

IMPORTANT NOTICE

THE OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE NOT U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE U.S. SECURITIES ACT) AND WHO ARE OUTSIDE THE UNITED STATES IN ACCORDANCE WITH REGULATION S (“REGULATION S”) UNDER THE U.S. SECURITIES ACT.

IMPORTANT: You must read the following before continuing. The following applies to the offering memorandum following this notice, and you are therefore advised to read this carefully before reading, accessing or making any other use of the offering memorandum. In accessing the offering memorandum, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR ANY OTHER JURISDICTION AND THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.

THE FOLLOWING OFFERING MEMORANDUM MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE U.S. SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

Confirmation of your representation: In order to be eligible to view the offering memorandum or make an investment decision with respect to the securities described therein, investors must be persons who are not U.S. persons (as defined in Regulation S) and who are outside the United States that would invest in the securities in an offshore transaction in reliance on Regulation S. The offering memorandum is being sent at your request. By accepting the email and accessing the offering memorandum, you shall be deemed to have represented to the sender or senders of the offering memorandum, that:

(1) you consent to delivery of such offering memorandum by electronic transmission;

(2) the email address that you gave us and to which the email has been delivered is not located in the United States, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States or the District of Columbia.

You are reminded that the offering memorandum has been delivered to you on the basis that you are a person into whose possession the offering memorandum may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorized to, deliver the offering memorandum to any other person.

The materials relating to the offering do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. Under no circumstances shall the offering memorandum constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The offering memorandum has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently the Company, nor any of their directors, officers, employees or agents, accepts any liability or responsibility whatsoever in respect of any difference between the offering memorandum distributed to you in electronic format and the hard copy version available to you on request.



MSB GAMES CORPORATION

\$500,000

5,000,000 Common Shares "MSBG"

par value \$0.0001 per share

Offering Price: \$0.10 per share

Minimum Offering: 100,000 Shares

Maximum Offering: 5,000,000 Shares

Minimum Purchase: 15,000 Shares (\$1,500) per investor

Maximum Purchase: 1,000,000 Shares (\$100,000) per investor

This Confidential Private Placement Memorandum (the "Memorandum") has been prepared in connection with an offering (the "Offering") of up to 5,000,000 shares of Common Stock, \$0.0001 par value (the "Shares") of MSB Games Corporation (the "Company"), a Wyoming C Corporation. The minimum offering amount is 100,000 shares ("Minimum Offering Amount"), and the maximum offering amount is 5,000,000 shares ("Maximum Offering Amount"). The minimum purchase per investor is 15,000 shares, or \$1500.00, and the maximum purchase per investor is 1,000,000 shares, or \$100,000.00. Officers and directors of the Company will manage offers and sales of the Shares only to Investors located outside of United States.

The date of this Confidential Private Placement Memorandum is July 15, 2017.

The Offering is scheduled to end on October 15, 2017. The Company reserves the right, however, to extend the term of this Offering for a period of up to 60 days. See "The Offering." This Memorandum may not be reproduced in whole or in part without the express prior written consent of the Company.

THIS MEMORANDUM IS FOR CONFIDENTIAL USE AND MAY NOT BE REPRODUCED. DISTRIBUTION THAT IS NOT APPROVED BY THE COMPANY MAY RESULT IN A VIOLATION OF FEDERAL AND STATE SECURITIES REGULATIONS. THIS MEMORANDUM AND ALL ACCOMPANYING MATERIALS SHALL BE RETURNED TO AN AUTHORIZED OFFICER OF THE COMPANY UPON REQUEST.

THE SECURITIES HAVE NOT BEEN REGISTERED OR QUALIFIED UNDER THE SECURITIES ACT OF 1933 (THE "ACT") OR THE SECURITIES LAWS OF ANY STATE, IN RELIANCE UPON ONE OR MORE SPECIFIC EXEMPTIONS FROM REGISTRATION OR QUALIFICATION REQUIREMENTS. SUCH EXEMPTIONS LIMIT THE NUMBER

AND TYPES OF INVESTORS TO WHICH THE OFFERING WILL BE MADE. AS A RESULT, THE SECURITIES OFFERED HEREBY **ARE OFFERED ONLY TO INVESTORS WHO ARE NOT U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE U.S. SECURITIES ACT) AND WHO ARE OUTSIDE THE UNITED STATES IN ACCORDANCE WITH REGULATION S (“REGULATION S”) UNDER THE U.S. SECURITIES ACT.**

THE SECURITIES OFFERED HEREBY ARE HIGHLY SPECULATIVE AND INVOLVE A HIGH DEGREE OF RISK, AND SHOULD NOT BE PURCHASED BY ANYONE WHO CANNOT AFFORD THE LOSS OF HIS OR HER ENTIRE INVESTMENT. NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS MEMORANDUM IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER FEDERAL AND APPLICABLE STATE SECURITIES LAWS. THERE IS CURRENTLY NO PUBLIC MARKET FOR THE SECURITIES, AND INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

THE STATEMENTS CONTAINED HEREIN ARE BASED ON INFORMATION BELIEVED BY THE COMPANY TO BE RELIABLE. NO WARRANTY CAN BE MADE THAT CIRCUMSTANCES HAVE NOT CHANGED SINCE THE DATE SUCH INFORMATION WAS SUPPLIED. THERE CAN BE NO ASSURANCE THAT THE COMPANY WILL BE ABLE TO SUCCESSFULLY IMPLEMENT ANY OF ITS PLANS, OR THAT ACTUAL FUTURE PLANS AND PERFORMANCE WILL NOT BE MATERIALLY DIFFERENT FROM THE COMPANY'S PRESENT EXPECTATIONS.

ANY INFORMATION OR REPRESENTATIONS CONTAINED IN THE COMPANY'S PROMOTIONAL OR MARKETING SOURCES OTHER THAN THIS MEMORANDUM MAY NOT BE AS CURRENT OR ACCURATE AS INFORMATION OR REPRESENTATIONS CONTAINED IN THIS MEMORANDUM, AND THEIR CONTENTS ARE EXCLUDED FROM THIS MEMORANDUM.

THE COMPANY HAS AGREED TO MAKE AVAILABLE TO EACH OFFEREE OF THE SECURITIES OR HIS ADVISOR(S) OR BOTH THE OPPORTUNITY TO ASK QUESTIONS OF, AND RECEIVE ANSWERS FROM, THE COMPANY OR ANY PERSONS ACTING ON ITS BEHALF CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING, AND TO OBTAIN ANY ADDITIONAL INFORMATION, TO THE EXTENT THAT THE COMPANY POSSESSES SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORT OR EXPENSE, NECESSARY TO VERIFY THE ACCURACY OF THE INFORMATION SET FORTH HEREIN. OFFEREEES OR ADVISORS DESIRING SUCH ADDITIONAL INFORMATION SHOULD CONTACT THE COMPANY, MSB GAMES CORP EMAIL “CEO@MSBG.CO” ATTN: GREG WIBLE

THE SECURITIES AND EXCHANGE COMMISSION (THE “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 OR GIVE ITS APPROVAL, TO ANY OFFERING MEMORANDUM OR OTHER SELLING LITERATURE. THESE SECURITIES ARE OFFERED PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE COMMISSION; HOWEVER, THE COMMISSION HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THE SECURITIES OFFERED HEREUNDER ARE EXEMPT FROM REGISTRATION. THE SECURITIES MAY NOT BE TRANSFERRED BY THE INVESTOR IN THIS OFFERING IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNLESS THE PROSPECTIVE TRANSFEREE ESTABLISHES, TO THE SATISFACTION OF THE COMPANY, THAT AN EXEMPTION FROM REGISTRATION IS AVAILABLE. (SEE “DESCRIPTION OF SECURITIES”)

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED WITH NOR APPROVED OR DISAPPROVED BY THE COMMISSION NOR BY THE SECURITIES REGULATORY AUTHORITY OF ANY STATE, NOR HAS ANY SUCH AUTHORITY PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

THIS OFFERING IS SUBJECT TO WITHDRAWAL, CANCELLATION OR MODIFICATION BY THE COMPANY WITHOUT NOTICE. THE COMPANY RESERVES THE RIGHT, IN ITS SOLE DISCRETION, TO REJECT ANY SUBSCRIPTION IN WHOLE OR IN PART FOR ANY REASON OR TO ALLOT TO ANY SUBSCRIBER LESS THAN THE NUMBER OF SHARES SUBSCRIBED FOR OR TO WAIVE CONDITIONS TO THE PURCHASE OF THE SHARES.

PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS MEMORANDUM AS LEGAL, INVESTMENT OR TAX ADVICE. IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITY OTHER THAN THE SECURITIES OFFERED HEREBY, NOR DOES IT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY SUCH SECURITIES BY ANYONE IN ANY JURISDICTION IN WHICH SUCH OFFER OF SOLICITATION IS NOT AUTHORIZED, OR IN WHICH THE PERSON MAKING SUCH OFFER OR SOLICITATION IS NOT QUALIFIED TO DO SO.

SUBSCRIPTION PROCEDURE

The Subscription Documents that accompany this Memorandum are designed to elicit information necessary to enable the Company, to determine the suitability of a prospective investor and to assure that the offering complies with the applicable securities laws. A subscriber for the Common Shares shall be required to deliver to the Company the following: (a) Investor Info Form; (b) A Share Exchange Agreement; (c) Payment payable to “MSB GAMES” in the amount of \$0.10 per share subscribed or equivalent amount in Bitcoin.

EXECUTIVE SUMMARY

MSB Games Corp ("the Business") develops and publishes branded strategy games & puzzles optimized for Tablets and Mobile devices. The Company was founded in 2013 by Greg Wible and incorporated in Wyoming in January 2014. MSB Games has 8 game releases to date while developing its flagship title, an updated version of MeterSteiner BeerGame "SimCity comes to Craft Beer, in a world where Brewing The Best Beer AND Operating The Best Brewery are the ONLY things that matter in order to survive AND win in the Brutal Marketplace"

BUSINESS DESCRIPTION

Business Name: MSB Games Corporation
d/b/a MeterSteiner / MSBG
Home Page: <http://msbgames.com> / <http://msbg.co>
Main Telephone: 888-991-0111
Contact Person: Greg Wible 562-883-0310
Title: Founder, Managing Director, CEO, Acting CTO

Form: Wyoming "C" Corporation formed January 2014
Game Software: Industry SIC Code:7372 NAICS Code: 511210
Stage: Development –titles released, booking initial ad revenues
Registered Address: 1621 Central Ave, Cheyenne, Wyoming, 82001 USA
LA Sales Office Mail: 16809 Bellflower Blvd. #414 Bellflower, CA 90706 USA

Shareholders: Private – 5 individual shareholders

Team: staff of 2 plus contractors and slated to expand further.

BALANCED REVENUE MODEL from multiple streams including:

- * Game Software MOBILE CARRIER NETWORK sales B2B
- * Game Software UPGRADES & IN-GAME SALES B2C
- * Game Software PRIVATE LABEL LICENSING B2B
- * Game Software NETWORK ADVERTISING

ADVANTAGES:

- Global mobile carrier direct channel(s); 1 billion+ subscriber user network
- HD versions tailored for tablet screens = 2x current price points
- Scalable TT-VIEW Platform effective promo tool for Brands
- Private Branding Program for Agencies & Brewers Advertisers

THE OFFERING

The Company intends to raise a minimum of \$10,000.00 and a maximum of \$500,000.00 in this Offering to fund the continued development and growth of our business. The Common Stock will be offered to Investors who are not U.S. Persons as defined in Regulation S under U.S. Securities Act and who are outside the United States in accordance with Regulation S.

Securities Offered:	A maximum of 5,000,000 Common Shares (the “Common Shares”) Par Value \$0.0001 per share
Offering Price:	\$0.10 per share
Minimum subscription:	15,000 shares (\$1,500.00)
Common Shares outstanding prior to the offering:	9,400,000 Common Shares
Common Shares outstanding after the offering:	14,400,000 Shares Maximum Subscription / Fully Diluted

The Offering is being made on a “min-max” basis until the Minimum Offering Amount of \$10,000.00 is raised. Proceeds received prior to raising the Minimum Offering Amount will be held in a separate account with the Company's bank. Upon raising the Minimum Offering Amount, these proceeds will be released for use by the Company and, thereafter, 100% of the proceeds raised in the Offering, up to the Maximum Offering Amount of \$500,000.00, will be immediately available for use by the Company without impound or escrow.

The proceeds from the sale of the Shares offered hereby will be approximately \$500,000.00 if all 5,000,000 Shares are sold. The net proceeds from this offering will be used to expand marketing, sales and distribution capabilities via acquisitions and development. The following itemizes the intended use of proceeds:

Acquisitions 36%	\$180,000
Salaries (6 headcount) 25%	\$125,000
Launch Marketing 12.5%	\$ 62,500
Programming 7.5%	\$ 37,500
Travel 2.5%	\$ 12,500
Working Capital 6.5%	\$ 32,500
Commissions 10%	\$ 50,000

The expenditures projected above are estimates based on management projections of the operating needs of the business. Although the amounts set forth represent our present intentions with respect to proposed expenditures, actual expenditures may vary substantially, depending upon future developments such as marketing decisions, sales activity, acquisition conditions and certain other factors.

The following description of certain matters relating to the securities of the Company does not purport to be complete and is subject in all respects to applicable Wyoming law and to the provisions of the Company's articles of incorporation ("Articles of Incorporation") and bylaws (the "Bylaws").

Each share of Common Stock entitles the holder thereof to one vote on all matters submitted to a vote of the shareholders. The holders of Common Stock do not have preemptive rights or rights to convert their Common Stock into other securities. Holders of Common Stock are entitled to receive, pro rata, such dividends as may be declared by our Board of Directors out of legally available funds. Upon liquidation, dissolution or winding up of the Company, and after payment of creditors and the liquidated preference to 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 fully paid, validly issued and non-assessable

CAPITALIZATION

The capitalization of the Company as of July 1, 2017, and as adjusted to give effect to the sale of the Common Shares offered hereby, is as set forth below. The following table does not reflect any changes in capitalization of the Company subsequent to that date. This table reflects that the maximum offering of 5,000,000 shares was accomplished.

	<u>Amount Outstanding</u>	<u>After the Offering</u>
Short-Term Debt and Current Maturity of Long-Term Debt	\$ 3,000	\$ 3,000
Long Term Debt	\$ 0	\$ 0
Common Shares par value \$0.0001 per share; 20,000,000 shares authorized; 9,400,000 shares issued and outstanding	\$ 58,000	\$ 58,000
Additional Paid in Capital Series A	\$ 0	\$ 450,000
Retained Earnings (Accumulated Deficit)	(\$ 5,380)	(\$ 5,380)
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	\$ 55,620	\$ 505,620

The certificates representing the Shares being offered hereby will bear a legend to the effect that the Shares represented by the certificate are not registered under the US Securities Act, or under the securities laws of any state, and therefore cannot be transferred unless properly registered under the Act or pursuant to an opinion of counsel satisfactory to counsel to the Company that an exemption from the Act is available.

The following table sets forth certain information, as of December 1, 2015 and as adjusted to give effect to the Offering, regarding the beneficial ownership of the Common Stock by (i) each beneficial owner of more than 5% of the outstanding shares of Common Stock, (ii) each director of the Company, and each executive officer of the Company, and (iii) by all executive officers, directors and advisors of the Company as a group.

Shareholder Name	Number of Shares Before Offering	Percentage Owned Before Offering	Percentage Owned After Maximum	Position
Greg Wible	8,500,000	91.39%	59.44%	Founder, CEO Managing Director
Paul T. Robinson	500,000	5.37%	3.49%	CFO, Director
Sigmund Hartmann	100,000	1.08%	0.0069%	Advisor
Mik Lezan	100,000	1.08%	0.0069%	Advisor
Siddhartha Singh	100,000	1.08%	0.0069%	Advisor

CERTAIN TRANSACTIONS

On January 15, 2014, the Company issued 8,500,000 Common Shares to Greg Wible in consideration of \$18,000.00 development credits and \$30,000.00 for intellectual property transferred to the Company equaling \$48,000.00 which included specifications, brands and trade names along with certain technologies including methods for mobile gaming, user interfaces & enabling game software distribution.

On January 1, 2014, the Company issued 500,000 Common Shares to Paul T. Robinson in consideration for consultant services performed including the development and preparation of the Company's Business and Pricing Models. These services were performed at a cost to the Company of \$10,000.00. The average cost per share to Paul Robinson was therefore \$0.03 per share.

The Company currently intends to retain its earnings for growth and, therefore, do not anticipate declaring any dividends in the near term. The Company would expect that determinations to pay dividends on its shares would be based primarily upon the financial condition, results of operations, regulatory and business capital requirements, any restrictions contained in financing or other agreements binding upon the Company, and other factors that the board of directors deems relevant.

BUSINESS PLAN

Background

MSB Games develops and publishes Strategy Games & Puzzles integrating branded Beer, Brewery and Travel themes. MSB Games has developed & deployed its new TT-VIEW Platform that enables advertisers to promote brands in an effective way to mobile game players worldwide. MSB is developing a new series of Strategy Games for mobile devices, MeterSteiner BeerGame, where “SimCity comes to Craft Beer.”

The original “Beer Game” (aka the Beer Distribution Game) was created in the early 1960s by a group of professors at MIT Sloan School of Management to demonstrate a number of key principles of the whip effect in supply chain management. In the late 1990s, hundreds of thousands of US computer game players enjoyed a DOS simulation-type strategy game called MeterSteiner Beer Manager that was marketed by Greg Wible. Now, nineteen years later, the MeterSteiner brand is being re-launched and strategy game updated for mobile devices..

The all-new MeterSteiner BeerGame series: Beer Manager Mobile (BMM) and Brewing Manager Pro (BMP) economic strategy games challenge users to open & operate their own brewery against fierce competition and market factors. The new Keg Counter Puzzle (KCP) is a unique take on Math Constant Squares that challenges all skill levels. Running on the new TT-VIEW platform, the new Tic-Tac BREW puzzle series is a unique twist on long-time popular game, with product extensions Tic-Tac CAFÉ, Tic-Tac TOONS and Tic-Tac BIKINI now released. The MeterSteiner BeerGame Series will be distributed via multiple channels including Mobile Carrier Software Stores, Google Play Store, Amazon, Handset / Tablet OEMs and 3rd Party Portals.

Game Market Overview

Globally, consumers spend over \$50 billion annually on video game software. Leading game software producing countries include the US, Japan, and Canada. Skyrocketing adoption of mobile devices and expanding markets for video games could boost global industry sales to \$70 billion by 2018.

The US entertainment and games software industry includes about 220 companies with combined annual revenue of about \$10 billion. There are many game types (sports, simulation, strategy, shooter, etc.) and BMM / BMP are **economic strategy** games. Strategy type games represent 25% of the computer market but less than 8% of the mobile market so far. There are many platforms (play device displayed on television, play on PC displayed on monitor, play on smartphone device, etc). The average gamer plays on 3 or more platforms. The average age of US computer game buyers is 35, with 54% being Male and with 15 years experience gaming.

The global mobile app market will be worth US\$27 Billion in 2015, according to ABI Research. ABI also picked out a trend where mobile app market revenues are increasingly driven by tablets. Historically, app revenues generated from smartphones significantly dwarfed app revenues from tablets. Now, tablet revenues are quickly catching up, and it is projected that tablet app revenues will overtake those from smartphones by 2018. The inclination for tablet users to pay more for apps than their smartphones because of the larger screen size and better user experience for gaming and reading are the primary drivers. Our Game development timeline will focus on Android Mobile & Tablet then Windows Desktop in 2018.

COMPANY HISTORY

The original “Beer Game” (aka the Beer Distribution Game) was created in the early 1960s by a group of professors at MIT Sloan School of Management to demonstrate a number of key principles of supply chain management. Back in the late 1990s, hundreds of thousands of US computer game players enjoyed a simulation-type DOS desktop game called “MeterSteiner Beer Manager”. Distribution and Marketing of the free DOS game was managed by Greg Wible thru his previous company.

In 2012, Wible revived the MeterSteiner brand to update the game concept and channel to current mobile platforms. After 16 months in-house development, MSB GAMES CORP formally organized in January 2014.

COMPETITION

Niche: MeterSteiner BMM / BMP are market-first economic strategy beer game series for mobile and desktop platforms utilizing mobile carrier direct channel. A snapshot of major competition includes:

- 1) GungHo (Japan) "Puzzles & Dragons" 2013 revenues \$1.6 Billion
- 2) Supercell (Finland) "Clash of Clans" Softbank/GungHo bought 51% for \$2.1 Billion
- 3) King Digital Entertainment (Ireland) "Candy Crush Saga" / 12 million daily users – Activision announced in October 2015 it would acquire King Digital for \$5 Billion cash.

KEY STRENGTHS

The traditional game distribution model is tough business with low single digit margins in very crowded retail channels with limited shelf-space. By contrast, MSB Games has a unique business model utilizing more efficient distribution channels that will generate stronger margins and significant traction with minimal infrastructure investment. The MeterSteiner BeerGame 2016 game series are market-first economic strategy beer games for mobile & desktop platforms.

OPERATIONS/FACILITIES/EMPLOYEES

MSB plans to operate as a lean virtual enterprise. Team Members operate using online work sharing & project tools including Asana.com. We have a Distributed Contract Development Team offshore that is coding the software games. We will share, on a month-to-month basis an office with conference room in an upscale Office Park Complex.

Pending Hires

- a. Ad Sales Director – Asia
- b. Live Events Coordinator - US
- c. Sales Admin Secretary - Asia
- d. Tech Support Team - Asia

LONG TERM OBJECTIVES

Long Term, our goal is to Build MSB Games to be an attractive acquisition candidate by 2018. We will achieve our goal by delivering Solid Products, Satisfied Customers, Developed Channels and Recurring Strong Margins. MSB's Immediate Objectives are to locate a few strategic investors, make a few related game portfolio acquisitions, build the Team, roll-out our just-released Tic-Tac VIEW series, complete MeterSteiner BMM v1 and launch worldwide.

MANAGEMENT

The following sets forth the names and ages of the members of the Company's Board of Directors, executive officers, and the position with the Company held by each:

Name	Age	Position
Greg Wible	60	Managing Director, Acting CTO, Chief Executive Officer
Paul T. Robinson	61	Nominee Director, Chief Financial Officer

Greg Wible – Managing Director, acting CTO - Greg has 24+ years of successful business development experience in global and local markets. Wible is Managing Director, Founder, & acting CTO of MSB Games Corp. In 1996, he founded MeterNet Corporation, a software developer, integrator and marketer. In 1997, Wible managed the successful launch of MeterSteiner Beer Manager DOS Game Software in the North America Market, shipping over 500,000 copies in initial 90 days. In 1983 he founded North America ECR Limited, a trading and marketer specializing in technical components and precision manufacturing. In 1986 he founded ECR Japan Inc, an aftermarket importer and distributor based in Yokohama, Japan. Additional international experience includes Export Sales Administrator for Toyota Motor Sales USA and Market Consultant for Toyota Tsusho Group. In 2012, Wible founded SoCal Event Network (SCN), a California-based live event developer and promoter, and currently Senior Advisor for SCN. Greg earned his BBA Marketing from The College of Business, University of Cincinnati.

Paul T. Robinson – CFO Paul has strong background in navigating organizations through rapid change and high growth patterns. He has over 25 years of executive management skills acquired as Chief Financial Officer and Investment Banker at private and public companies in renewable energy, oil and gas, software and technology sectors, from mid-sized to startups and early-stage companies. In his career as Managing Partner of WestOaks Capital Group, an investment banking boutique, Mr. Robinson completed transactions in excess of \$800 million. Clients included several large banks (Bankers Trust of New York, Sumitomo Trust & Bank), and venture capital groups (Summit Partners). His expertise includes analyzing a company's financial health, improving cash flow, enhancing shareholder value, corporate finance, and corporate positioning for merger and acquisitions. He has been noted in the Wall Street Journal, New York Times, Los Angeles Times and Pacific Coast Business Journal. He also Co-authored the „Future of BioFuels“ found in the American Bar Association News publication. Prior to his entry into the business world, Mr. Robinson taught Finance, Economics and Social Science as a Lecturer at the University of La Verne, California, and several others in the California Community College System. Paul holds an MA Economics /LSE; MBA program /USC; BA /CSUN.

Directors will hold office until their successors have been elected or qualified at an annual shareholders' meeting, or until their death, resignation, retirement, removal, or disqualification. Vacancies on the board will be filled by a majority vote of the remaining directors. Officers of the Company serve at the discretion of the Board of Directors.

ADVISORY BOARD

Sigmund Hartmann:

Mr. Hartmann has over 50 years experience in the computer and computer related industries. He has been responsible for managing and improving the performance of companies leading to accelerated growth. Executive positions have included President of Software at Commodore International, LTD, a billion dollar company (known for the Commodore 64), Executive Vice-President at Atari Corporation, Vice-President and General Manager at TRW, Inc., and other managerial positions at mid-sized to large corporations. Mr. Hartmann has served as Chairman of Universal Microtechnology, a professional consultation firm to computer hardware, software, and Internet companies. He also has sat on several boards of private and publicly held corporations. Mr. Hartmann earned a Master's Degree in Mathematics from Liege University, Belgium, completed the Executive Management Program at UCLA, and lectured at universities and colleges on the subject of computer science and technology.

Mik Lezan:

Mik Lezan brings a wealth of experience to MSB Advisory Board in game design and advanced development for video, desktop and mobile platforms. He has a number of animation and special effect design credits developing successful game hits including Mighty Morphin' Power Rangers, Silver Surfer, Casper, Independence Day, Contact, Barbie and the Disney Toy Story series, among others. Mik's earlier music career, as Arabian Prince (AP), reflects the innovation of the early West Coast hip-hop scene. His journey led from the legendary electro-rap dance jam days with Egyptian Lover and the World Class Wreckin Cru to being a co-founding member of NWA; often credited as the most important group in the history of rap music and recently inducted in the Rock-n-Roll Hall of Fame.

Siddhartha Singh

Mr. Singh's deep technical experience includes past CTO of CastleVille, ZYNGA-India, in charge of the 18,000,000 daily online players of the worldwide popular social game. Additional architect, full-stack development and management positions over his seventeen year career include cVent, Thomson Reuters, Amdocs, Deutsche Bank and more. Publications include "Programming in GO" on InformIT and numerous book reviews as Technical Editor for Pearson. Siddhartha is based in India and earned his Master of Computer Applications (MCA), Computer Science from Banaras Hindu University in Varanasi, India.

Our Articles of Incorporation and bylaws provide blanket indemnification for our directors and officers to the fullest extent permissible under Wyoming law. The Company has entered into indemnification agreements with members of the management team that indemnify, defend and hold harmless these members from liability incurred in connection with their duties as officers and directors of the Company.

We plan to maintain insurance policies under which the directors and officers of the Company will be insured, against certain losses arising from claims made against such directors and officers by reason of any acts or omissions in their respective capacities as directors or officers, including liabilities under the Securities Act.

HISTORICAL FINANCIAL INFORMATION

The Private Company is Development Stage that has begun booking initial modest ad revenues. Any Offeree can request information and consult the Company's CEO regarding the financial history of the business. Upon request the Offeree will be provided with financial statements for the business covering the previous 2 years plus financial model forecast.

RISK FACTORS

Investment in our Shares involves a high degree of risk and should be regarded as speculative. You should consider investing in our Shares only if you can afford the loss of your entire investment. Accordingly, you should consider carefully the following factors, in addition to the other information concerning our Company and our business contained in this Memorandum, before purchasing the Shares offered hereby. The following factors are not to be considered a definitive list of all the risks associated with an investment in our Shares.

Unanticipated obstacles to execution of business plan

Our proposed plan of operation and prospects will depend largely upon our ability to successfully establish Company's presence in a timely fashion, retain and continue to hire skilled management, technical, marketing and other personnel; and attract and retain significant numbers of quality business partners and corporate clients. There can be no assurance that we will be able to successfully implement our business plan or develop or maintain future business relationships, or that unanticipated expenses, problems or technical difficulties which would result in material delays in implementation will not occur.

Competition

The market is highly competitive. There are low barriers to entry, and we expect that competition will intensify in the future. We believe that numerous factors, including price, client base, brand name, and general economic trends (particularly unfavorable economic conditions adversely affecting consumer investment), will affect our ability to compete successfully. Our competitors include many large companies that have substantially greater market presence and financial, technical, marketing and other resources than we do. There can be no assurance that we will have the financial resources, technical expertise or marketing and support capabilities to compete successfully. Increased competition could result in significant price competition, which in turn could result in lower revenues, which could materially adversely affect our potential profitability.

Over Reliance on Management

We depend on our senior management to work effectively as a team, to execute our business strategy and business plan, and to manage employees and consultants. Our success will be dependent on the personal efforts of key personnel. Any of our officers or employees can terminate his or her employment relationship at any time, and the loss of the services of such individuals could have a material adverse effect on our business and prospects. Our senior

management team has worked together for only a very short period of time, and may not work well together as a management team.

Forward Looking Statements

This Memorandum contains forward-looking statements that are based on our current expectations, assumptions, estimates, and projections about our business, our industry, and the industry of our clients. When used in this Memorandum, the words "expects," "anticipates," "estimates," "intends," "believes," and similar expressions are intended to identify forward-looking statements. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. The cautionary statements made in this Memorandum should be read as being applicable to all related forward-looking statements wherever they appear in this Memorandum.

ADDITIONAL INFORMATION

As a prospective investor, you and your professional advisors are invited to review any materials available to us relating to our Company, our plan of operation, our management and financial condition, this Offering and any other matter relating to this Offering. We will afford you and your professional advisors the opportunity to ask questions of, and receive answers from, our officers concerning such matters and to obtain any additional information (to the extent we possess such information and can acquire it without unreasonable expense) necessary to verify the accuracy of any information set forth in the Memorandum. All such information and materials may be requested from Greg Wible at email "ceo@msbg.co".

Investment in the Shares involves significant risks and is suitable only for persons of adequate financial means who have no need for liquidity with respect to this investment and who can bear the economic risk of a complete loss of their investment. The Offering is made in reliance on exemptions from the registration requirements of the Securities Act and applicable state securities laws and regulations.

The suitability standards discussed below represent minimum suitability standards for prospective investors. The satisfaction of such standards by a prospective investor does not necessarily mean that the Shares are suitable investment for such prospective investor. Prospective investors are encouraged to consult their personal financial advisors to determine whether an investment in the Shares is appropriate. The Company may reject subscriptions, in whole or in part, in its absolute discretion.

The Company will require each investor to represent in writing, among other things, that (i) by reason of the investor's business or financial experience, or that of the investor's professional advisor, the investor is capable of evaluating the merits and risks of an investment in the Shares and of protecting its own interests in connection with the transaction (ii) the investor is acquiring the Shares for its own account, for investment only and not with a view toward the resale or distribution thereof, (iii) the investor is aware that the Shares have not been registered under the Securities Act or any state securities laws, (iv) the investor is aware of, and has executed and delivered, the subscription agreement to be entered into in connection with the purchase of the Shares, (v) the investor is aware of the absence of a market for the Shares, and (vi) unless otherwise approved by the Company, such investor meets the suitability requirements set forth below.

Each investor must represent in writing that he or she is not a U.S. Person as defined in Regulation S under U.S. Securities Act and who are outside the United States in accordance with Regulation S.

Any person or entity who meets the suitability standards set forth herein and who desires to purchase Shares offered hereby shall be required to deliver all of the following to the Company prior to such purchase:

- (a) Electronically Signed copy of the Confidential Investor Info Form
- (b) Electronically Signed copy of the Share Purchase Agreement.
- (c) Payment in Bitcoin equal to the total purchase price of the Shares being purchased.

The Company reserves the right to accept or reject any subscription for Shares in whole or part for any reason whatsoever. If a subscriber is rejected by the Company, all funds tendered for investment will be returned to the subscriber, without interest or deduction, promptly after such rejection, along with notice thereof.







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