

EXHIBIT 8

**Mike**

basic terms

December 12, 2023 at 4:45 PM

To: Quine Liddell, QUBE NYC, George Vlamis, Quineliddell

Gents,

Please accept this email in lieu of a more formal term sheet.

While we have a current deal in place, this term sheet is not a counter offer to that deal. We can provide the \$500k in cash the lease. Instead it has been determined additional funding is necessary and the below are the additional terms needed to provide the requested additional funding to open a times square dispensary.

The current split is 51% between Quan and George with the balance (49%) to STS MCM LLC.

We propose signing the attached MSA and Transfer Bonus (waiting on entity name) which will give us the additional funding requested.

To be clear in regards to Quan and George,

As the OA shows, they will get a vote, and Quan has to vote in favor for things to happen in the Company. They can not be diluted. Plus all the other protections they previously requested and put into the OA by QUBE's counsel that was sent.

In short Quan will end up with 25% of the net profits/sale proceeds, George with 5%, net of the MSA and Transfer bonus. This may need some cleaning up or reworking but we will do so as needed or required. But at no point will Quan get less than 25% and George 5% and they will continue to be on the OA as 51% combined. This concept, once final will be reflected in the OA as needed.

STS MCM, LLC will remain with 29% while the remaining 20% will go to the investor group.

Let me know if Im missing something