

Membership Interest Purchase Agreement

Battles Budz LLC

MEMBERSHIP INTEREST PURCHASE AGREEMENT

Battles Budz LLC

This Membership Interest Purchase Agreement (the "Agreement") is made and entered into as of July 11, 2025 (the "Effective Date"), by and between:

Seller: Justin Battles ("Seller"), an individual and current sole Member of Battles Budz LLC, a New York limited liability company (the "Company"); and

Buyer: Kai Turell ("Buyer"), an individual.

1. Purchase and Sale

Subject to the terms and conditions of this Agreement, Seller agrees to sell and assign to Buyer, and Buyer agrees to purchase from Seller, a ten percent (10%) membership interest in the Company (the "Interest").

2. Purchase Price

The total purchase price for the Interest shall be Fifteen Thousand Dollars (\$15,000 USD) (the "Purchase Price"), payable in full at Closing by wire transfer or other immediately available funds acceptable to Seller.

3. Closing

The closing of the purchase and sale of the Interest (the "Closing") shall take place remotely by electronic exchange of documents and funds on or before August 8, 2025 (the "Closing Date").

At Closing:

- (a) Buyer shall pay the Purchase Price in full to Seller;
- (b) Seller shall execute and deliver an Assignment of Membership Interest transferring the Interest to Buyer;
- (c) The Company shall update its Operating Agreement and Schedule of Members to reflect Buyer's admission as a 10% Member.

4. Representations and Warranties

4.1 Seller's Representations:

Seller represents and warrants that:

- (a) Seller is the sole legal and beneficial owner of the Interest, free and clear of liens and encumbrances;
- (b) Seller has full authority to sell and transfer the Interest;
- (c) The transfer complies with the Company's Operating Agreement and applicable law.

4.2 Buyer's Representations:

Buyer represents and warrants that:

- (a) Buyer has full power and authority to enter into this Agreement;
- (b) Buyer has sufficient funds to pay the Purchase Price.

5. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of the State of New York.

6. Entire Agreement

This Agreement constitutes the entire agreement between the parties regarding the purchase and sale of the Interest and supersedes all prior negotiations or agreements, whether written or oral.

7. Counterparts

This Agreement may be executed in counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

8. Acknowledgment of Operating Agreement

Buyer acknowledges that Buyer has been provided a copy of the Company's Operating Agreement dated September 12, 2023, has reviewed its terms, and agrees to be bound by all terms and conditions of the Operating Agreement as a condition of being admitted as a Member of the Company.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the Effective Date.

SELLER:

Justin Battles

BUYER:

Kai Turell

COMPANY:

BATTLES BUDZ LLC

By: _____

Justin Battles, Managing Member