

ACQUISITION AGREEMENT

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This Acquisition Agreement ("Agreement") is entered into as of January 15, 2025, by and between TechCorp Industries, Inc. ("Buyer") and StartupXYZ LLC ("Seller").

ARTICLE I - DEFINITIONS

- 1.1 "Acquisition" means the purchase of all outstanding shares of Seller by Buyer.
- 1.2 "Purchase Price" means \$45,000,000 USD as detailed in **Exhibit A - Financial Terms**.
- 1.3 "Closing Date" means March 1, 2025, subject to conditions in Article IV.
- 1.4 "Employee Matters" shall be governed by **Schedule 3 - Employee Transition Plan**.

ARTICLE II - PURCHASE AND SALE

- 2.1 Subject to the terms and conditions of this Agreement, Seller agrees to sell, and Buyer agrees to purchase, all of the issued and outstanding shares of Seller.
- 2.2 The Purchase Price shall be paid as follows:
 - (a) \$30,000,000 in cash at Closing
 - (b) \$10,000,000 in Buyer's common stock (see **Exhibit B - Stock Valuation**)
 - (c) \$5,000,000 in earnout payments (see **Exhibit C - Earnout Terms**)

ARTICLE III - REPRESENTATIONS AND WARRANTIES

- 3.1 Seller represents and warrants that the financial statements provided in **Document: Due Diligence Report** are accurate and complete.
- 3.2 Seller represents that all intellectual property is properly documented in **Schedule 1 - IP Assets** and is free of encumbrances as certified in **Document: IP Certification Letter**.
- 3.3 All material contracts are listed in **Schedule 2 - Material Contracts**.

ARTICLE IV - CONDITIONS TO CLOSING

- 4.1 Buyer's obligation to close is subject to:
 - (a) Receipt of regulatory approval as documented in **Document: Regulatory Approval Letter**
 - (b) Completion of due diligence per **Document: Due Diligence Report**
 - (c) No material adverse change as defined in Section 1.5
- 4.2 Both parties acknowledge the risks identified in **Document: Risk Assessment Memo**.

ARTICLE V - CONFIDENTIALITY

5.1 This Agreement is subject to the terms of the **Document: Non-Disclosure Agreement** executed between the parties on October 1, 2024.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

TechCorp Industries, Inc.
By: James Mitchell, CEO

StartupXYZ LLC
By: Sarah Chen, Founder & CEO