TERM SHEET

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| Company: | Briefcase Inc., a Delaware corporation. |
| Securities: | Series Seed Preferred Stock of the Company (“**Series Seed**”). |
| Investment Amounts: | Up to $6,523,892 million from Venture Capital, LP (“**Lead Investor**”). For the avoidance of doubt, Lead Investor will own 9% of the Company post financing.  Safes (“**Convertibles**”) convert on their terms into shadow series of preferred stock (together with the Series Seed, the “**Preferred Stock**”). |
| Closing | September 8, 2023 |
| Valuation: | $100 million **pre-money** fully diluted valuation. |
| Liquidation Preference: | 1x non-participating preference. A sale of all or substantially all (or exclusive license) of the Company’s assets, or a merger (collectively, a “**Company Sale**”), will be treated as a liquidation. |
| Dividends: | 5% noncumulative, payable if and when declared by the Board of Directors. |
| Conversion to Common Stock: | At holder’s option and automatically on (i) Qualified IPO (firm commitment underwriting & greater than $38 million gross proceeds) or (ii) approval of a majority of Preferred Stock (on an as-converted basis) (the “**Preferred Majority**”). Conversion ratio initially 1-to-1, subject to standard adjustments. |
| Voting Rights: | Approval of the Preferred Majority required to (i) amend, alter or repeal the certificate of incorporation or bylaws to change rights, preferences or privileges of the Preferred Stock adversely; (ii) change the authorized number of shares of Preferred Stock; (iii) create securities senior or pari passu to the existing Preferred Stock; (iv) redeem or repurchase any shares (except for purchases at cost upon termination of services or exercises of contractual rights of first refusal) and other than as approved by the Board; (v) declare or pay any dividend; or (vi) liquidate or dissolve, including a Company Sale. Otherwise votes with Common Stock on an as-converted basis. |
| Drag-Along: | Jerome Skinner and Beckett Mckay (the “**Founders**”), investors and 1% stockholders required to vote for a Company Sale approved by (i) the Board,  (ii) the Preferred Majority and (iii) a majority of Common Stock (excluding shares of Common Stock issuable or issued upon conversion of the Preferred  Stock) (the “**Common Majority**”), subject to standard exceptions. |

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| Other Rights & Matters: | The Preferred Stock will have standard broad-based weighted average anti- dilution rights, first refusal and co-sale rights over founder stock transfers, registration rights, and, for investors holding more than 1,500,000 shares of Preferred Stock pro rata rights and information rights. Company counsel drafts documents based on customary silicon valley templates. Company pays Lead Investor’s legal fees, capped at $50,000. |
| Board: | Common Majority designates 2 directors. Lead Investor to be provided customary Board observer rights. |
| Employee Vesting: | 4-year monthly vesting with 1-year cliff. |

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| Everything else in this term sheet is non-binding and only intended to be a summary of the  proposed terms of this financing. | |
| **Company, Inc.** | |
| By: |  |
| Name: | Beckett Mckay |
| Title: | President |
| Date: | August 31, 2023 |
| **Invest Magnet, Inc.** | |
| By: |  |
| Name: | Clifton Seidel |
| Title: | President |
| Date: | August 31, 2023 |