

**SUPPLEMENT # 1 TO MODE MOBILE, INC., PRIVATE PLACEMENT MEMORANDUM  
DATED APRIL 4, 2024**

**THE DATE OF THIS SUPPLEMENT IS  
May 21, 2024**

This Supplement # 1 to Confidential Private Placement Memorandum (this “First Supplement”) supplements the Private Placement Memorandum of Mode Mobile, Inc., a Delaware corporation (the “Company”) dated April 4, 2024 (the “PPM”),

The purpose of this First Supplement is to amend number of the Bonus Shares for which eligible investors may qualify based on their investment amount in the Company.

This First Supplement is incorporated by reference into, and should be read in conjunction with the PPM. This First Supplement is not complete without and may not be delivered or utilized except in connection with, the PPM.

Capitalized terms used but not defined herein shall have the meanings given to them in the PPM.

Except as expressly set forth in this First Supplement, the PPM, including all disclosures therein and all exhibits thereto, will continue unmodified.

**Modification of Volume Perks**

The PPM originally stated that investors that invest the following amounts in the Offering would receive the corresponding amount of Bonus Shares:

<b>Investment Range</b>	<b>Bonus Shares</b>	<b>Non-Equity Perks*</b>
\$2,500+	0%	1 EarnPhone
\$5,000+	10%	1 EarnPhone
\$10,000+	44%	2 EarnPhones
\$25,000+	79%	3 EarnPhones
\$50,000+	113%	4 EarnPhones
\$100,000+	148%	4 EarnPhones

This First Supplement supplements the PPM to update the amount of Bonus Shares that investors will receive based on their investment amount, with such updated Bonus Share amounts set forth in the table below.

<b>Investment Range</b>	<b>Bonus Shares</b>	<b>Non-Equity Perks*</b>
\$2,500+	40%	1 EarnPhone
\$5,000+	60%	1 EarnPhone
\$10,000+	110%	2 EarnPhones
\$25,000+	160%	3 EarnPhones
\$50,000+	160%	4 EarnPhones
\$100,000+	160%	4 EarnPhones

There are no changes to the “Non-Equity Perks” described in the PPM.

Mode Mobile, Inc. hereby agrees to be bound by the terms of this First Supplement.

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IN WITNESS WHEREOF, the undersigned have caused this First Supplement to be duly executed and delivered.

**Mode Mobile, Inc.**

By: /s/ Judd Hines

Name: Judd Hines

Title: General Counsel & Secretary