

**SUPPLEMENT #2 TO MODE MOBILE, INC. PRIVATE PLACEMENT MEMORANDUM
DATED APRIL 4, 2024**

**THE DATE OF THIS SUPPLEMENT IS
MAY 28, 2024**

This Supplement #2 (this “Second Supplement”) supplements the Private Placement Memorandum of Mode Mobile, Inc., a Delaware corporation (the “Company”) dated April 4, 2024 (the “PPM”) and the First Supplement dated May 21, 2024 (the “First Supplement”).

The purpose of this Second Supplement is (i) to lower the purchase price of the Company’s Class AAA Common Stock for investors in this Offering from \$0.16 per share to \$0.11 per share; and (ii) to revert the amendment made by the First Supplement to the number of the Bonus Shares for which eligible investors may qualify based on their investment amount in the Company.

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

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

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

Modification of Share Price

The PPM originally stated that the purchase price of the Class AAA Common Stock being sold by the Company in the Offering was \$0.16 per share.

This First Supplement supplements the PPM to lower the purchase price of the Company’s Class AAA Common Stock for investors in this offering to \$0.11 per share.

As a result of this price per share reduction, the Company will now be offering up to a maximum of 9,055,256.11 shares of its Class AAA Common Stock to investors in this Offering, reflecting (i) the 78,436.56 shares of Class AAA Common Stock that have been sold by the Company in the Offering as of the date of this Second Supplement at \$0.16 per share; and (ii) the maximum of 8,976,819.55 of Class AAA Common Stock that may be sold in the Offering at \$0.11 per share, which result in total gross proceeds of \$1 million to the Company from sales of Class AAA Common Stock in this Offering if all such shares are sold.

The Subscription Agreement that investors will execute in order to purchase shares in this Offering is also being amended to reflect the \$0.11 per share price, and the new maximum number of Class AAA Common Stock being offered to investors in this Offering.

Modification of Volume Perks

The First Supplement supplemented 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.

Investment Range	Bonus Shares	Non-Equity Perks*
\$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

This Second Supplement reverts the change made by the First Supplement, and supplements the PPM and First Supplement 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:

Investment Range	Bonus Shares	Non-Equity Perks*
\$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

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 Second Supplement.

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

Mode Mobile, Inc.

By: /s/ Judd Hines

Name: Judd Hines

Title: General Counsel & Secretary