are lots of available materials including 18K gold vermeil and brushed sterling silver. 14 days later, we’ll ship your piece at a fraction of the cost that a custom jewelry maker would charge.

You can also create designs and sell them in the Troupe marketplace or sell on any 3rd-party market.

Troupe brings custom jewelry to the masses, using self-service to remove today’s complexity and cost. Early applications for the platform include:

- Fundraisers
- Yoga & dance studios
- Bridesmaids
- Sports teams

- Baby's faces
- Pet enthusiasts
- Personalized gifts
- Inspirational messages

For additional information, please see attached [businessplan.pdf](#)

Troupe currently has 6 employees.

Risk Factors

A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment.

In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.

The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.

These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

7. Material factors that make an investment in Kindred Brands Inc. speculative or risky:

1. While our technology is complex and proprietary, competitors could emerge with a stronger offering.
2. Key employees could depart, causing significant delays, which could result in business failure.
3. Market demand may not materialize
4. Costs in our supply chain may escalate, causing the price to become dramatically less attractive to our customers.
5. The company could run out of money before it can raise more, become profitable, or is able to generate a partner for a profitable purchase
6. *The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.*

You should not rely on the fact that our Form C, and if applicable Form D is accessible through the U.S. Securities and Exchange Commission's EDGAR filing system as an approval, endorsement or guarantee of compliance as it relates to this Offering.

7. *Neither the Offering nor the Securities have been registered under federal or state securities laws, leading to an absence of certain regulation applicable to the Company.*

The securities being offered have not been registered under the Securities Act of 1933 (the "Securities Act"), in reliance on exemptive provisions of the Securities Act. Similar reliance has been placed on

apparently available exemptions from securities registration or qualification requirements under applicable state securities laws. No assurance can be given that any offering currently qualifies or will continue to qualify under one or more of such exemptive provisions due to, among other things, the adequacy of disclosure and the manner of distribution, the existence of similar offerings in the past or in the future, or a change of any securities law or regulation that has retroactive effect. If, and to the extent that, claims or suits for rescission are brought and successfully concluded for failure to register any offering or other offerings or for acts or omissions constituting offenses under the Securities Act, the Securities Exchange Act of 1934, or applicable state securities laws, the Company could be materially adversely affected, jeopardizing the Company's ability to operate successfully. Furthermore, the human and capital resources of the Company could be adversely affected by the need to defend actions under these laws, even if the Company is ultimately successful in its defense.

8. *The Company has the right to extend the Offering Deadline, conduct multiple closings, or end the Offering early.*

The Company may extend the Offering Deadline beyond what is currently stated herein. This means that your investment may continue to be held in escrow while the Company attempts to raise the Minimum Amount even after the Offering Deadline stated herein is reached. While you have the right to cancel your investment up to 48 hours before an Offering Deadline, if you choose to not cancel your investment, your investment will not be accruing interest during this time and will simply be held until such time as the new Offering Deadline is reached without the Company receiving the Minimum Amount, at which time it will be returned to you without interest or deduction, or the Company receives the Minimum Amount, at which time it will be released to the Company to be used as set forth herein. Upon or shortly after release of such funds to the Company, the Securities will be issued and distributed to you. If the Company reaches the target offering amount prior to the Offering Deadline, they may conduct the first of multiple closings of the Offering prior to the Offering Deadline, provided that the Company gives notice to the investors of the closing at least five business days prior to the closing (absent a material change that would require an extension of the Offering and reconfirmation of the investment commitment). Thereafter, the Company may conduct additional closings until the Offering Deadline. The Company may also end the Offering early; if the Offering reaches its target offering amount after 21-calendar days but before the deadline, the Company can end the Offering with 5 business days' notice. This means your failure to participate in the Offering in a timely manner, may prevent you from being able to participate – it also means the Company may limit the amount of capital it can raise during the Offering by ending it early.

9. *The Company's management may have broad discretion in how the Company uses the net proceeds of the Offering.*

Despite that the Company has agreed to a specific use of the proceeds from the Offering, the Company's management will have considerable discretion over the allocation of proceeds from the Offering. You may not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately.

10. *The Securities issued by the Company will not be freely tradable until one year from the initial purchase date. Although the Securities may be tradable under federal securities law, state securities regulations may apply, and each Investor should consult with his or her attorney.*

You should be aware of the long-term nature of this investment. There is not now and likely will not be a public market for the Securities. Because the Securities offered in this Offering have not been registered under the Securities Act or under the securities laws of any state or non-United States jurisdiction, the Securities have transfer restrictions and cannot be resold in the United States except pursuant to Rule 501 of Regulation CF. It is not currently contemplated that registration under the Securities Act or other securities laws will be affected. Limitations on the transfer of the shares of Securities may also adversely affect the price that you might be able to obtain for the shares of

Securities in a private sale. Investors should be aware of the long-term nature of their investment in the Company. Investors in this Offering will be required to represent that they are purchasing the Securities for their own account, for investment purposes and not with a view to resale or distribution thereof.

11. *Investors will not be entitled to any inspection or information rights other than those required by Regulation CF.*

Investors will not have the right to inspect the books and records of the Company or to receive financial or other information from the Company, other than as required by Regulation CF. Other security holders of the Company may have such rights. Regulation CF requires only the provision of an annual report on Form C and no additional information – there are numerous methods by which the Company can terminate annual report obligations, resulting in no information rights, contractual, statutory or otherwise, owed to Investors. This lack of information could put Investors at a disadvantage in general and with respect to other security holders.

12. *The shares of Securities acquired upon the Offering may be significantly diluted as a consequence of subsequent financings.*

Company equity securities will be subject to dilution. Company intends to issue additional equity to future employees and third-party financing sources in amounts that are uncertain at this time, and as a consequence, holders of Securities will be subject to dilution in an unpredictable amount. Such dilution may reduce the purchaser's economic interests in the Company.

13. The amount of additional financing needed by Company will depend upon several contingencies not foreseen at the time of this Offering. Each such round of financing (whether from the Company or other investors) is typically intended to provide the Company with enough capital to reach the next major corporate milestone. If the funds are not sufficient, Company may have to raise additional capital at a price unfavorable to the existing investors. The availability of capital is at least partially a function of capital market conditions that are beyond the control of the Company. There can be no assurance that the Company will be able to predict accurately the future capital requirements necessary for success or that additional funds will be available from any source. Failure to obtain such financing on favorable terms could dilute or otherwise severely impair the value of the investor's Company securities.

14. *There is no present public market for these Securities and we have arbitrarily set the price.*

The offering price was not established in a competitive market. We have arbitrarily set the price of the Securities with reference to the general status of the securities market and other relevant factors. The Offering price for the Securities should not be considered an indication of the actual value of the Securities and is not based on our net worth or prior earnings. We cannot assure you that the Securities could be resold by you at the Offering price or at any other price.

15. In addition to the risks listed above, businesses are often subject to risks not foreseen or fully appreciated by the management. It is not possible to foresee all risks that may affect us. Moreover, the Company cannot predict whether the Company will successfully effectuate the Company's current business plan. Each prospective Investor is encouraged to carefully analyze the risks and merits of an investment in the Securities and should take into consideration when making such analysis, among other, the Risk Factors discussed above.
16. **THE SECURITIES OFFERED INVOLVE A HIGH DEGREE OF RISK AND MAY RESULT IN THE LOSS OF YOUR ENTIRE INVESTMENT. ANY PERSON CONSIDERING THE PURCHASE OF THESE SECURITIES SHOULD BE AWARE OF THESE AND OTHER FACTORS SET FORTH IN THIS OFFERING STATEMENT AND SHOULD CONSULT WITH HIS OR HER LEGAL, TAX**

AND FINANCIAL ADVISORS PRIOR TO MAKING AN INVESTMENT IN THE SECURITIES. THE SECURITIES SHOULD ONLY BE PURCHASED BY PERSONS WHO CAN AFFORD TO LOSE ALL OF THEIR INVESTMENT.

The Offering

Kindred Brands Inc. (“Company”) is offering securities under Regulation CF, through Netcapital Funding Portal Inc. (“Portal”). Portal is a FINRA/SEC registered funding portal and will receive cash compensation equal to 4.9% of the value of the securities sold through Regulation CF. Investments made under Regulation CF involve a high degree of risk and those investors who cannot afford to lose their entire investment should not invest.

The Company plans to raise between \$20,000 and \$40,000 through an offering under Regulation CF. Specifically, if we reach the target offering amount of \$20,000, we may conduct the first of multiple or rolling closings of the offering early if we provide notice about the new offering deadline at least five business days prior to such new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). Oversubscriptions will be allocated on a first come, first served basis. Changes to the offering, material or otherwise, occurring after a closing, will only impact investments which have yet to be closed.

In the event The Company fails to reach the offering target of \$20,000, any investments made under the offering will be cancelled and the investment funds will be returned to the investor.

8. What is the purpose of this offering?

Troupe’s primary use of the proceeds from this instrument is to conduct channel discovery. The goal is to find the distribution vehicles that will generate the desired return on advertising investment in order to attract later stage growth capital. During its testing, Troupe will be targeting the following channels:

—Custom Affiliates: Individuals and business that use existing custom platforms (such as custom teeshirt design platforms) —Captive Audience Influencers: Businesses that have large online communities, in a specific niche that we could tailor custom jewelry for. These groups might include communities of pet owner, yoga studios, etc., where we could create personalize-able, custom jewelry that the influencer could market to. —Large Jewelry Retailers: We’d look to embed a white label version of our platform into their website and co-market —Artist Communities: Directly target artists, who can upload their works, which we can convert to 3D jewelry. The artists can market their designs to their customers. —Affiliate Marketing Channels: Here, we’ll target platforms that have traffic in our demographic

Troupe’s management team will identify the channels that generate the appropriate return on ad spend, then use this data to attract follow-on capital to power growth. Troupe’s team has significant experience in attracting later stage capital and knows the type of metrics that will be not only be appropriate for fund-raising, but also for business success.

9. How does the issuer intend to use the proceeds of this offering?

Uses	If Target Offering Amount Sold	If Maximum Amount Sold
Intermediary Fees	\$980	\$1,960
Working Capital	\$19,020	\$38,040
Total Use of Proceeds	\$20,000	\$40,000

10. How will the issuer complete the transaction and deliver securities to the investors?

In entering into an agreement on the Netcapital Funding Portal to purchase securities, both investors and Kindred Brands Inc. must agree that a transfer agent, which keeps records of our outstanding Common stock (the "Securities"), will issue digital Securities in the investor's name (a paper certificate will not be printed). Similar to other online investment accounts, the transfer agent will give investors access to a web site to see the number of Securities that they own in our company. These Securities will be issued to investors after the deadline date for investing has passed, as long as the targeted offering amount has been reached. The transfer agent will record the issuance when we have received the purchase proceeds from the escrow agent who is holding your investment commitment.

11. How can an investor cancel an investment commitment?

You may cancel an investment commitment for any reason until 48 hours prior to the deadline identified in the offering by logging in to your account with Netcapital, browsing to the Investments screen, and clicking to cancel your investment commitment. Netcapital will notify investors when the target offering amount has been met. If the issuer reaches the target offering amount prior to the deadline identified in the offering materials, it may close the offering early if it provides notice about the new offering deadline at least five business days prior to such new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). If an investor does not cancel an investment commitment before the 48-hour period prior to the offering deadline, the funds will be released to the issuer upon closing of the offering and the investor will receive securities in exchange for his or her investment. If an investor does not reconfirm his or her investment commitment after a material change is made to the offering, the investor's investment commitment will be cancelled and the committed funds will be returned.

12. Can the Company perform multiple closings or rolling closings for the offering?

If we reach the target offering amount prior to the offering deadline, we may conduct the first of multiple closings of the offering early, if we provide notice about the new offering deadline at least five business days prior (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). Thereafter, we may conduct additional closings until the offering deadline. We will issue Securities in connection with each closing. Oversubscriptions will be allocated on a first come, first served basis. Changes to the offering, material or otherwise, occurring after a closing, will only impact investments which have yet to be closed.

Ownership and Capital Structure

The Offering

13. Describe the terms of the securities being offered.

We are issuing Securities at an offering price of \$40 per share.

14. Do the securities offered have voting rights?

The Securities are being issued with voting rights. However, so that the crowdfunding community has the opportunity to act together and cast a vote as a group when a voting matter arises, a record owner will cast your vote for you. Please refer to the record owner agreement that you sign before your purchase is complete.

15. Are there any limitations on any voting or other rights identified above?

You are giving your voting rights to the record owner, who will vote the Securities on behalf of all investors who purchased Securities on the Netcapital crowdfunding portal.

16. How may the terms of the securities being offered be modified?

We may choose to modify the terms of the securities before the offering is completed. However, if the terms are modified, and we deem it to be a material change, we need to contact you and you will be given the opportunity to reconfirm your investment. Your reconfirmation must be completed within five business days of receipt of the notice of a material change, and if you do not reconfirm, your investment will be canceled and your money will be returned to you.

Restrictions on Transfer of the Securities Offered

The securities being offered may not be transferred by any purchaser of such securities during the one-year period beginning when the securities were issued, unless such securities are transferred:

- to the issuer;
- to an accredited investor;
- as part of an offering registered with the U.S. Securities and Exchange Commission; or
- to a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

The term “accredited investor” means any person who comes within any of the categories set forth in Rule 501(a) of Regulation D, or who the seller reasonably believes comes within any of such categories, at the time of the sale of the securities to that person.

The term “member of the family of the purchaser or the equivalent” includes a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the purchaser, and includes adoptive relationships.

The term “spousal equivalent” means a cohabitant occupying a relationship generally equivalent to that of a spouse.

Description of Issuer’s Securities

17. What other securities or classes of securities of the issuer are outstanding? Describe the material terms of any other outstanding securities or classes of securities of the issuer.

Securities

Class of Security	Amount Authorized	Amount Outstanding	Voting Rights	Other Rights
Common stock	200,000	94,600	Yes	

Options, Warrants and Other Rights

Type	Description	Reserved Securities
Convertible Note	Upon receipt of \$700,000 in gross proceeds in a future financing (the “Financing”), the note automatically converts into equity securities at the lower of a discount of 20% of the price paid by new investors in the Financing or a \$3,000,000 pre-money valuation. Holder may convert into preferred shares without a Financing based upon a \$3,000,000 pre-money valuation.	19,500

18. How may the rights of the securities being offered be materially limited, diluted or qualified by the rights of any other class of securities?

Non-Negotiable Convertible Promissory Notes (the “Notes”) were issued in the aggregate amount of \$200,000, for which we received cash proceeds of \$200,000. Interest accrues on the Notes at the rate of 8%. The Notes are convertible into future shares of common stock of the company at a 20% discount rate of a successful offering of common stock in excess of \$700,000. 19,500 shares of common stock are reserved for such conversion. The company recognized a debt discount upon the issuances of the Notes, which is being recognized into interest expense over the life of the Notes.

19. Are there any differences not reflected above between the securities being offered and each other class of security of the issuer?

They are not alike at all: this offering provides common stock whereas the other type of securities are convertible debts.

20. How could the exercise of rights held by the principal owners identified in Question 5 above affect the purchasers of Securities being offered?

21. How are the securities being offered being valued? Include examples of methods for how such securities may be valued by the issuer in the future, including during subsequent corporate actions.

In trying to disrupt the jewelry industry, driving it to self-service design, Troupe has made a significant investment in software development. Specifically, we’ve invested heavily in developing computer-vision, real-time photorealistic rendering, and mobile CAD technology. We’ve also invested in processes for rapid, cost-effective, high-volume mass customization. We feel that we have developed a large “moat” that will make it challenging for competitors to win significant share against us.

Currently, the company is ramping its revenue growth and starting to see significant repeat customer orders. We’ve just closed a relationship with one of the most influential design firms in Lane Tabb Design to use our platform to design and fulfill goods for her brands and partners. Our pipeline of tier 1 and 2 retailers considering integration with our platform is growing.

Beyond progress, this founding team has significant experience in delivering sizable returns for its stakeholders in 4 previous deals.

According to Angel List, the average valuation of an angel-stage deal on their platform is \$4.1MM. Further, the average retail technology deal on the platform is \$4.7MM.

22. What are the risks to purchasers of the securities relating to minority ownership in the issuer?

Minority investors will not be able to control any shareholder votes and are reliant upon the vote of the majority shareholder.

23. What are the risks to purchasers associated with corporate actions including:

- **additional issuances of securities,**
- **issuer repurchases of securities,**
- **a sale of the issuer or of assets of the issuer or**
- **transactions with related parties?**

If a new security is issued, it may dilute percent ownership. If a new security is issued under a lower valuation, it may result in a reduction of investment value. Any type of change of control could result in a gain, or a loss.

24. Describe the material terms of any indebtedness of the issuer:

Creditor(s): Andy Fox
Amount Outstanding: \$127,429
Interest Rate: less than 0.1%
Maturity Date:
Other Material Terms: Payable on written demand (IOU)

Creditor(s): Ben Littauer
Amount Outstanding: \$10,000
Interest Rate: 8.0%
Maturity Date: October 31, 2017
Other Material Terms: See conversion terms in question 17.

Creditor(s): Bjorn Kotch
Amount Outstanding: \$30,000
Interest Rate: 8.0%
Maturity Date: October 31, 2017
Other Material Terms: See conversion terms in question 17.

Creditor(s): Jefferson Investors
Amount Outstanding: \$25,000
Interest Rate: 8.0%
Maturity Date: October 31, 2017
Other Material Terms: See conversion terms in question 17.

Creditor(s): Thaddy Webber
Amount Outstanding: \$30,000
Interest Rate: 8.0%
Maturity Date: October 31, 2017

Other Material Terms: See conversion terms in question 17.

Creditor(s): Bjorn Kotch

Amount Outstanding: \$30,000

Interest Rate: 8.0%

Maturity Date: October 31, 2018

Other Material Terms: See conversion terms in question 17.

Creditor(s): Thaddy Webber

Amount Outstanding: \$45,000

Interest Rate: 8.0%

Maturity Date: October 31, 2018

Other Material Terms: See conversion terms in question 17.

Creditor(s): Alexander Gruner

Amount Outstanding: \$30,000

Interest Rate: 8.0%

Maturity Date: October 31, 2018

Other Material Terms: See conversion terms in question 17.

25. What other exempt offerings has Kindred Brands Inc. conducted within the past three years?

Date of Offering: 01/16

Exemption: Reg. D, Rule 504(b)(1) (not (i), (ii) or (iii))

Securities Offered: Debt

Amount Sold: \$95,000

Use of Proceeds: General Operations

Date of Offering: 07/16

Exemption: Reg. D, Rule 504(b)(1) (not (i), (ii) or (iii))

Securities Offered: Debt

Amount Sold: \$105,000

Use of Proceeds: General Operations

26. **Was or is the issuer or any entities controlled by or under common control with the issuer a party to any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, where the amount involved exceeds five percent of the aggregate amount of capital raised by the issuer in reliance on Section 4(a)(6) of the Securities Act during the preceding 12-month period, including the amount the issuer seeks to raise in the current offering, in which any of the following persons had or is to have a direct or indirect material interest:**
1. any director or officer of the issuer;
 2. any person who is, as of the most recent practicable date, the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power;
 3. if the issuer was incorporated or organized within the past three years, any promoter of the issuer; or
 4. any immediate family member of any of the foregoing persons.

No.

Financial Condition of the Issuer

27. **Does the issuer have an operating history?**

Yes.

28. **Describe the financial condition of the issuer, including, to the extent material, liquidity, capital resources and historical results of operations.**

Since inception on October 15, 2015, we have been engaged primarily in developing sophisticated 3D computer-aided-design and 3D visualization tools to enable anyone, with no jewelry design experience or 3D modeling experience to quickly design custom jewelry. Additionally, we've also developed a marketplace to allow marketers, influencers, and small brands to sell, track results, and revenue share sales of designed jewelry.

The development of this type of software is very sophisticated and has required relatively expensive labor to develop the software. The platform is up and running and we've processed hundreds of orders through the platform. We are now at the point where we plan to scale our sales and marketing. As a result, we have generated limited revenue and have operated at a loss since our inception.

We anticipate significant revenue growth starting in Q4 of 2016 and anticipate profitability in the 2nd half of 2018, although we cannot guarantee it. Multiple streams are being constructed in our business including driving revenue from:

1. Partnerships with large influencer communities, who direct market to their community on our behalf.
2. Platform white-label relationships with ecommerce retailers with significant traffic.
3. Partnerships with community of custom product makers and marketers.
4. Direct marketing to end-users, influencers, and artists.

Results of Operations 2015

Kindred began operations in the fourth quarter of 2015. Kindred lost \$129,663 during the period of October 15, 2015 (inception) to December 31, 2015. The loss consisted primarily of labor costs of \$96,249 and

depreciation expense of \$15,869.

At December 31, 2015 we had assets of \$127,803 and liabilities of \$134,627. The assets include equipment, net of depreciation, of \$116,036. The primary liability is a loan from our majority shareholder of \$127,429.

Technical Assets

While not currently in the market to sell its assets, as Kindred is focused on growing its value, Kindred has developed software assets that could be valuable to a number of businesses from a number of industries including:

- Jewelry Manufacturers
- Jewelry Retailers
- 3D printing companies and platforms
- General purpose retailers
- Customization platforms

Management does not know the value of said assets until it is in a position to market them.

Operating Capital and Runway

Kindred has roughly \$30,000 of cash on hand. In the event Kindred raises \$100,000 as it has planned, combined with planned revenue, Kindred anticipates it will be able to operate for 10 to 12 months against its spending plan. Kindred has few fixed expenditures and can alter its spend based on performance and cash on hand to grow faster or conserve cash. Kindred will need additional capital to reach profitability. Acquiring follow-on capital is predicated on favorable growth metrics. Management has significant experience acquiring professional follow-on capital, but there are no guarantees.

Financial Information

29. **Include the financial information specified by regulation, covering the two most recently completed fiscal years or the period(s) since inception if shorter.**

Taxes

Total Income	Taxable Income	Taxes Paid
\$0	\$0	\$0

See attachments:

Financial Statements: [financialreports.pdf](#)

Principal Executive Certification: [executivecertification.pdf](#)

30. With respect to the issuer, any predecessor of the issuer, any affiliated issuer, any director, officer, general partner or managing member of the issuer, any beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated in the same form as described in Question 6 of this Question and Answer format, any promoter connected with the issuer in any capacity at the time of such sale, any person that has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with such sale of securities, or any general partner, director, officer or managing member of any such solicitor, prior to May 16, 2016:

1. Has any such person been convicted, within 10 years (or five years, in the case of issuers, their predecessors and affiliated issuers) before the filing of this offering statement, of any felony or misdemeanor:
 1. in connection with the purchase or sale of any security?
 2. involving the making of any false filing with the Commission?
 3. arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities?
2. Is any such person subject to any order, judgment or decree of any court of competent jurisdiction, entered within five years before the filing of the information required by Section 4A(b) of the Securities Act that, at the time of filing of this offering statement, restrains or enjoins such person from engaging or continuing to engage in any conduct or practice:
 1. in connection with the purchase or sale of any security?;
 2. involving the making of any false filing with the Commission?
 3. arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities?
3. Is any such person subject to a final order of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that:
 1. at the time of the filing of this offering statement bars the person from:
 1. association with an entity regulated by such commission, authority, agency or officer?
 2. engaging in the business of securities, insurance or banking?
 3. engaging in savings association or credit union activities?
 2. constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative or deceptive conduct and for which the order was entered within the 10-year period ending on the date of the filing of this offering statement?
4. Is any such person subject to an order of the Commission entered pursuant to Section 15(b) or 15B(c) of the Exchange Act or Section 203(e) or (f) of the Investment Advisers Act of 1940 that, at the time of the filing of this offering statement:
 1. suspends or revokes such person's registration as a broker, dealer, municipal securities dealer, investment adviser or funding portal?
 2. places limitations on the activities, functions or operations of such person?
 3. bars such person from being associated with any entity or from participating in the offering of any penny stock?

If Yes to any of the above, explain:

5. Is any such person subject to any order of the Commission entered within five years before the filing of this offering statement that, at the time of the filing of this offering statement, orders the person to cease and desist from committing or causing a violation or future violation of:

1. any scienter-based anti-fraud provision of the federal securities laws, including without limitation Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act, Section 15(c)(1) of the Exchange Act and Section 206(1) of the Investment Advisers Act of 1940 or any other rule or regulation thereunder?
2. Section 5 of the Securities Act?
6. Is any such person suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade?
7. Has any such person filed (as a registrant or issuer), or was any such person or was any such person named as an underwriter in, any registration statement or Regulation A offering statement filed with the Commission that, within five years before the filing of this offering statement, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is any such person, at the time of such filing, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued?
8. Is any such person subject to a United States Postal Service false representation order entered within five years before the filing of the information required by Section 4A(b) of the Securities Act, or is any such person, at the time of filing of this offering statement, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?

Kindred Brands Inc. answers 'NO' to all of the above questions.

Other Material Information

31. In addition to the information expressly required to be included in this Form, include: any other material information presented to investors; and such further material information, if any, as may be necessary to make the required statements, in the light of the circumstances under which they are made, not misleading.

The following documents are being submitted as part of this offering:

Governance:

Certificate of Incorporation: [certificateofincorporation.pdf](#)

Corporate Bylaws: [corporatebylaws.pdf](#)

Opportunity:

Offering Page JPG: [offeringpage.jpg](#)

Pitch Deck: [pitchdeck.pdf](#)

Ongoing Reporting

32. The issuer will file a report electronically with the Securities & Exchange Commission annually and post the report on its web site, no later than 120 days after the end of each fiscal year covered by the report:

Once posted, the annual report may be found on the issuer's web site at: troupejewelry.com

The issuer must continue to comply with the ongoing reporting requirements until:

- the issuer is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;
- the issuer has filed at least one annual report pursuant to Regulation Crowdfunding and has fewer than 300 holders of record and has total assets that do not exceed \$10,000,000;
- the issuer has filed at least three annual reports pursuant to Regulation Crowdfunding;
- the issuer or another party repurchases all of the securities issued in reliance on Section 4(a)(6) of the Securities Act, including any payment in full of debt securities or any complete redemption of redeemable securities; or
- the issuer liquidates or dissolves its business in accordance with state law.