**Agreement**

This Agreement is entered into on the date set forth on the signature page (“Date”) by and between the undersigned founder (“Founder”) and the undersigned advisor (“Advisor”).

The parties agree as follows:

1. **Services**

Advisor agrees to act as a mentor or advisor to Founder and provide reasonable advice and assistance to Founder every other week (“Meetings”) for one scheduled hour.

1. **No Conflicts**

Advisor shall promptly notify the Founder in writing of any direct competitor of the Founder for which Advisor is also performing services. It is understood that in such event, the Founder will review whether Advisor’s activities are consistent with Advisor remaining as an advisor to the Founder. Any sports related product or service that utilizes machine learning principles and techniques is direct competition. Non-sports related products and services are not direct competition.

Advisor may use and implement all machine learning techniques discussed during Meetings and all knowledge obtained before or after Date for any non-sporting outcome prediction product or service.

1. **Advisor Compensation**

Advisor will receive 5 percent of common stock equity for any and all companies (“Company”) founded by Founder that implement machine learning methods to generate predictions of sporting event outcomes.

All shares shall vest on a pro rata basis monthly, beginning 30 days after Date. All shares shall vest over a 3 year period. 100% of unvested shares will vest in the event of a close of Company sale.

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Founder Initials Date Advisor Initials

**Signature Page**

The undersigned executed this Agreement as of \_\_\_\_/\_\_\_\_/\_\_\_\_\_ (“Date”).

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| **Founder**  Signature**: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**  Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | **Advisor**  Signature**: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**  Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |