STARTUP SHAREHOLDER AGREEMENT

This Shareholder Agreement (the "Agreement") is entered into as of 04/04/2023 by and among Jesse Maurier, Robert Murray, and Paul Krupski (the "Shareholders"), each of whom owns 33.33% of M1A1 Capital (the "Company").

1. OWNERSHIP. The Shareholders own the percentages of ownership of the Company as set forth above.
2. BOARD OF DIRECTORS. The Company will have a Board of Directors consisting of Jesse Maurier, Robert Murray, and Paul Krupski as members. Each Shareholder will have the right to nominate one member of the Board of Directors.
3. MANAGEMENT. The Shareholders will appoint one of the Shareholders to serve as the CEO of the Company. The CEO will be responsible for the day-to-day management of the Company.
4. DIVIDENDS. The Company will not pay dividends to the Shareholders.
5. TRANSFER OF SHARES. A Shareholder may not transfer his or her shares in the Company without the consent of the other Shareholders.
6. VALUATION. The value of the Company will be determined by an independent valuation firm once a year.
7. DISSOLUTION. If the Company is dissolved, the assets will be distributed among the Shareholders in proportion to their ownership percentages.
8. DISPUTE RESOLUTION. Any disputes arising under this Agreement will be resolved by binding arbitration in accordance with the rules of the American Arbitration Association.
9. GOVERNING LAW. This Agreement will be governed by and construed in accordance with the laws of Delaware.
10. ENTIRE AGREEMENT. This Agreement represents the entire agreement among the Shareholders and supersedes all prior negotiations, understandings, and agreements between the parties.
11. AMENDMENT. This Agreement may be amended only by a written instrument executed by all of the Shareholders.
12. VALIDATION. This Agreement will be ratified once The Company achieves 1000 USD in revenue.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

Jesse Maurier   Robert Murray   Paul Krupski