

**SUPPLEMENT NO. 1 TO
CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM**

**SILICON PRAIRIE HOLDINGS, INC.
An Offering of SAFE Units,
1,000,000 SAFE Units at \$1 per SAFE**

This Supplement No. 1 to the Confidential Private Placement Memorandum ("Supplement") supplements and should be read with the Confidential Private Placement Memorandum dated February 8, 2017 (the "Memorandum") relating to the offering of up to 1,000,000 SAFE Units of the Company at an offering price of \$1 per SAFE, for an aggregate offering of up to \$1,000,000, being sought by Silicon Prairie Holdings, Inc. (the "Offering"). Silicon Prairie Holdings, Inc. is referred to herein as "we," "us" or the "Company."

This Supplement is being provided to investors to notify them of material changes to the Offering that have occurred since the date of the Memorandum.

In addition to this Supplement, each investor should carefully read the Memorandum, including the documents and information incorporated therein by reference, as well as the information set forth in the Memorandum under "Risk Factors." The Memorandum and the documents and information incorporated therein by reference contain more detailed information about the Company, its business and financial condition and the securities the Company is offering in the Offering.

In making an investment decision, investors must rely on their own examination of the Company and the terms of the Offering, including the merits and risks involved. The securities the Company is offering have not been recommended by any federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of the Memorandum or this Supplement. Any representation to the contrary is a criminal offense.

All of the capitalized terms used in this Supplement have the same definitions ascribed to them in the Memorandum, unless otherwise indicated herein. This Supplement is incorporated into and made a part of the Memorandum. Except as otherwise expressly amended by this Supplement, the Memorandum remains in full force and effect.

The date of this Supplement is May 9, 2017.

Changes in Terms of Offering

Pursuant to the Memorandum, the Offering's minimum investment per investor was set at \$1,000. Pursuant to this Supplement, in order to accommodate additional investors, the Company is amending the Offering's minimum investment amount per investor to \$100.

Changes in State Law

Pursuant to the Memorandum, the Offering was being made under Federal Rule 147. Due to recent changes in state law (Minnesota Revised Statutes §80A.461), the Company now seeks to make the offering under Federal Rule 147A. Therefore, any references in the Memorandum to a one-year hold period, shall be amended to state that transfers may not be permitted within six months, unless such transfers are made to residents of Minnesota.

Accordingly the following disclaimers shall be added to the Memorandum:

SALES WILL BE MADE ONLY TO RESIDENTS OF MINNESOTA. OFFERS AND SALES OF THESE SECURITIES ARE MADE UNDER AN EXEMPTION FROM FEDERAL REGISTRATION AND HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933. FOR A PERIOD OF SIX MONTHS FROM THE DATE OF THE SALE BY THE ISSUER OF THE SECURITIES, ANY RESALE OF THE SECURITIES (OR THE UNDERLYING SECURITIES IN THE CASE OF CONVERTIBLE SECURITIES) SHALL BE MADE ONLY TO PERSONS RESIDENT WITHIN MINNESOTA. ANY RESALE OF THESE SECURITIES MUST BE REGISTERED OR EXEMPT PURSUANT TO THIS CHAPTER.

Should the Company issue a certificate or other document evidencing the security, the following legend must be displayed conspicuously:

OFFERS AND SALES OF THESE SECURITIES WERE MADE UNDER AN EXEMPTION FROM FEDERAL REGISTRATION AND HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933. FOR A PERIOD OF SIX MONTHS FROM THE DATE OF THE SALE BY THE ISSUER OF THESE SECURITIES, ANY RESALE OF THESE SECURITIES (OR THE UNDERLYING SECURITIES IN THE CASE OF CONVERTIBLE SECURITIES) SHALL BE MADE ONLY TO PERSONS RESIDENT WITHIN MINNESOTA. ANY RESALE OF THESE SECURITIES MUST BE REGISTERED OR EXEMPT PURSUANT TO THIS CHAPTER.

Misstatement

The Offering mistakenly refers to "Series A Units" on page four. These references should instead refer to "SAFE Units."

Status of Offering

As of the date of this Supplement, the Company has received \$70,000 in funds held in escrow and an additional \$37,100 in commitments for a total of \$107,100.00 worth of SAFEs from 21 investors. As such, the Company may sell an additional \$892,900.00 worth of SAFEs before the Offering is fully subscribed.

Additional Information

Investors interested in purchasing SAFEs are urged and invited to ask questions and receive answers concerning the Company and the terms and conditions of this Offering and to obtain any additional information that is necessary to verify the information contained in the Memorandum and this Supplement.

Please direct requests to our Founder (David Duccini: (651) 645-7550 or david.duccini@sppx.io). We will furnish any qualified prospective investor with additional information requested, provided such information may be obtained without undue burden or expense.

ACKNOWLEDGMENT AND AGREEMENT

In connection with the offer and sale by Silicon Prairie Holdings, Inc. (the “Company”) of up to \$1,000,000 of SAFE Units of the Company pursuant to the Confidential Private Placement Memorandum dated February 8, 2017 (the “Memorandum”), and this Supplement No. 1 to the Confidential Memorandum dated May 9, 2017 (“Supplement”), the undersigned hereby acknowledges and represents to the Company that the undersigned has received and carefully reviewed the Memorandum and the Supplement, and the information set forth therein, and that the undersigned consents to the changes to the offering set forth in the Supplement.

Dated: _____, 201_.

Signature

Type or Print Name of Investor

Signature of Second Investor (if joint)

Type or Print Name of Investor