

**SIMPLE AGREEMENT FOR FUTURE EQUITY**  
**INDICATIVE TERM SHEET**  
September 29, 2024

- Investment:** Rogue Ventures, LP and related entities ("RV") shall invest \$5 million of \$7 million in aggregate Simple Agreements for Future Equity ("Safes") in New Technologies, Inc. (the "Company"), which shall convert upon the consummation of the Company's next issuance and sale of preferred shares at a fixed valuation (the "Equity Financing").
- Security:** Standard post-money valuation cap only Safe.
- Valuation cap:** \$40 million post-money fully-diluted valuation cap (which includes all new capital above, any outstanding convertible notes/Safes).
- Other Rights:** Standard and customary investor most favored nations clause, pro rata rights and major investor rounds upon the consummation of the Equity Financing.

This term sheet does not constitute either an offer to sell or to purchase securities, is non-binding and is intended solely as a summary of the terms that are currently proposed by the parties, and the failure to execute and deliver a definitive agreement shall impose no liability on RV.

**New Technologies, Inc.**

**Rogue Ventures, LP**

By: \_\_\_\_\_  
Joe Smith, *Chief Executive Officer*

By: \_\_\_\_\_  
Fred Perry, *Partner*