



Private Placement Memorandum.

MONEY ROUND BOXING LEAGUE INC. CORPORATION 4,250,000 Shares SERIES A CONVERTIBLE PREFERRED STOCK.

We are offering a minimum of \$4,250,000 and shares of our Series a Convertible Preferred Stock (the "Shares").

There is no public market for the Shares or any other securities of our company, and no such market will develop as a result of this offering. THE SHARES OFFERED HEREBY ARE HIGHLY SPECULATIVE, AND AN INVESTMENT IN SHARES INVOLVES A HIGH DEGREE OF RISK AND IMMEDIATE AND SUBSTANTIAL DILUTION FROM THE OFFERING PRICE. SEE "RISK FACTORS" AND "DILUTION." THE SHARES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR APPLICABLE STATE SECURITIES LAWS, AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THESE LAWS. THE SHARES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE REGULATORY AUTHORITY NOR HAS THE COMMISSION OR ANY STATE REGULATORY AUTHORITY PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THIS PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. THE SHARES MAY NOT BE TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT AND ANY APPLICABLE STATE SECURITIES LAWS OR AN OPINION OF COUNSEL IN FORM AND SUBSTANCE ACCEPTABLE TO THE COMPANY AND ITS COUNSEL THAT SUCH REGISTRATION IS NOT REQUIRED.

Number of Convertible notes (4,250,000) Total Minimum \$1,000,000 Total Maximum \$4,250,000 (1) We are offering a minimum of 1,000,000 and a maximum of 4,250,000 Shares at the price indicated. See "Terms of the Offering." (2) Estimated total commissions based on 10% of the offering price of the Shares sold to investors. Excludes a non-accountable expense allowance of 2% of the proceeds of this offering and the value of a One-year warrant to purchase additional Shares at 30% discount per share to MONEY ROUND BOXING LEAGUE, INC. (the "Placement Agent").

We also have agreed to indemnify the Placement Agent against certain civil liabilities, including liabilities under the Securities Act. (3) The Placement Agent has agreed to offer the Shares on an agency and "best efforts" basis. The offering will be terminated if the minimum number of Shares is not subscribed for by TBD (To Be Determined), 2018, unless sooner terminated or extended as provided herein. Funds paid by investors will be held in an escrow account and will

be returned promptly if the offering is terminated. The minimum investment is \$1,000,000, subject to our right to accept a lesser amount.

MONEY ROUND BOXING LEAGUE INC. The date of this Private Placement Memorandum is JANUARY 26TH, C:\2018 REG D 506 (b)

No person has been authorized to give any information or to make any representations in connection with the offer made by this private placement memorandum, nor has any person been authorized to give any information or make any representations other than those contained in this private placement memorandum, and if given or made, such information or representations must not be relied upon. This private placement memorandum does not constitute an offer to sell or solicitation of an offer to buy in any jurisdiction in which such offer or solicitation would be unlawful or to any person to whom it is unlawful to make such offer or solicitation. Neither the delivery of this private placement memorandum nor any sale made hereunder shall, under any circumstances, create an implication that there as has been no change in the affairs of our company since the date hereof. This private placement memorandum is submitted on a confidential basis for use by a limited number solely in consideration of the purchase of the Shares described herein in a private placement. The acceptance of this private placement memorandum constitutes an agreement on the part of the recipient hereof and the recipient's representatives to maintain the confidentiality of the information contained herein. This private placement memorandum may not be reproduced in whole or in part. The use of this private placement memorandum for any purpose other than an investment in the Shares described herein is not authorized and is prohibited.

Summary of Contents:

Page (2-9)	Introduction
Page (10)	Management Team
Page (11)	Financial Projections
Page (16)	Executive Summary
Page (17)	Made In Boston
Page (18)	Fighting Format
Page (19)	Competitive Advantage & Strategy
Page (20)	League Event
Page (21-22)	Fighting Format
Page (23)	Officiating Rules
Page (24-27)	Prize Money Breaking Down
Page (28)	Official Fighting Gear
Page (29)	Intellectual Property
Page (30-31)	Web Strategy
Page (32-33)	Rolling Media Truck
Page (34-35)	Official Training Facility
Page (36-37)	Video Live Streaming
Page (38-39)	Fight Night Production

Page (40-41) Venue
Page (42-43) Signage & Displays
Page (44-45) 3 Night League Event Payout
Page (46-51) 3 Month Promotion
Page (52-53) Set Up Summary Cost
Page (54-60) Sponsorship Opportunity.
Page (61-69) ROI, Investors Opportunity

The following summary is qualified in its entirety by the detailed information appearing elsewhere in this private placement memorandum. See "Risk Factors" for information to be considered by prospective investors. All information in this private placement memorandum assumes a one-for-three reverse stock split, various modifications to the terms of the Existing Preferred Stock, and the conversion of certain outstanding debt into Series E Preferred Stock.

Market Opportunity and Strategy market according to HBO pay-per-view is estimated to grow 40,000,000 by the end of 2018. Money Round Boxing League predicts that by 2020, more than 137 million users worldwide, including one-third of the U.S. viewership, will be engaging in some form of remote streaming access. We believe the following are key driving forces behind our current market opportunity; the growth of disenfranchise fighters and fans are at a all time high while there is a increasing demand for professional Boxing to regain its rightful place in the industry.

Our competitive advantage is to sustain superior performance in fight production, scaling our intellectual property and a single-source provider of Combat sport solutions.

Our value proposition is that Money Round Boxing League can be a true careerbuilder for over 12,000 profession fighters alone in the U.S and innovational scalability for the next 5 years.

Key elements of our strategy is to achieve this goal includes the following:

Competing for bonus prize money in the last round.
Fighters pension plan
Fighters life insurance
Fighters bonus pay
Fighters structured incentive paid rounds

Principal Offices Our principal offices are located at:

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Quincy, Massachusetts 02170 P,1-702-406-6000
W,www.moneyroundboxing.com
E, Howard@stealthletic.com

We were incorporated in Massachusetts in 2018. B:\2018 REG D; The Offering Securities Offered We are offering a minimum of 1,000,000 and a maximum of 4,250,000 Shares in convertible notes. The minimum purchase per investor is 1,000,000 Shares, or \$4,250,000. The Shares will be convertible into Common Stock on a one-for-one basis, subject to adjustments to reflect any stock splits, stock dividends, and recapitalizations (the "Conversion Ratio"). At the option of the holders, the Shares will be convertible into Common Stock at the then Conversion Ratio at any time prior to redemption. The Shares will be converted automatically into Common Stock at the Conversion Ratio then in effect upon the closing of an initial public offering. The Shares will have a Liquidation Preference over the Existing Preferred Stock (as defined below) and the Common Stock in an amount equal to the purchase price per share plus any accrued and unpaid dividends. Unless previously converted, the Shares will be redeemable at our option at a price equal to the Liquidation Preference, and at the option of the holders at a price equal to the Liquidation Preference plus 4% per annum, commencing four and ten years, respectively, after the completion of this offering. In the event of any liquidation, dissolution, or winding up of our company, the Shares will have a preference over our Common Stock and any outstanding Existing Preferred Stock in an amount equal to the Liquidation Preference of the Shares. For this purpose, a merger or consolidation that results in the stockholders of our company owning 50% or less of the voting power of the surviving entity or a sale of substantially all of our assets (each a "Change in Control") will be treated as a non-dilutable liquidation. However, holders of the Shares may elect to convert the Shares into Common Stock immediately prior to any such event, in which case they would receive consideration upon the event as holders of Common Stock in lieu of a Liquidation Preference. The holders of the Shares will have voting rights equal to the same proportion of Common Stock to be owned after conversion and will have certain registration rights as described herein and, voting as a class, will be entitled to vote upon certain matters that would adversely affect their rights and preferences as holders of Shares and to elect no less than one member of our Board of Directors. See "Description of Securities - Series 1 Convertible Shares." Use of Proceeds The net proceeds of this offering will be used to expand our marketing, sales, and distribution capabilities; purchase or lease touch screen terminals for the electronic ordering and sale of our products and services; implement our ordering system; provide funding for strategic acquisitions; and provide working capital. We believe that the net proceeds will be sufficient to fund our operations for approximately 3 months on the minimum convertible notes purchased; and 30 to 36 months in the event of the Maximum offering. Shares Outstanding There are currently outstanding 225,000 shares of our Common Stock; The Existing Preferred Stock is convertible into Common Stock on a one-for-one basis, subject to adjustments to reflect any stock splits, stock dividends, and recapitalizations. Furthermore, we have the right to grant stock options to acquire up to 225,000 shares of Common Stock under

our 2018 Stock Option Plan. There are options outstanding to purchase 225,000 shares of Common stock at this time.