

EXHIBIT C

QUALIFIED BIDDER REPRESENTATION STATEMENT

Reference is hereby made to that certain Notice of Public Disposition of Collateral (the “Disposition Notice”), by Dr. Sebi’s Office, a California corporation on behalf of itself and its nominees and assigns (“Secured Party”), under (i) the Promissory Note dated December 31, 2014 (the “Original Note”) between Alfredo Bowman, as borrower (the “Debtor”), and the Secured Party, as lender, and (ii) Amended and Restated Promissory Note dated March 12, 2016 between Debtor, as borrower, and Secured Party, as lender (the “A&R Note” and together with the Original Note, the “Notes”), with respect to a public disposition of the Stock (defined below). Capitalized terms used but not otherwise defined herein have the meanings given to such terms in the Disposition Notice.

The undersigned (the “Bidder”), in order to confirm the undersigned’s status as a qualified bidder to purchase 2,000,000 shares of common stock (the “Stock”) in Dr. Sebi’s Office, a California corporation (the “Issuer”), hereby represents and warrants to Secured Party as follows:

1. Accredited Investor. The Bidder is an “accredited investor” as defined in Rule 501 of Regulation D promulgated under the Securities Act of 1933, as amended (the “Securities Act”). The Bidder was not organized for the specific purpose of acquiring the Stock or, if the Bidder was organized for the specific purpose of acquiring the Stock, the Bidder makes the representations, warranties and covenants being made by it herein on behalf of itself and, if applicable, each of its equity owners (and has the requisite authority to do so).

2. Bidder Intent. Unless the Bidder is acting in a fiduciary capacity, the Bidder is acquiring the Stock for its own account as principal, for investment purposes only, not for any other person or entity and not for the purpose of resale or distribution. If the Bidder is subscribing for the Stock in a fiduciary capacity, the Bidder makes these representations and warranties on behalf of the person(s) or entity(ies) for whom the Bidder will purchase the Stock. The Bidder, by reason of their business or financial experience or the business or financial experience of their professional advisers who are unaffiliated with and who are not compensated by the issuer or any affiliate or selling agent of the issuer, directly or indirectly, could be reasonably assumed to have the capacity to protect their own interests in connection with this transaction.

3. Financial Status. The Bidder has such knowledge and experience in financial and business matters as will enable the Bidder to evaluate the merits and risks of an investment in the Stock. The Bidder, if a natural person, has adequate means of providing for his, her or its current financial needs and personal contingencies, and has no need for liquidity in the investment in the Stock, understands that he or she may not be able to liquidate his, her or its investment in the Stock in an emergency, if at all, and can afford a complete loss of the purchase price of the Stock.

4. No Registration. The Bidder understands that the Stock has not been registered under the Securities Act or the securities laws of any state, in reliance on exemptions therefrom for transactions not involving any public offering, that the Stock have not been approved or disapproved by the Securities and Exchange Commission or by any other federal or state agency, and that no such agency has passed on the accuracy or adequacy of disclosures made to the Bidder by the Secured Party or any other person or entity. No federal or state governmental agency has passed on or made any recommendation or endorsement of the Stock. The Bidder understands that the sale of the Stock has not been qualified with the Commissioner of Business Oversight of California and the issuance of the securities or the payment or receipt of any part of the consideration therefor prior to the qualification is unlawful, unless the sale of securities is exempt from the qualification by Section 25100, 25102, or 25105 of the California Corporations Code. The rights of all parties to this agreement are expressly conditioned upon the qualification being obtained, unless the sale is so exempt.

5. Limitations on Disposition and Resale. The Bidder understands that the Stock cannot be sold, transferred or otherwise disposed of unless the Stock has been registered pursuant to the Securities Act and any applicable state securities laws, unless exemptions therefrom are available. The Bidder understands that it may not be possible for the Bidder to liquidate his, her or its investment in the Stock; and the Bidder agrees not to sell, transfer or otherwise dispose of his, her or its Stock unless the Stock has been so registered or an exemption from the requirement of registration is available under the Securities Act and applicable state securities laws and if in compliance with the governance documents of the Issuer. The Bidder recognizes that there will not be any public trading market for the Stock and, as a result, the Bidder may be unable to sell or dispose of its Stock. The Bidder acknowledges and agrees that any certificates issued representing the Stock will bear a customary restrictive legend that such Stock may not be resold unless there is an exemption from registration under the Securities Act and that the Stock is subject to any restrictions on transfers in the Issuer's governance documents.

6. High Degree of Risk. The Bidder recognizes that the investment in the Stock is extremely speculative and involves a high degree of risk.

7. Access to Information. The Bidder acknowledges and agrees that it has had an opportunity to review such information concerning the Stock and the issuer of the Stock as made available to Bidder, including the Risk Factors in Appendix 1. The Bidder acknowledges and agrees that such information is all the information the Bidder considers necessary or appropriate for deciding whether to purchase the Stock.

The undersigned has executed this Qualified Bidder Representation Statement as of the date set forth below.

For Individuals:

(Signature)

(Print Name)

(Date)

For Entities:

(Print Name of Entity)

(Signature)

Name: _____

Title _____

(Date)

Appendix 1

Risk Factors

Please carefully consider the following discussion of significant factors, events, and uncertainties that make the purchase of the Stock risky. The events and consequences discussed in these risk factors could, in circumstances we may not be able to accurately predict, recognize, or control, have a material adverse effect on Dr. Sebi's Office, a California corporation (the "Issuer" or "we", "our" or "us") business, growth, reputation, prospects, financial condition, operating results (including components of our financial results such as sales and profits), cash flows, liquidity, and stock price. These risk factors do not identify all risks that we face; our operations could also be affected by factors, events, or uncertainties that are not presently known to us or that we currently do not consider to present significant risks to our operations.

RISKS RELATED TO ONGOING DISPUTES

The Company and certain officers are currently parties to multiple lawsuits with undetermined exposure.

The company and certain officers are currently parties to multiple lawsuits with third parties. The aggregate amount being sought against us is more than \$3 million. We have not fully assessed the potential exposure to us as a result of these litigations. If we were to receive adverse rulings against us, the results of our operations may be significantly affected or we may be forced to liquidate.

The lawsuits relate to the probate case discussed below. A party has claimed she is entitled to a substantial portion of our Common Stock, whether because she formed the Company has a partnership with Alfredo Bowman or because she should be entitled to a significant portion of Alfredo Bowman's ownership of Common Stock due to it being alleged marital property. There are also additional claims regarding the falsification of documents, but we believe the disputes surrounding ownership of the Common Stock represent the greatest exposure because they are based on the value of the Company.

The Stock is currently subject to a probate process and it may negatively affect the value of the Stock. The Company is a party to a probate proceeding involving the Stock which may negatively affect the value of the Company.

The Company is a party to a probate action pending in Los Angeles County Superior Court. In the context of that proceeding there are disputes regarding ownership of the Stock. Given that the Stock represents a large portion of the Company's outstanding equity, any disputes regarding the Stock may have a material impact on the value of the Common Stock. Ongoing litigation, including responding to discovery and otherwise defending the Company in the action, may also distract management from operating the Company. Such distractions may also significantly impact the Company's operations. The outcome of the probate action is uncertain and the Company cannot make any assurances that the court will not attempt or succeed in placing restrictions on the Stock or otherwise attempt to recoup value in excess of the Secured Party's claim.

RISKS RELATED TO OUR COMMON STOCK

If the outstanding options are exercised, a few of our shareholders will collectively control us and have the power to cause the approval or rejection of all shareholder actions and may take actions that conflict with your interests.

If the outstanding options are exercised, three shareholders will collectively hold 52% of the voting power of our share capital. Accordingly, those shareholders collectively will have the power to cause the

approval or rejection of any matter on which the shareholders may vote, including the election of directors, amendment of our governing documents and approval of significant corporate transactions and they will have significant control over our management and policies. This control over corporate actions may also delay, deter or prevent transactions that would result in a change of control. In addition, even if you were to vote the Stock, you would not have the power to adopt any action or to block the adoption of any action favored by the other shareholders.

There has been no public market for our Common Stock, and an active trading market may not develop.

There has been no public market for our Common Stock. An active trading market may not develop or, if it is developed, may not be sustained. The lack of an active market may impair your ability to sell the Stock at the time you wish to sell it or at a price that you consider reasonable. The lack of an active market may also reduce the fair market value and increase the volatility of the Stock. An inactive market may also impair our ability to raise capital by selling shares and may impair our ability to take certain actions by using our shares as consideration.

Our operating results and stock price may be volatile, or may decline regardless of our operating performance, and you could lose all or part of your investment in the Stock.

Our quarterly operating results are likely to fluctuate in the future. Market volatility, as well as general economic, market or political conditions, could subject the fair market price, if any, of our shares to wide price fluctuations regardless of our operating performance. You should consider the purchase of the Stock to be risky, and you should purchase the Stock only if you can withstand a significant loss and wide fluctuation in the market value of your purchase. Among the factors that could affect our stock price are:

- actual or anticipated fluctuations in our quarterly financial and operating results;
- introduction of new products or services by us or our competitors;
- strategic actions by us or our competitors;
- additions or departures in our Board or Directors, senior management or other key personnel;
- regulatory, legal or political developments;
- litigation and governmental investigations;
- changing economic conditions;
- any indebtedness we may incur or securities we may issue in the future; and
- other events or factors, including those from pandemics, natural disasters, war, actors of terrorism or responses to these events.

The issuance of additional stock, issuance of options or exercise of options will dilute the Stock.

We have an aggregate of 6,000,000 shares of Common Stock authorized but unissued. We may issue all of these shares at any time. The issuance of additional shares could be dilutive to existing holders and may dilute the voting power of the Stock.

RISKS RELATED TO OUR BUSINESS

Our failure to appropriately respond to changing consumer preferences and demand for new products or product enhancements could significantly harm our product sales and harm our financial condition and operating results.

Our business is subject to changing consumer trends and preferences. Our continued success depends in part on our ability to anticipate and respond to these changes, and we may not respond in a timely or commercially appropriate manner to such changes. Furthermore, the nutritional supplement industry is characterized by rapid and frequent changes in demand for products and new product introductions and enhancements. Our failure to accurately predict these trends could negatively impact consumer opinion of our products and cause the loss of sales.

Negative consumer perception about us or our products could have a material adverse effect on our financial condition.

Our ability to develop, maintain and continually enhance our value of is critical. Our value is based in large part on the degree to which consumers react and respond positively to our operations and our products. We have been the subject of negative publicity in the past, including allegations of our products having negative side effects, which has materially impacted our financial condition and our operations. We cannot guarantee that positive views of us will not diminish significantly in the future due to a number of factors, including consumer perception that we have acted in an irresponsible or reckless manner, negative perception about our actions or values and adverse publicity about our products.

Our ability to market and advertise is severely restricted on several platforms and could harm the sales of our products, our financial condition and operating results.

Several mainstream platforms do not allow us to advertise our products, including Facebook and Instagram and we are not searchable on Instagram. This limitation significantly limits our ability to engage new customers and generate sales through these platforms, and we cannot guarantee we will not be restricted from advertising and marketing on other platforms in the future. These restrictions may limit our ability to reach existing customers, particularly as with respect to negative publicity in the media. If we do not react appropriately given these limitations, then our product sales, financial condition and results of operations could be materially and adversely affected.

Due to the high level of competition in our industry, we might fail to retain our customers, which would harm our financial condition and operating results.

The business of nutrition products is highly competitive and sensitive to the introduction of new products, including various prescription drugs, which may rapidly capture a significant share of the market. These market segments include numerous manufacturers, distributors, marketers, retailers and physicians that actively compete for the business of consumers in the United States. In addition, we are subject to increasing competition from sellers that utilize e-commerce. Some of these competitors have longer operating histories, significantly greater financial, technical, product development, marketing and sales resources, more innovative sales channels or platforms, greater name recognition, larger established customer bases and better-developed distribution channels than we do. Our present or future competitors may be able to develop products that are comparable or superior to those we offer, adapt more quickly than we do to new technologies, evolving industry trends and standards or customer requirements, or devote greater resources to the development, promotion and sale of their products than we do.

If we fail to further penetrate existing markets, then the growth in sales of our products, along with our operating results, could be negatively impacted.

The success of our business is to a large extent contingent on our ability to further penetrate existing markets which is subject to numerous factors, many of which are out of our control. Government

regulations in our domestic markets can delay or prevent the introduction, or require the reformulation or withdrawal, of some of our products, which could negatively impact our business, financial condition and results of operations. If we are unable to further penetrate existing markets, our operating results could suffer.

Our business has been materially and adversely affected by COVID-19 and could be materially and adversely affected by natural disasters, other catastrophic events, acts of war or terrorism, cybersecurity incidents, and/or other acts by third parties.

The COVID-19 pandemic has had material and adverse effects on our business. Due to the pandemic, we have experienced substantial supply chain issues. Many of the herbs used in our products are grown outside the United States and the global pandemic has caused an increase in pricing and delays in obtaining materials (and in some instances, no availability of any of the required materials). The pandemic has also caused increased costs for other supplies, such as packaging, and has increased lead times in obtaining stock, at times causing our products to be completely out of stock. We expect the global pandemic to have continuing effects on our business. Certain of our employees have tested positive for COVID-19, which has increased our operating costs due to mitigation efforts, healthcare related costs, training and testing.

We depend on the ability of our business to run smoothly and the ability of our inventories and products to move reasonably unimpeded. Any material disruption caused by natural disasters, including, but not limited to, fires, floods, hurricanes, volcanoes, and earthquakes; power loss or shortages; environmental disasters; telecommunications or business information systems failures; acts of war or terrorism; viral outbreaks; cybersecurity incidents, including malicious software attacks intended to render our internal operating systems, third-party providers, or data unavailable, such as ransomware, phishing attacks; and/or other actions by third parties and other similar disruptions could adversely affect our ability to conduct business. Additionally, intentional or inadvertent exposure of content perceived to be sensitive data may adversely affect our business. If such disruptions result in significant reductions in sales, contribute to a general decrease in local, regional or global economic activity, directly impact our marketing, manufacturing, financial or logistics functions, or impair our ability to meet customer demands, our operating results and financial condition could be materially adversely affected.

If we fail to protect our trademarks and tradenames, then our ability to compete could be negatively affected, which would harm our financial condition and operating results.

The market for our products depends to a significant extent upon the goodwill associated with our trademark and tradenames, including the name Dr. Sebi's. We own, or have licenses to use, the material trademark and trade name rights used in connection with the packaging, marketing and distribution of our products in the markets where those products are sold. Therefore, trademark and trade name protection is important to our business. The loss or infringement of our trademarks or tradenames could impair the goodwill associated with our brands and harm our reputation, which would harm our financial condition and operating results.

We may incur material product liability claims, which could increase our costs and harm our financial condition and operating results.

Our ingestible products include minerals and botanicals and other ingredients and are classified as foods or dietary supplements and are not subject to pre-market regulatory approval in the United States. Our products could contain contaminated substances, and some of our products contain some ingredients that do not have long histories of human consumption. Previously unknown adverse reactions resulting from human consumption of these ingredients could occur. We may be subjected to various product liability claims, including that the products contain contaminants, the products include inadequate instructions as to their uses, or the products include inadequate warnings concerning side effects and interactions with

other substances. It is possible that widespread product liability claims could increase our costs, and adversely affect our revenues and operating income. Moreover, liability claims arising from a serious adverse event may increase our costs through higher insurance premiums and deductibles, and may make it more difficult to secure adequate insurance coverage in the future. In addition, our product liability insurance may fail to cover future product liability claims, thereby requiring us to pay substantial monetary damages and adversely affecting our business.

We may receive inquiries from government agencies and third parties requesting information concerning our products. Further, we may receive requests from regulators for additional information regarding product-specific adverse events. There can be no assurance that regulators in these or other markets will not take actions that might delay or prevent the introduction of new products, or require the reformulation or the temporary or permanent withdrawal of certain of our existing products from their markets.