

STOCK (SHARES) PURCHASE AGREEMENT

I. THE PARTIES

This Stock (Shares) Purchase Agreement (“Agreement”) is dated as of July 17, 2025 (the “Effective Date”), and is made between:

Buyer: Ronny Dio Industries, 789 Synth Lane, Detroit, MI 48201 (“Buyer”).

Seller: Jack Black Hill Corp, 321 Prompt Blvd, San Jose, CA 95112 (“Seller”).

Collectively, the “Parties.”

II. ENTITY

Entity Name: PromptCraft Inc.

Address: 321 Prompt Blvd, San Jose, CA 95112

State of Incorporation: California

Entity Type: Corporation (the “Business Entity”).

III. SHARES

Number/Percent: 100%

Class/Series: Series A Preferred (the “Shares”).

IV. PURCHASE PRICE

Amount: \$1,500,000,000 (the “Purchase Price”).

Payment Timing: Paid on the Closing Date.

V. CLOSING DATE

Closing Date: On or before September 1, 2025 (time/location agreed by Parties).

Long-Stop Date: If closing fails by September 15, 2025 (“Long-Stop Date”), either Party may terminate this Agreement unless extended in writing.

VI. PAYMENT METHOD

Methods: Bank Wire + Restricted Stock.

VII. DEPOSIT

Amount: \$150,000,000 (refundable only per Section VIII).

Due: Within 5 calendar days of Effective Date.

VIII. DUE DILIGENCE PERIOD

Deadline: Buyer may terminate by August 10, 2025, 3:00 PM PST (with Deposit refund).

Failure to Terminate: Buyer deemed satisfied with due diligence.

IX. DELIVERY

Shares transferred upon receipt of full Purchase Price.

X. AUTHORITY OF SELLER

Seller warrants:

Full legal ownership of Shares.

No liens/encumbrances on Shares.

XI. AUTHORITY OF BUYER

Buyer warrants:

Legal capacity to purchase.

Acknowledges investment risks.

XII. RISK ALLOCATION

Regulatory Risk: Buyer assumes risk of regulatory approvals (e.g., antitrust).

Material Adverse Change (MAC): Seller liable for undisclosed MACs pre-Closing.

Indemnification: Seller indemnifies Buyer for breaches of reps/warranties (survival period: 18 months post-Closing).

Third-Party Consents: Seller responsible for obtaining required consents.

XIII. SIGNATURES

Signing Deadline: Parties must sign by July 24, 2025.

Counterparts: Electronic/digital signatures valid.

XIV. GOVERNING LAW

Delaware law governs.

XV. ADDITIONAL TERMS

Merged entity name: PromptDio AI Tools Inc.

XVI. ENTIRE AGREEMENT

Supersedes all prior agreements.

SIGNATURES

Buyer:

Signature: DIO Date: 17.9.25

Print Name: Ronny Dio Industries

Seller:

Signature: Jack Date: 17.9.25

Print Name: Jack Black Hill Corp