

Reclaim - Bridge Note Term Sheet (Draft)

For discussion purposes only. Not legal advice. California. Maturity: 48 months.

1) Parties

- Borrower: [Company legal name], a [Delaware/California] corporation (the 'Company')
- Lender: [Lender name] (the 'Lender')

2) Bridge Note Economics

- Principal: \$[amount]
- Interest: [__]% simple interest per annum (accrues daily on outstanding principal).
- Maturity: 48 months from the Note Date.
- Use of proceeds: operating runway and product development.
- Prepayment: permitted at any time without penalty (unless modified here): [] no prepayment in first [__] months.

3) Payment Structure (select one)

- Option A (interest-only): monthly interest payments; principal due at maturity.
- Option B (deferred): no periodic payments; principal + accrued interest due at maturity.
- Option C (amortizing): equal monthly payments over 48 months (principal + interest).

4) Conversion Option (no discount)

- Upon a Qualified Financing, Lender may elect to convert the outstanding balance (principal + accrued interest) into the Company's then-current SAFE or preferred stock financing instrument on the same terms as new money, subject to the cap below.
- Valuation cap: \$[cap] (no discount).
- If the Company is not issuing SAFEs at that time, conversion is into the equity security issued in the Qualified Financing at the price implied by the cap.

5) Protections / Mechanics (optional)

- Most favored nation (MFN): [] include [] exclude
- Light information rights: quarterly email update while the Note is outstanding. [] include [] exclude
- Governing law: California.

6) Risk / Compliance

This is a private arrangement. Any equity or conversion feature may implicate securities laws. Consult counsel regarding exemptions and investor qualification.

Sign-off (optional)

BORROWER: [Company legal name] By: _____ Name: _____ Title: _____ Date: _____	LENDER: [Lender name] Signature: _____ Name: _____ Date: _____
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