

REGULATION A INITIAL PUBLIC OFFERING: INTRODUCTION

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COMPANY OVERVIEW

Founded in 2015, **ShiftPixy, Inc. (“ShiftPixy” or “the Company”)** is a leading provider of employment law compliance solutions which contracts with clients with large contingent part-time workforce demands, primarily in the restaurant and hospitality industries, to become the employer and provider of workers to these clients, primarily for part-time shift work. In what is now being called the Gig Economy, businesses such as those in the Company’s current target market in the restaurant and hospitality industries contract with workers for less than full-time engagements primarily in the form of shift work. The trend toward the Gig Economy has begun. A study by Intuit predicted that by 2020, 40% of American workers would be less than full time independent contractors. ShiftPixy’s services include key HR management and employee benefits functions, including HR administration and Affordable Care Act (“ACA”) compliance, payroll, and employer liability management, into a single-source solution. ShiftPixy currently operates in Los Angeles/Southern California, San Francisco and Phoenix but plans to target markets including New York, Chicago, Dallas, Orlando, Las Vegas and Atlanta. As of February 28, 2017, the Company serves approximately 100 clients and with an aggregate of approximately 2,581 worksite employees. None of these clients represent more than 10% of its annualized revenues for fiscal year 2016.

THE OFFERING

ShiftPixy offers a minimum of \$12 million and a maximum of \$16 million of common stock, consisting of 2,000,000 shares at an offering price minimum of \$6.00 and maximum of \$8.00 per share. The securities will list on the NASDAQ and begin trading shortly after the close of this offering. Net proceeds to ShiftPixy are anticipated to be between \$11.3 million and \$15.0 million, assuming the company sells all of the shares being offered, after underwriting discount and commissions of \$0.8 million, excluding the Company’s estimated other offering expenses of \$60,000.

Anticipated Symbol / Trading Venue:	PIXY / NASDAQ	Offering Price:	\$ 6.00-\$ 8.00 / Share
Total Shares Offered:	2,000,000	Gross Proceeds (at max size):	\$ 16 million
Lock-Up:	180 days	Pro Forma Market Cap (at max size):	\$ 228 million

MARKETING MATERIALS	OFFERING TIMETABLE
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Offering Circular:	SEC EDGAR Website	Test-The-Waters:	April – May 2017
Company Video:	www.wrhambrecht.com/PIXY	Road Show (expected):	May 31 – June 16, 2017
Roadshow Deck:	www.wrhambrecht.com/PIXY	Closing Date (expected):	June 2017

INVESTMENT HIGHLIGHTS

Large Potential Market
Current statistics show that there are over 13 million employees working in the restaurant and hospitality industries. (U.S. Department of Labor. Bureau of Labor Statistics. September 2016. Table B1:Employees on nonfarm payrolls by industry sector and selected industry detail: Accommodation and Food Services Industry Subsector). Compared to the total workforce, workers in the restaurant industry have a notably higher percentage of parttime workers. (National Restaurant Association. “News & Research: Restaurant middle class job growth 4x stronger than overall economy.” 13 January 2016)

Growth Opportunity
ShiftPixy currently operates in Los Angeles/Southern California, and has a modest staff in Phoenix, but it plans to open the following additional physical offices upon completion of its offering, in the following order: first, New York and then Orlando; next, once these cities are operational, and upon securing additional financing, if necessary, Dallas, Chicago, Las Vegas and then Atlanta. These markets collectively account for and allow ShiftPixy to cover approximately 53% of Company’s target market in the restaurant/hospitality sector. (U.S. Department of Labor. Bureau of Labor Statistics. May 2015. Occupational Employment and Wages.) ShiftPixy plans to expand its service offering into other industries where part-time work is a significant component of the applicable labor force, including the retail and health care sectors.

Mitigation of Employment Related Compliance Risks
ShiftPixy mitigates employment related compliance risks, such as those involving workers’ compensation and the Affordable Care Act, by absorbing a client’s current and future workforce, including part-time employees, and making them employees of ShiftPixy. In addition to mitigating risk, ShiftPixy also provides cost containment and cost savings benefits to its clients using Company’s services. ShiftPixy also eliminates worry about whether the client is misclassifying employees as independent contractors.

Mobile Shifter App Will Provide Additional Benefits to Employers and Shift Workers
Mindful that most of its Shifters will be millennials who connect with the outside world primarily through a mobile device, ShiftPixy is poised to significantly expand its business through the ShiftPixy mobile app, a prototype of which was launched in September 2016. The ShiftPixy mobile app is a proprietary application downloaded to mobile devices, allowing ShiftPixy Shifters to access shift work opportunities at all of ShiftPixy’s clients, not just their current restaurant or hospitality provider, and with an added feature anticipated to be available in late 2017, also allowing shift employees not working at its clients to access shift work opportunities at all of its clients.

Financial Information:
ShiftPixy Inc. Consolidated Statements of Operations (Unaudited)

	For the Six months Ended February 28, 2017	For the Six months Ended February 29, 2016
Gross Billings	\$ 65,795,620	\$ 3,862,721
Adjustments to Gross Billings	54,705,222	1,572,505
Net Revenue	11,090,398	2,290,216
Cost of Revenue	7,211,646	2,099,152
Gross Profit	3,878,752	191,064
Operating Expenses		
Sales and Marketing	1,089,475	119,934
Product Development	21,900	-
Customer Support	566,208	-
General and Administrative	1,961,545	271,544
Total Operating Expenses	3,639,128	391,478
Net Income (Loss)	\$ 239,624	\$ (200,414)
Net income (loss) available to common shareholders per common share:		
Basic	\$ 0.01	\$ (0.00)
Diluted	\$ 0.01	\$ (0.00)
Weighted average number of common shares used in per share computations:		
Basic	26,226,692	25,322,010
Diluted	27,052,917	25,322,010

	FYE August 31, 2016	FYE August 31, 2015
Gross Billings	\$ 50,672,129	\$ 77,661
Adjustments to Gross Billings	42,211,476	59,956
Net Revenue	8,460,653	17,705
Cost of Revenue	6,944,224	11,656
Gross Profit	1,516,429	6,049
Expenses		
Sales and Marketing	1,019,683	-
Product Development	316,668	-
Customer Support	556,765	-
General and Administrative	1,477,869	59,730
Total Operating Expenses	3,370,985	59,730
Net Loss	\$ (1,854,556)	\$ (53,681)
Weighted Average Common Shares Outstanding	25,630,874	24,110,852
Basic and Diluted Loss per Share	\$ (0.07)	\$ (0.00)

RISK FACTORS

Risks Relating to the Business: Lack of long-term operating history makes predictions of future operating results difficult to ascertain. The Company generated gross billings of \$77,661 from inception to August 31, 2015, and \$50,672,129 in billings for the year ending August 31, 2016. Notwithstanding this increase, as a consequence, it is difficult, if not impossible, to forecast the Company's future results based upon Company's historical data. Because of the related uncertainties, ShiftPixy may be hindered in its ability to anticipate and timely adapt to increases or decreases in sales, revenues or expenses. If the Company makes poor budgetary decisions as a result of unreliable data, ShiftPixy may never become profitable or it may incur losses, which may result in a decline in its stock price once it starts trading.

Industry Risks: ShiftPixy will compete in the same markets with many companies that offer not only staffing management products and services focused on the Gig Economy, but also more traditional staffing management products and services. There are limited barriers to entry. Price competition in the industry, particularly from larger, more traditional industry model competitors, is intense, and pricing pressures from competitors and clients are increasing. New competitors entering ShiftPixy's markets may further increase pricing pressures.

Risks Related to Management and Personnel: ShiftPixy's future business and results of operations depend in significant part upon the continued contributions of Mr. Scott W. Absher, CEO/COO, President and Director. If ShiftPixy loses his services, or if he fails to perform in his current position, or if the Company is not able to attract and retain skilled employees in addition to Mr. Scott W. Absher, CEO/COO, President and Director, this could adversely affect the development of its business plan and harm its business.

Risks Related to this Offering: Prior to this offering, there has been no public market for ShiftPixy's Common Stock, therefore the company cannot predict the extent to which an active market for its Common Stock will develop or be sustained after this offering, or how the development of such a market might affect the market price of Company's common stock. Investors in this offering will experience immediate and substantial dilution and market price of the Company's common stock may fluctuate.

For a complete discussion of risks, please refer to the Form 1-A:

https://www.sec.gov/Archives/edgar/data/1675634/000147793217002702/pixy_1apos.htm

The offering is being made only by means of an offering circular. The description and information contained herein is limited and not complete. For a complete description of the offering, an offering statement on Form 1-A relating to these securities has been filed with the Securities and Exchange Commission but has not yet become qualified. You may obtain a copy of the most recent version of the preliminary offering circular by clicking on the "SEC EDGAR Website" link above.

This document contains forward-looking statements reflecting current expectations that involve risks and uncertainties. These forward looking statements include statements regarding commercialization plans, projected timeline for U.S. clinical trials, the potential market these shares, and the offering timetable. Actual results and the timing of events may differ materially from those contained in these forward-looking statements due to a number of factors, including those discussed in the section entitled "Risk Factors" and elsewhere in the offering circular.

These securities may not be sold nor may offers to buy be accepted prior to the time the offering statement is qualified. This document shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

No money or other consideration is being solicited in connection with this document, and if sent in response, will not be accepted. No offer to buy the securities can be accepted and no part of the purchase price can be received until the offering statement on Form 1-A is qualified pursuant to Regulation A of the Securities Act of 1933, as amended, and any such offer may be withdrawn or revoked, without obligation or commitment of any kind, at any time before notice of its acceptance given after the qualification date. Any person's indication of interest involves no obligation or commitment of any kind.