

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

NO. _____

DATED: _____

EZ-MVP, INCORPORATED
a Delaware Corporation

\$ _____ of Securities offered at \$100,000.00 Per Security

EZ-MVP, INC.
39 Garrett Street, Suite 228
Warrenton, VA 20186
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Contact:
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No dealer, salesman or any other person has been authorized to give any information or to make any representations other than those contained in this Memorandum, and, if any other information or representation is given or made, such information and representations must not be relied upon. This Memorandum does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby in any state to any person to whom it is unlawful to make such offer. Neither the delivery of this Memorandum nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the respective dates at which information is given herein, or the date hereof. However, if any material change occurs while this Memorandum is required by law to be delivered, this Memorandum will be amended or supplemented accordingly with respect to any investors who have not previously subscribed to Securities.

This confidential private placement memorandum may not be shown or given to any person other than the person whose name appears below and may not be printed or reproduced in any manner whatsoever. Failure to comply with this directive can result in a violation of the Securities Act of 1933, as amended, and/or the Securities Exchange Act of 1934, as amended, including Regulation FD. Any further distribution or reproduction of these materials, in whole or in part, or the divulgence of any of the contents by an offeree is unauthorized.

Name of Recipient

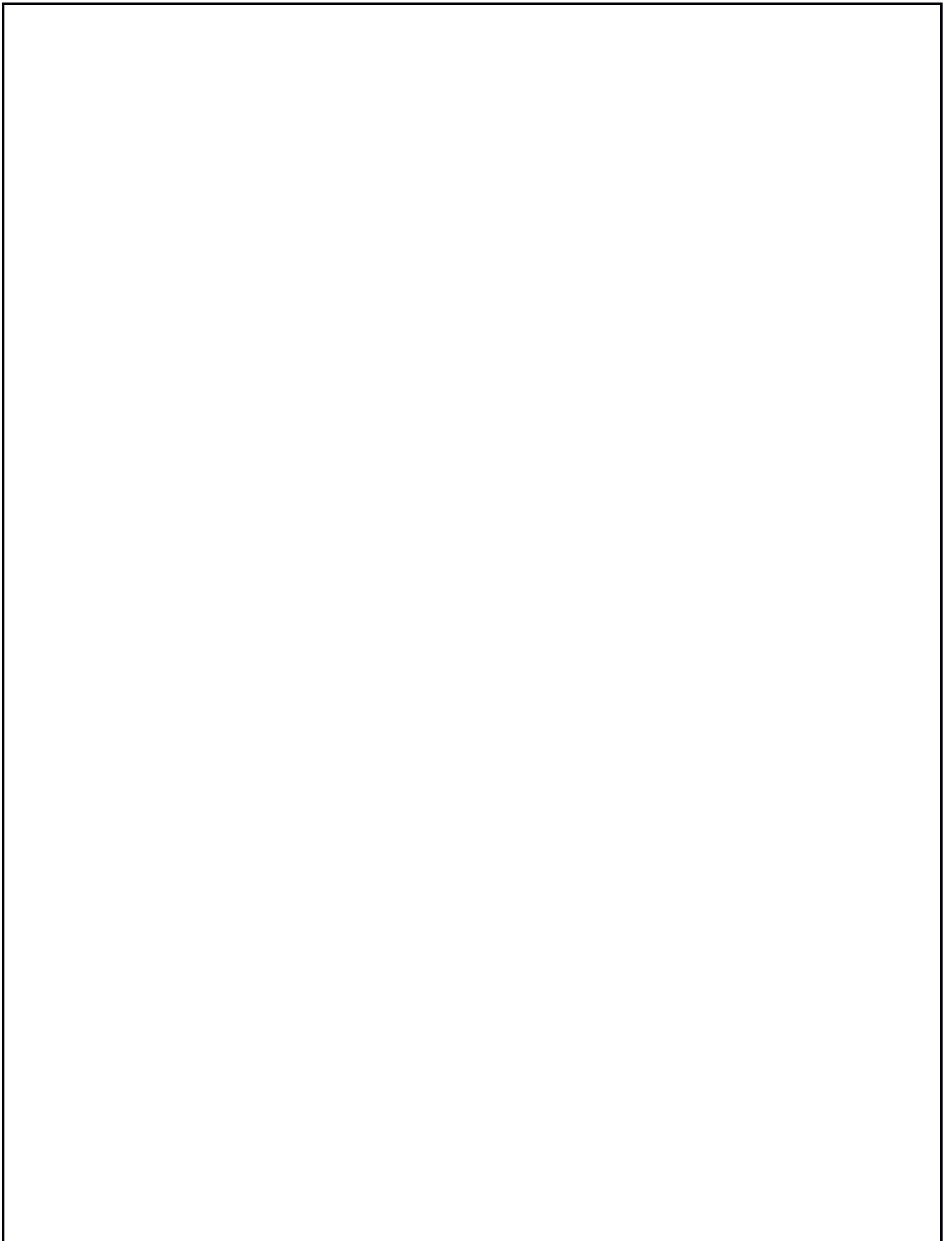


TABLE OF CONTENTS

<u>SECTION</u>	<u>PAGE</u>
IMPORTANT NOTICES	
JURISDICTIONAL (NASAA) LEGENDS (STATE NOTICES)	
SUMMARY OF THE OFFERING	
THE COMPANY	
MANAGEMENT	
TERMS OF THE OFFERING	
PLAN OF DISTRIBUTION	
DESCRIPTION OF SECURITIES	
USE OF PROCEEDS	
CAPITILZATION STATEMENT	
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	
COMPENSATION AND FEES OF OFFICERS AND DIRECTORS	
FUDICIARY RESPONSIBILITIES OF THE DIRECTORS AND OFFICERS OF THE COMPANY	
RISK FACTORS	
PRINCIPAL SECURITYHOLDERS	
HOW TO INVEST	
INVESTOR SUITABILITY REQUIREMENTS	
LITIGATION	
FORECASTS OF FUTURE OPERATING RESULTS	
INVESTOR SUITABILITY QUESTIONNAIRE	
EXHIBITS	
Exhibit A:	Certificate of Incorporation of EZ-MVP, Inc.
Exhibit B:	Accredited Investor Questionnaire
Exhibit C:	Form of EZ-MVP, Inc. Investment Agreement “Profit Sharing Agreement”

IMPORTANT NOTICES

The Securities are being offered without registration under the Securities Act of 1933, as amended (“Securities Act”), in reliance upon the exemption from registration afforded by Section 4(2) of the Securities Act and Regulation D promulgated thereunder.

Investment in this offering involves a high degree of risk, and investors should not invest any funds in this offering unless they can afford to lose their entire investment. In making an investment decision, investors must rely on their own examination of the terms of the offering, including the merits and risks involved. See “Risk Factors.”

This confidential memorandum does not constitute an offer to sell, or solicitation of an offer to buy, nor shall any securities be offered or sold to any person in any jurisdiction in which such offer, solicitation, purchase or sale would be unlawful, prior to registration or qualification under the securities laws of such jurisdiction.

The securities offered hereby are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act and applicable state laws pursuant to registration or exemption therefrom. Prospective investors must acquire the securities for investment, solely for their own account, and without any view towards resale or distribution. Investors should be aware that they will be required to bear the financial risks of this investment for an indefinite period of time.

Only information or representations contained herein may be relied upon as having been authorized. No person has been authorized to give any information or to make any representations other than those contained in this memorandum in connection with the offer being made hereby, and if given or made, such information or representations must not be relied upon as having been authorized by the Company. Investors are cautioned not to rely upon any information not expressly set forth in this memorandum. The information presented is as of the date set forth on the cover page hereof unless another date is specified, and neither the delivery of this memorandum nor any sale hereunder shall create any implication that there have been no changes in the information presented subsequent to such date(s).

Prospective investors are not to construe the contents of this memorandum as legal, investment, or tax advice. Prospective investors should consult their advisors as to legal, investment, tax, and related matters concerning an investment by such prospective investors in the Company.

The statements contained herein are based on information believed to be reliable. No warranty can be made as to the accuracy of such information or that circumstances have not changed since the date such information was supplied. This memorandum contains summaries of certain provisions of documents relating to the business of the Company and the purchase of common stock in the Company, and such summaries do not purport to be complete and are qualified in their entirety by reference to the texts of the original documents.

The securities offered under this Confidential Private Placement Memorandum have not been registered under the Securities Act of 1933, as amended (the "Securities Act"). This offer is being made pursuant to the exemption provided by Section 4(2) of the Securities Act and certain rules and regulations promulgated under that section. Accordingly, you may not transfer the offered securities in the absence of an effective registration statement under the Securities Act or evidence acceptable to us and our counsel, which includes an opinion of counsel, that registration is not required.

The Securities are speculative and an investment in them involves a high degree of risk. You must be prepared to bear the economic risk of this investment for an indefinite period of time and be able to withstand a total loss of your investment. See "Risk Factors" and "Terms of the Offering."

By accepting the information contained in this Confidential Private Placement Memorandum, the recipient acknowledges its express agreement with us to maintain such information in confidence. We have caused these materials to be delivered to you in reliance upon your agreement to maintain the confidentiality of this information and upon Regulation FD promulgated by the Securities and Exchange Commission ("SEC").

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER IN ANY JURISDICTION IN WHICH AN OFFER IS NOT AUTHORIZED.

STATE NOTICES

NASAA UNIFORM LEGEND. In making an investment decision, investors must rely on their own examination of the person or entity creating the securities and the terms of the offering, including the merits and risks involved. These securities have not been recommended by federal or state securities commissions or regulatory authorities. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of the offering documents. 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 the Securities Act, and the applicable state securities laws pursuant to registration or exemption therefrom. Investors should be made aware that they will be required to bear the financial risks of this investment for an indefinite period of time.

For Residents of All States. The presence of a legend for any given state reflects only that a legend may be required by that state and should not be construed to mean an offer or sale may be made in any particular state. The offering documents may be supplemented by additional state legends. If you are uncertain as to whether or not offers or sales may be lawfully made in any given state, you are advised to contact the Company for a current list of

states in which offers or sales may be lawfully made. An investment in this offering is speculative and involves a high degree of financial risk. Accordingly, prospective investors should consider all of the risk factors described herein.

NOTICE TO FLORIDA RESIDENTS: THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE FLORIDA SECURITIES AND INVESTOR PROTECTION ACT AND THEY, THEREFORE, HAVE THE STATUS OF SECURITIES ACQUIRED IN AN EXEMPT TRANSACTION UNDER FLA. STAT. §517.061 OF THE FLORIDA SECURITIES AND INVESTOR PROTECTION ACT. EACH OFFEREE WHO IS A FLORIDA RESIDENT SHOULD BE AWARE THAT SECTION 517.061(11)(a)(5) OF THE FLORIDA SECURITIES ACT PROVIDES, IN RELEVANT PART, AS FOLLOWS: “WHEN SALES ARE MADE TO FIVE OR MORE PERSONS [IN FLORIDA], ANY SALE [IN FLORIDA] MADE PURSUANT TO [SECTION 517.061(11)] IS VOIDABLE BY THE PURCHASER IN SUCH SALE EITHER WITHIN 3 DAYS AFTER THE FIRST TENDER OF CONSIDERATION IS MADE BY SUCH PURCHASER TO THE ISSUER, AN AGENT OF THE ISSUER, OR AN ESCROW AGENT OR WITHIN 3 DAYS AFTER THE AVAILABILITY OF THAT PRIVILEGE IS COMMUNICATED TO SUCH PURCHASER, WHICHEVER OCCURS LATER.”

THE AVAILABILITY OF THE PRIVILEGE TO VOID SALES PURSUANT TO SECTION 517.061(12) IS HEREBY COMMUNICATED TO EACH FLORIDA OFFEREE. EACH PERSON ENTITLED TO EXERCISE THE PRIVILEGE TO VOID SALES GRANTED BY SECTION 517.061(11)(a)(5) AND WHO WISHES TO EXERCISE SUCH RIGHT MUST, WITHIN THREE DAYS AFTER THE TENDER OF THE PURCHASE PRICE OF THE SECURITIES TO THE COMPANY OR TO ANY AGENT OF THE COMPANY (INCLUDING ANY DEALER ACTING ON BEHALF OF THE COMPANY OR ANY BROKER OF SUCH DEALER) OR AN ESCROW AGENT, CAUSE A WRITTEN NOTICE OR TELEGRAM TO BE SENT TO THE COMPANY AT THE ADDRESS PROVIDED IN THE MEMORANDUM. SUCH LETTER OR TELEGRAM MUST BE SENT AND, IF POSTMARKED, POSTMARKED ON OR PRIOR TO THE END OF THE AFOREMENTIONED THIRD DAY. IF A PERSON IS SENDING A LETTER, IT IS PRUDENT TO SEND SUCH LETTER BY CERTIFIED MAIL, RETURN-RECEIPT-REQUESTED, TO ASSURE THAT IT IS RECEIVED AND ALSO TO EVIDENCE THE TIME IT WAS MAILED. SHOULD A PERSON MAKE THIS REQUEST ORALLY, HE MUST ASK FOR WRITTEN CONFIRMATION THAT HIS REQUEST HAS BEEN RECEIVED.

NOTICE TO GEORGIA RESIDENTS: THESE SECURITIES HAVE BEEN ISSUED OR SOLD IN RELIANCE ON PARAGRAPH 13 OF CODE SECTION 10-5-9 OF THE GEORGIA SECURITIES ACT OF 1973, AND MAY NOT BE SOLD OR TRANSFERRED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER SUCH ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION UNDER SUCH ACT.

NOTICE TO MARYLAND RESIDENTS: THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE MARYLAND SECURITIES ACT BY REASON OF AN EXEMPTION RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SECURITIES MAY NOT BE TRANSFERRED OR SOLD EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER THE MARYLAND SECURITIES ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION.

NOTICE TO NEW JERSEY RESIDENTS: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE BUREAU OF SECURITIES OF THE STATE OF NEW JERSEY NOR HAS THE BUREAU PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. THE FILING OF THE

WITHIN OFFERING DOES NOT CONSTITUTE APPROVAL OF THE ISSUE OR THE SALE THEREOF BY THE BUREAU OF SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

THESE ARE SPECULATIVE SECURITIES AND INVOLVE A HIGH DEGREE OF RISK. THESE SECURITIES ARE OFFERED ONLY TO BONA FIDE ADULT RESIDENTS OF THE STATE OF NEW JERSEY.

NOTICE TO NORTH CAROLINA RESIDENTS

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED ON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING MERITS AND RISKS INVOLVED. THE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR SOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME. ALL PURCHASERS MUST BE PURCHASING FOR INVESTMENT.

NOTICE TO TEXAS RESIDENTS

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE TEXAS SECURITIES ACT, BY REASON OF SEPCIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS THEY ARE SUBSEQUENTLY REGISTERED OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE. THE INVESTMENT IS SUITABLE IF IT DOES NOT EXCEED 10% OF THE INVESTOR'S NET WORTH.

NOTICE TO VIRGINIA RESIDENTS: THE STATE CORPORATION COMMISSION OF VIRGINIA DOES NOT PASS UPON THE ADEQUACY OR ACCURACY OF THIS DISCLOSURE DOCUMENT NOR UPON THE MERITS OF THIS OFFERING, AND THE COMMISSION EXPRESSES NO OPINION AS TO THE QUALITY OF THE SECURITIES OFFERED.

SUMMARY OF THE OFFERING

EZ-MVP, Inc. is looking to hold a 3-day music, craft, and family-fun festival at the Central Florida Fairgrounds in Orlando, Florida beginning on Friday, May 11, 2018 through Sunday, May 13, 2018. In order to pay the rental fee for the Fairgrounds, and to pay other upfront costs, including, but not limited to, marketing and ticket sales, EZ-MVP, Inc. needs to raise funds in the amount of \$_____ to bring the plan to fruition.

EZ-MVP, Inc. is offering securities in the form of profit sharing units from accredited investors to raise the needed funds to hold this event.

THE COMPANY

EZ-MVP, Inc. is a Delaware corporation formed in 2017. EZ-MVP, Inc. is a public events organizer looking to provide events to bring families together and build a sense of community. The types of events include:

1. Live Events – Music, Comedy, Talent, etc. for
 - Kids and Families
 - Charity Fundraising
 - Education and Technology Events
 - Honoring Veterans
 - Honoring Local or USA Heroes
 - Events for Seniors, People with Disabilities and other Special Persons
2. Small Events in public school spaces, community centers, music stores, our own “new jumbo home” after it is built
3. Large Events in public parks, community centers, county or city stadiums, Jiffy Lube Live and sports arenas.
4. Life streaming or video replay

The event associated with this offering is a 3-day music, craft, and family-fun festival at the Central Florida Fairgrounds in Central Florida.

MANAGEMENT

EZ-MVP, Inc.'s executive officers and directors, and ages are as follows:

Executive Officers:	Age	Position	Term of Office
Alan Hui	66	Chief Executive Officer, Founder, Director	01/01/17-Present

Alan Hui

Mr. Hui is the founder and Chief Executive Officer of EZ-MVP, Inc. Mr. Hui is an entrepreneur who has owned and managed various business ventures for the past 30 years. He continues to own and operate several businesses.

<p>Alan Hui</p> <p>President of EZ-MVP, Inc. 39 Garrett Street, Suite 228, Warrenton, VA 20186</p>	<p>510-396-3222</p> <p>alan.9876@ yahoo.com</p>
<p>Expertise in planning and logistics, within both the real estate and computer engineering fields, including design, production and marketing</p> <p>Specialist in workflow priorities, including the planning and production management for various businesses</p> <p>Accomplished problem-solver, and creative thinker with more than 30 years combined experience in the real estate and marketing fields</p> <p>Professional Experience</p> <p>Real Estate, 20+ Years</p> <p>Professional Marketing, 20+ Years</p> <p>Computer Engineering, 10+ Years</p>	<p>Skills</p> <p>Professional Marketing Digital Marketing Production Management Real Estate Design Construction Remodeling Computer Design Technical Troubleshooting</p> <p>Education</p> <p>B.S., UC Berkeley Electrical Engineering</p> <p>M.S., UC Berkeley Computer Science</p>

Family Relationships: There are no familial relationships involved in the management of EZ-MVP, Inc.

Conflicts of Interest: Mr. Hui has several companies that may become related to EZ-MVP. If this occurs, an independent appraisal will be obtained. This transparency and use of

independent appraisals would apply to any existing holdings of Mr. Hui.

Involvement in Certain Legal Proceedings: Neither EZ-MVP, Inc. nor Mr. Alan Hui is a party to any litigation.

TERMS OF THE OFFERING

Issuer of Securities	EZ-MVP, Inc.
Unit Composition	Each Unit is comprised of 1 Security
Unit Price	\$100,000 per Unit/Security
Offering Period	The offering of Securities will terminate upon the earlier of: (a) the sale of _____ Securities, or (b) by _____ unless extended, without notice by us for up to two additional 30-day periods (the "Termination Date").
Size of Offering	The offering is being conducted contingent on the sale of a minimum of _____ Securities, or \$_____ (the "Minimum Offering") and up to a maximum of _____ Securities, for a maximum offering of \$_____ (the "Maximum Offering").
Minimum Subscription	The minimum subscription is one Unit (or \$100,000), although we reserve the right to accept a limited number of subscriptions for a fraction of a Unit. We also reserve the right to accept or reject any subscription, in whole or in part, and any subscription that is not accepted will be returned without interest. You may not revoke a subscription tendered to purchase any Securities.
Redemption	Profit distribution, if any, will be 30 days after the event, up to 25% of investment.
Escrow	The subscription amounts will be placed in an escrow account established by EZ-MVP, Inc. Upon completion of the Minimum Offering and prior to the Termination Date, we will be permitted to access these escrowed funds. If the Minimum Offering is not completed prior to the Termination Date, any subscriptions accepted by us will be returned without interest.
Use of Proceeds	We intend to use the proceeds from this offering to pay for rental of the Central Florida Fairgrounds facility to secure the dates, marketing, ticket sales, and other required upfront costs.
Risk	See "Risk Factors" and the other information in this memorandum and documents incorporated by reference for factors that you should carefully consider before deciding to invest in the Securities.

PLAN OF DISTRIBUTION

Subscribing for EZ-MVP. Inc. Securities

We are offering up to \$_____ in our EZ-MVP. Inc. securities pursuant to this confidential Private Placement Memorandum. The EZ-MVP, Inc. securities being offered will only be offered via phone, letter, or email. This PPM will be furnished to prospective accredited investors via electronic PDF format at the time of all written offers.

In order to subscribe to purchase EZ-MVP Security(s), accredited investors must complete, sign and deliver to us an executed investor questionnaire and subscription agreement and provide funds for its subscription amount in accordance with the instructions provided therein.

Offerings to “Accredited Investors”

Our EZ-MVP securities are being offered and sold only to “accredited investors” (see “Investor Suitability Requirements”).

Physical or Digital PPM Will be Issued

We will issue an EZ-MVP PPM in physical/paper or digital form.

Advertising, Sales and other Promotional Materials

In addition to this PPM, subject to limitations imposed by applicable securities laws, we expect to use additional advertising, sales and other promotional materials in connection with this offering to secure accredited investors. We are developing a website that will include landing pages to target specific audiences, such as college students, senior citizens, young children, influencers, grandparents, and other specific groups. We will utilize social media marketing, including Google Ads, Facebook Ads, Twitter and Instagram. We will also use print materials, telemarketing, and other means to achieve our goals.

Tax and Legal Treatment

EZ-MVP securities will receive a profit distribution 30 days after the conclusion of the event. At the end of the calendar year in which the event is held, investors with over \$10 of realized interest will receive a form 1099. These will need to be filed in accordance with the United States Tax Code. Investor’s tax situations will likely vary greatly and all tax and accounting questions should be directed towards a certified public accountant.

DESCRIPTION OF SECURITIES

The securities for this offering are in the form of profit sharing agreements with accredited investors only.

USE OF PROCEEDS

We intend to use the proceeds from this offering as follows:

- A. Payments required to reserve the event venue, the Central Florida Fairgrounds:
 - 1. To pay the rental fees for the Central Florida Fairgrounds, which includes the amphitheater, commercial building, pavilion, Lake Lawne grounds, and the Exhibit Hall from Friday, May 11, 2018 through Sunday, May 13, 2018.
 - 2. To pay for the required riggers for the amphitheater, which will be used for musical acts and other live performances.
 - 3. To pay for the required Venue Manager.
 - 4. To pay for the required Technical Supervisor.
 - 5. To pay for A/C and power in the main exhibit hall, the commercial building and festival grounds.

- B. Operational Cost Payments or required Pre-Payments prior to the event:
 - 1. Power requirements for vendors
 - 2. Dumpsters for trash removal
 - 3. Maintenance – event set up and clean up
 - 4. Medical staff (2 staff and 1 supervisor)
 - 5. Orlando Police Department Manager
 - 6. Walk-Thru Scanners
 - 7. Internet Line from Brighthouse
 - 8. Merchandise Tents (20 x 20)
 - 9. Boom Life to Hang Sound/Lights
 - 10. Ticket Booth
 - 11. Stage Barricade for Amphitheater
 - 12. Fencing
 - 13. Tables and Chairs
 - 14. Fire Permit
 - 15. Occupational Permit
 - 16. Security Deposit
 - 17. Possible Concessions Buyout
 - 18. Parking Arrangements

C. Marketing Costs

1. Internet and Digital Advertising
2. Print Advertising
3. Telemarketing
4. Radio and TV Advertising

D. Ticket Production and Sales

1. Production of Tickets, both paper and digital
2. Sale of Tickets via social media, telemarketers, and other means

The Company reserves the right to change the use of proceeds set out herein based on the needs of the ongoing business of the Company and the discretion of the Company's management. The Company may reallocate the estimated use of proceeds among the various categories or for other uses if management deems such a reallocation to be appropriate.

CAPITALIZATION STATEMENT

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

Analysis of Financial Condition

EZ-MVP, Inc. is a new company with no history of past financial operation.

Results of Operations

EZ-MVP, Inc. is a new company with no history of past financial operation.

COMPENSATION AND FEES OF DIRECTORS AND OFFICERS

Compensation of executive officers is as follows:

Name	Cash	Other	Total
Executive Officers & Directors:	compensation	compensation	compensation
Alan Hui	0	0	0

FUDICIARY RESPONSIBILITIES OF THE DIRECTORS AND OFFICERS OF THE COMPANY

RISK FACTORS

Investing in our securities involves a high degree of risk. Before deciding whether to invest, you should consider carefully the risks and uncertainties described below and all of the other information in this PPM. If any of the following risks actually occurs, our business, financial condition, results of operations, and prospects could be adversely affected. As a result, the value of our securities could decline, and you could lose part or all of your investment.

The Securities being offered hereby are speculative, involve a high degree of risk, and should only be purchased by those who can afford to lose their entire investment. Therefore, prospective investors should carefully consider the following risk factors related to this offering as well as other risks before making an investment decision. Any of the following risks could adversely and materially affect our business or financial condition and as a result, the value of the Securities may decline substantially.

Risks Related to Our Industry – Event Planning

EZ-MVP, Inc.'s event planning will be dependent on sponsorships and ticket sales..

In order for EZ-MVP to hold a successful 3-day festival, it will be dependent on sponsorships and ticket sales, all of which are very unpredictable.

Outdoor public events are subject to weather conditions.

We have no control over the weather so the success of an outdoor event in Florida will be subject to favorable weather conditions. Poor weather could mean poor attendance, cancellation of specific aspects of the event, or outright cancellation, which could involve refunding ticket prices, losing non-refundable deposits, and lack of interest should the

event be rescheduled. Although May is not the rainy season in Florida and when it does rain it typically rains for only short periods of time.

Marketing and Publicity are keys to success.

The cost of putting on a memorable, unique event will require a great deal of sponsorship money and/or a lot of ticket sales so marketing and publicity will be key. We will have to produce the right marketing and publicity campaign in order to reach our audience and motivate them to purchase tickets and attend the event.

There is a lot of competition, particular in Orlando, Florida.

There is a lot of competition for both local and tourist dollars, particularly in Orlando, Florida, which has a plethora of theme parks and other attractions. However, EZ-MVP believes we are offering something special by focusing on unique and plentiful live performances; family entertainment for all ages, including seniors; educational and instructional offerings; global vendors for food and crafts; and so much more.

Risks Related to Our Company

We are an early-stage startup and we may never become profitable.

We do not expect to be profitable for the foreseeable future. If we are unable to obtain or maintain profitability, we will not be able to attract investment, sponsorships, compete, or maintain operations.

We have a limited operating history, which makes it difficult to evaluate our future prospects and may increase the risk that we will not be successful.

We have a limited operating history that may not develop as expected. Assessing our business and future prospects is challenging in light of the risks and difficulties we may encounter. These risks and difficulties include our ability to:

- generate interest in our event to find sponsorships;
- produce the right kind of event that generate ticket sales;
- publicize and market the event to satisfy sponsors and generate enough ticket sales to cover costs and make a profit;
- our event will require a volunteer staff, which may or may not be easily attainable or sufficient in number;
- successfully develop and deploy this unique, exciting event that piques the interest of the public;

- achieve enough investment interest to support the event;
- favorably compete with other theme parks, attractions, and all of other Orlando area events;
- successfully navigate economic conditions and fluctuations in the economy;
- effectively manage the growth of our business; and
- successfully expand our business into adjacent markets.

We may not be able to successfully address these risks and difficulties, which could harm our business and cause our operating results to suffer.

We rely on capital to grow volume and our business.

We need capital in order to grow the business. Our inability to attract sufficient capital at all or on favorable terms will impact our ability to grow and remain in business.

We rely on smaller scale or no-fee marketing services.

Unlike other larger competitors with significant resources, we will rely on smaller-scale, cost effective marketing efforts, affinity groups, partners, and referral services to acquire interest. We do not have a huge marketing team nor have we entered into exclusive or reciprocal arrangements which could have an adverse impact on our operations and our company.

We will rely on a relatively small number of accredited investors to fund our business.

We will rely on accredited investors to fund our event endeavor. If our investors were to significantly curtail investing, lose interest, or redeploy cash to other purposes, our results could suffer.

We are reliant on the efforts of Alan Hui.

We believe our success has depended, and continues to depend, on the efforts and talents of Mr. Hui. Mr. Hui has believed in and pursued this project for many years and he has driven it to the point of this public offering. Mr. Hui's vision, passion, and drive could not be easily replaced. Growth of the business will depend on finding the right individuals to complete a management and operation team.

We currently have no employees and any hires will be at-will and can leave us at any time.

We currently have no employees other than Mr. Alan Hui. Having no employees hinders our ability to grow our business and fulfill all of the duties of a fully-functioning business

enterprise. Our future success depends on our ability to attract, develop, motivate, and retain highly qualified and skilled employees. Qualified individuals are in high demand, and we may incur significant costs to attract and retain them. In addition, the loss of any of our senior management or key employees could materially adversely affect our ability to execute our business plan and strategy, and we may not be able to find adequate replacements on a timely basis, or at all.

Any executive officers and other employees will be at-will employees, which means they may terminate their employment relationship with us at any time, and their knowledge of our business and industry would be extremely difficult to replace. We cannot ensure that we will be able to retain the services of any members of our senior management or other key employees. If we do not succeed in attracting well-qualified employees or retaining and motivating existing employees, our business could be materially and adversely affected.

Risks Related to the EZ-MVP Profit Sharing

Holders of EZ-MVP Securities are exposed to the credit risk of the Company.

EZ-MVP Securities is our full and unconditional obligations. If we are unable to make payments required by the terms of the agreement, you will have an unsecured claim against us. EZ-MVP Securities are therefore subject to non-payment by the Company in the event of our bankruptcy or insolvency. In an insolvency proceeding, there can be no assurances that you will recover any remaining funds. Moreover, your claim may be subordinate to that of our senior creditors and our secured creditors to the extent of the value of their security.

The Securities are our unsecured obligations and no sinking fund has been created to pay any profit sharing.

The Securities are our unsecured obligations. Additionally, we do not intend to create a sinking fund for the Securities. As such, the Securities will be repaid by us from available cash at the maturity date. There can be no assurance that we will have such cash available.

There has been no public market for EZ-MVP Securities, and none is expected to develop.

EZ-MVP Securities are newly issued securities. EZ-MVP Securities are highly illiquid securities. No public market has developed nor is expected to develop for EZ-MVP Securities, and we do not intend to list EZ-MVP Securities on a national securities exchange or interdealer quotational system. You should be prepared to hold your EZ-MVP Securities through their maturity dates as EZ-MVP Securities are expected to be highly illiquid investments.

PRINCIPAL SECURITYHOLDERS

To date (as of September 21, 2017) there are no Securityholders for EZ-MVP, Inc. Securities.

HOW TO INVEST

Information about investing in EZ-MVP, Inc. can be found on the website www.ez-mvp.com, but interested parties cannot actually invest online.

To invest in the Company, contact EZ-MVP by:

1. Send an email to Alan Hui: alan.9876@yahoo.com
2. Call Alan Hui: 510-396-3222
3. Write to EZ-MVP at: 39 Garrett Street, Suite 228, Warrenton, VA 20186

After an expression of interest, investors will be required to execute the EZ-MVP, Inc. Investor Suitability Questionnaire and the Subscription Agreement. **See Exhibits _____.**

The forms of payment for purchase of Securities in the Company that will be accepted will be:

- Cashier's Check
- Personal Check
- Wire Transfer

INVESTOR SUITABILITY REQUIREMENTS

Investment in our securities involves significant risks and is not a suitable investment for all potential investors. See "Risk Factors."

INVESTOR QUALIFICATIONS; SUBSCRIPTION

The Securities Act and the rules and regulations promulgated thereunder by the SEC impose limitations on the persons who may participate in the offering and from whom subscriptions may be accepted. Accordingly, this offering and the sale of Securities hereunder is limited to "accredited investors" as that term is defined in Rule 501 of Regulation D promulgated under the Securities Act. Subject to the foregoing, an investor may subscribe for the Securities only by executing the subscription agreement and delivering such documents to the company along with the subscription payment for the Securities purchased. See Subscription Agreement (Exhibit C) and Accredited Investor Questionnaire (Exhibit B).

PLEASE NOTE THAT BEING QUALIFIED TO PARTICIPATE IN THIS OFFERING DOES NOT MAKE THE OFFERING A SUITABLE INVESTMENT.

ACCREDITED INVESTORS

An accredited investor means any person who comes within any of the following categories, or whom we reasonably believes comes within any of the following categories, at the time of the sale of the securities to that person:

- (a) Any bank as defined in section 3(a)(2) of the Act or savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Act whether acting in an individual or fiduciary capacity; brokers and dealers registered under Section 15 of the Securities Exchange Act of 1934; an insurance company as defined in section 2(13) of the act; an investment company registered under the Investment Company Act of 1940 or a business development company as defined in section 2(a)(48) of that act; a Small Business Investment Company licensed by the U. S. Small Business Administration under section 301(c) or (d) of the Small Business Investment Act of 1958; an employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in section 3(21) of such act, which is either a bank, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000;
- (b) Any private business development company as defined in section 202(a)(22) of the Investment Advisers Act of 1940;
- (c) Any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets of more than \$5,000,000;
- (d) Any director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer;
- (e) Any natural person whose individual net worth or joint net worth with that person's spouse, at the time of his purchase exceeds \$1,000,000;
- (f) Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching that same level in the current year;
- (g) Any trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D; and
- (h) Any entity in which all of the equity owners are accredited investors.

IF YOU ARE NOT AN ACCREDITED INVESTOR, RETURN THIS MEMORANDUM TO THE COMPANY IMMEDIATELY. IN THE EVENT YOU DO NOT MEET SUCH REQUIREMENTS, THIS MEMORANDUM SHALL NOT CONSTITUTE AN OFFER TO SELL SECURITIES TO YOU.

If you decide to invest in the Securities, we will be relying on your representation that you are an accredited investor, as described above, in order to properly satisfy federal and state securities laws.

ADDITIONAL INFORMATION

We will make available to any investor, or the investor's representative, the opportunity to ask questions and receive answers concerning the terms and conditions of the offering and to

obtain information which we possess or can acquire without unreasonable effort or expense that is necessary to verify the accuracy of the information contained in this memorandum. Copies of all agreements and documents referred to in the memorandum are available upon request. Any requests or questions to the Company should be directed to its President, Alan Hui, President, EZ-MVP, Inc., 39 Garrett Street, Suite 228, Warrenton, VA 20186.

FORECASTS OF FUTURE OPERATION RESULTS / FORWARD LOOKING STATEMENTS

This document contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, regarding events, conditions, and financial trends that may effect the Company’s future plans of operation, business strategy, operating results, and financial position. EZ-MVP, Inc. is referred to herein as “the Company,” “we,” or “our.” Except for historical information contained herein, the matters discussed in this document, in particular, statements that use forward-looking terminology such as “believes,” “intends,” “anticipates,” “may,” “will,” “should,” or “expects,” or the negative or other variation of these or similar words, are intended to identify forward-looking statements that are subject to risks and uncertainties including, but not limited to, increased competition, financing, governmental action, environmental opposition, legal actions, and other unforeseen factors. The development of the Diamondhead, Mississippi project, in particular, is subject to additional risks and uncertainties, including but not limited to, risks relating to permitting, financing, the availability of capital resources, licensing, construction and development, litigation, the activities of environmental groups, delays, and the actions of federal, state, or local governments and agencies. Although the Company believes the expectations reflected in such forward-looking statements are reasonable, there can be no assurance that such expectations are reasonable or that they will be correct. Moreover, the financial results reported herein are not necessarily an indication of future prospects of the Company. Future results may differ materially.

All subsequent written or oral forward-looking statements attributable to the Company are expressly qualified in their entirety by the cautionary statements included in this document. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this document might not occur.

INVESTOR SUITABILITY QUESTIONNAIRE

Interested accredited investors should complete and execute Exhibit B – Accredited Investor Offeree Questionnaire and submit it to:

By Mail:

Alan Hui
EZ-MVP, Inc.
39 Garrett Street. Suite 228
Warrenton, VA 20186

By Email to: alan.9876@yahoo.com

EXHIBIT A – EZ-MVP, INC. CERTIFICATE OF INCORPORATION

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EXHIBIT B – INVESTOR SUITABILITY QUESTIONNAIRE

EZ-MVP, INC.
(The “Company”)

ACCREDITED INVESTOR OFFEREE QUESTIONNAIRE

The purpose of this Statement is to obtain information relating to whether or not you are an accredited investor as defined in Securities and Exchange Regulation D as well as your knowledge and experience in financial and business matters and to your ability to bear the economic risks of an investment in the Company.

As used in Regulation D, the following terms shall have the meaning indicated:

- a. Accredited investor.* *Accredited investor* shall mean any person who comes within any of the following categories, or who the issuer reasonably believes comes within any of the following categories, at the time of the sale of the securities to that person:
1. Any bank as defined in section 3(a)(2) of the Act, or any savings and loan association or other institution as defined in section 3(a)(5)(A) of the Act whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to section 15 of the Securities Exchange Act of 1934; any insurance company as defined in section 2(13) of the Act; any investment company registered under the Investment Company Act of 1940 or a business development company as defined in section 2(a)(48) of that Act; any Small Business Investment Company licensed by the U.S. Small Business Administration under section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in section 3(21) of such act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;
 2. Any private business development company as defined in section 202(a)(22) of the Investment Advisers Act of 1940;
 3. Any organization described in section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;
 4. Any director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer;

5. Any natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase exceeds \$1,000,000, excluding the value of the person's primary residence, but including any excess liability between the value of the residence and the amount of any obligation(s) thereon;
6. Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;
7. Any trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) and
8. Any entity in which all of the equity owners are accredited investors.

1. Name, Home Address and Telephone Number:

Name

Address

Telephone (_____) _____

2. Residence

(a) If an individual, what is your principal place of residence?

(b) If not an individual:

(1) Where is your principal place of business?

(2) Where are your executive headquarters?

(3) If a partnership, in which states(s) does (do) each of your partners reside?

(4) If a corporation, what is your state of incorporation?

(5) If a trust, in which state(s) does (do) each of the beneficiaries reside?

3. Business or occupation (including title):

4. Educational background (level, degrees completed):

5. Net Worth, Partners' Capital or Total Assets (check one):

- \$5,000,000 or more
 \$1,000,000-\$5,000,000
 Less than \$1,000,000

6. *For individual or married persons only* - Gross income for each of the last 2 years (check one):

- \$300,000 or more
 \$200,000 - \$300,000
 Less than \$200,000

Is this income amount combined with that of your spouse? Yes
No

Do you expect to reach the same level of income in the current year? Yes _____
No _____

7. In connection with my investment activities, I utilize the services of the following attorney, accountant or other advisor to assist me in analyzing investment opportunities:

(a) Name of advisor: _____

(b) Position or occupation: _____

(c) Business address:

8. Personal data:

Age: _____

Marital Status: _____

Number of dependents: _____

9. I am an "accredited investor" as defined in Rule 501(a) of Securities and Exchange Commission Regulation D. _____ (Initials)

10. I have adequate means of providing my current needs, and possible personal contingencies, and have no need for liquidity in an investment in the Company.
_____ (Initials)

11. I, together with my advisors, have specific knowledge and experience in related financial and business matters so as to be capable of evaluating the relative economic and operational merits and risks of an investment in the stock.
_____ (Initials)

12. I hereby certify that I have answered the foregoing questions to the best of my knowledge and that my answers hereto are complete and accurate.
_____ (Initials)

Name (Please Print)

Signature

Date

EXHIBIT C – SUBSCRIPTION AGREEMENT

PROFIT SHARING AGREEMENT

BY AND BETWEEN

EZ-MVP, INC, a Delaware Corporation

AND

_____ (“Investor”)

DATED _____, 2017

THE INVESTOR UNDERSTANDS THAT THE INVESTMENT CONTEMPLATED BY THIS INVESTMENT AGREEMENT HAS NOT BEEN REVIEWED, APPROVED, OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF ANY INFORMATION GIVEN TO THE INVESTOR OR ANY OTHER INVESTOR IN ASSOCIATION WITH THE TRANSACTIONS CONTEMPLATED BY THIS AGREEMENT, ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE INVESTOR ACKNOWLEDGES AND AGREES THAT IN MAKING AN INVESTMENT DECISION, IT MUST RELY ON ITS OWN EXAMINATION OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THERE IS NO GUARANTEE OF RETURNS, INVESTOR FURTHER ACKNOWLEDGES AND AGREES THAT IT MAY LOSE ITS ENTIRE INVESTMENT.

THE INVESTOR IS A SUITABLE INVESTOR, AS PROVIDED FOR IN THE OFFERING MEMORANDUM, INCORPORATED BY REFERENCE HEREIN. THE INVESTOR HAS CAREFULLY READ AND FULLY UNDERSTANDS THE RISKS INVOLVED WITH AN INVESTMENT IN THE COMPANY INCLUDING, WITHOUT LIMITATION, THE RISKS IDENTIFIED IN THE OFFERING MEMORANDUM.

1. **INVESTMENT**

Investor agrees to invest \$ _____ (“Investment Amount”).

2. **INVESTMENT TERM**

Investor shall submit investment amount within _____ days of signing this agreement. Profit distribution, if any, up to 25% of investment, will be 30 days after the event.

3. **OWNERSHIP**

It is agreed by all parties that Investor has no interest or ownership in the Company. Investor's only compensation is the revenue Security as provided above in this agreement.

4. **NOTICES**

All notices, requests, consents, and other communications hereunder shall be in writing and shall be mailed by first-class registered or certified mail, or nationally recognized overnight express courier, postage prepaid, and addressed as follows:

- a) if to the Company, to: EZ-MVP, Inc., 39 Garrett Street, Suite 228, Warrenton, VA 20186 or any address provided in writing by the Company to the Investor for the purposes of notices;
- b) if to the Investor, at its address on the signature area below, or at such other address or addresses as may have been furnished to the Company in writing.

In WITNESS WHEREOF, this Agreement has been duly executed as of the date written above.

EZ-MVP, INC., a Delaware Corporation

INVESTOR:

By: _____

Name: Alan Hui

Title: President

Address: 39 Garrett Street, Suite 228

City, St, Zip: Warrenton, VA 20186

By: _____

Name: _____

Title: _____

Address: _____

City, St, Zip: _____