

CLOSING CHECKLIST AND CONDITIONS

This document is part of the acquisition transaction between GlobalTech Corporation ("Buyer") and InnovateTech Solutions, Inc. ("Seller") dated as of February 15, 2025. This document should be read in conjunction with Document: MASTER ACQUISITION AGREEMENT, Document: ESCROW AGREEMENT, Document: TRANSITION SERVICES AGREEMENT, and all other transaction documents.

PRE-CLOSING CONDITIONS

The following conditions must be satisfied prior to Closing:

1. REGULATORY APPROVALS

- HSR Filing - Early termination granted February 1, 2025
 State filings - Completed in all required jurisdictions

2. THIRD-PARTY CONSENTS

- MegaCorp Industries - Obtained February 8, 2025
 GlobalBank Holdings - Pending (expected by March 15)

Per Document: Major Customer Contract Summaries

3. EMPLOYEE MATTERS

- Key employee retention agreements executed
 Founder consulting agreement finalized

Per Document: Key Employee Retention Agreements

4. LEGAL DELIVERABLES

- Legal opinion - See Document: Legal Opinion Letter
 Good standing certificates - Ordered

CLOSING DELIVERABLES

SELLER DELIVERABLES:

- Stock certificates endorsed in blank
- Officer's certificate re: representations

- Secretary's certificate with resolutions
- IP assignments per Document: Patent Assignment Agreements
- Third-party consents per above

BUYER DELIVERABLES:

- Cash payment: \$80,000,000 by wire transfer
- Stock consideration: 1,500,000 shares per Document: Stock Purchase Details - Exhibit B
- Escrow deposit: \$15,000,000 per Document: Escrow Agreement

POST-CLOSING OBLIGATIONS

1. Transition services per Document: Transition Services Agreement (6 months)
2. Earnout payments per Exhibit C to Document: Master Acquisition Agreement
3. Escrow release schedule per Document: Escrow Agreement
4. Employee benefit plan merger per Document: Employee Benefit Plan Schedule

SECTION 4

Additional provisions related to CLOSING CHECKLIST AND CONDITIONS.

All terms defined in Document: Master Acquisition Agreement apply herein.

Cross-reference: See MASTER ACQUISITION AGREEMENT for related provisions.

The parties acknowledge receipt of all schedules and exhibits referenced herein.

This section shall survive the Closing Date as specified in Article VIII of the Master Agreement.

SECTION 5

Additional provisions related to CLOSING CHECKLIST AND CONDITIONS.

All terms defined in Document: Master Acquisition Agreement apply herein.

Cross-reference: See ESCROW AGREEMENT for related provisions.

The parties acknowledge receipt of all schedules and exhibits referenced herein.

This section shall survive the Closing Date as specified in Article VIII of the Master Agreement.