



BIDAYAX

VaultHeir™ Investor Term Sheet - PDF Version (Formatted Content)

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TERM SHEET

VaultHeir™ - Seed Round Financing

Bidayax | Divitiae Good Doers Inc.

\$2,750,000 Seed Round

Date: February 2025

Type: Equity Financing (Seed Preferred Shares)

1. Offering Summary

Item	Detail
Company	Bidayax, doing business as <i>VaultHeir™</i>
Securities Offered	Seed Preferred Shares
Total Raise	\$2,750,000 USD
Pre-Money Valuation	\$34,700,000 USD
Post-Money Valuation	\$37,450,000 USD
Equity Offered	7.3% – 11.2%
Minimum Check Size	\$150,000 USD
Target Lead Investor	TBD (Negotiable)
Round Status	Open

2. Use of Funds

Category	Allocation
Product Development & Engineering	32%
AI Systems (Will Lawyer v5, Executor AI, CNS)	18%
Security Infrastructure & CNS Deployment	20%
Branding, Marketing & User Acquisition	15%
Legal, Compliance & Insurance	10%
Operations & Support	5%

Runway: **18–22 months.**

3. Capitalization

Current Ownership

Holder	Ownership
Founders (Barnes & Garner)	100%

Post-Seed Ownership

Holder	Ownership
Founders	~89%–92.7%
Seed Investors	~7.3%–11.2%

4. Investor Rights

4.1 Liquidation Preference

- 1x Non-Participating Preferred

4.2 Anti-Dilution Protection

- Broad-Based Weighted Average

4.3 Information Rights

- Quarterly updates
- Annual financials
- KPI dashboard access

4.4 Pro-Rata Rights

Investors may maintain their ownership percentage in future rounds.

5. Governance

5.1 Board Composition

- 2 Founder Seats
- 1 Lead Investor Seat (optional)
- Optional observer seat

5.2 Voting Rights

Seed Preferred vote alongside Common in major corporate decisions, including:

- Mergers & acquisitions
 - New equity issuance
 - Board changes
 - Senior debt issuance
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6. Security & Compliance Commitments

VaultHeir™ will maintain:

- Zero-trust encryption
 - CNS immutable audit logging
 - Multi-region compliance (GDPR, HIPAA, CCPA)
 - SOC2-aligned practices by Series A
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7. Intellectual Property Ownership

All IP is owned by **BidayaX | Divitiae Good Doers Inc.** including:

- AI Will Lawyer v5
- Executor Sovereign Engine
- Emergency Binder Automation
- CNS Logging Framework
- Memory Forge™
- Complete UX/UI system

All contributors must sign IP assignment and confidentiality agreements.

8. Conditions to Close

Funding is contingent upon:

- Signed term sheet
 - Finalized legal docs
 - Updated cap table
 - Completed investor compliance (AML/KYC)
 - Confirmation of corporate structure
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9. Closing Timeline

Event	Timeline
Term Sheet Signed	Immediate
Legal Finalization	21 days
First Funds Received	~30 days
Full Round Close	~45–60 days

10. Investor Suitability

Designed for:

- Early-stage VC firms
 - Angel syndicates
 - High-net-worth individuals
 - Family offices
 - Strategic fintech/legal partners
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11. Exit Strategy & Opportunities

Potential Acquirers

- LegalZoom
- RocketLawyer
- Trust & Will
- Everplans
- 1Password
- Estate & insurance platforms
- Major banking institutions

Projected Exit Range: \$400M – \$1.2B (5–7 Years)

12. Signatures

Company:

BidayaX | Divitiae Good Doers Inc.

Founders:

- Naimah Barnes
- Anthony Garner

Lead Investor: _____

Date: _____

End of Investor Term Sheet (PDF Version)