

BRICOLAGE DYNAMICS, INC.
TERM SHEET – SERIES CF PREFERRED STOCK FINANCING

The following is a summary of the principal terms with respect to the proposed Series CF Preferred Stock financing of Bricolage Dynamics, Inc., a Delaware corporation (the “*Company*”). Except for the section entitled “Binding Terms,” this summary of terms does not constitute a legally binding obligation. The parties intend to enter into a legally binding obligation only pursuant to definitive agreements to be negotiated and executed by the parties.

Offering Terms

- Securities to Issue:** Shares of Series CF Preferred Stock of the Company (the “*Series CF Preferred Stock*” or the “*Shares*”).
- Total Raise Amount:** \$250,000 in aggregate, although the total amount raised may be less, but a minimum of \$75,000.
- Purchasers:**
- All of the investors will invest through the Vicinity Capital crowdfunding portal.
 - Investors who invest at least \$25,000 will purchase shares of Series CF Preferred Stock directly from the Company (the “*Purchasers*”).
 - Investors who invest a minimum of \$100 and up to \$24,999 will subscribe for units of Bricolage Dynamics RegCF SPV 2021, LLC (the “*SPV*”), for the SPV to pool such funds to purchase shares of Series CF Preferred Stock from the Company. The investors in the SPV will be beneficial owners of the same number of shares of Series CF Preferred Stock as if they had invested directly in the Company. The SPV is used for administrative convenience of the Company. The SPV will be a “Purchaser.”
- Price Per Share:** Price per share (the “*Original Issue Price*”) of \$0.2798, based on a pre-money valuation of \$625,000 and 2,234,042 outstanding shares.
- Shares to be Issued and Sold** 893,495, which would equal 28.57% of the Company on a fully-diluted basis (including the shares reserved under the Company’s Equity Incentive Plan) once the new Shares are issued, assuming this financing is fully subscribed.
- Redemption Rights:** The Company shall be obligated to redeem up to 50.0% of the Shares (the “*Redeemable Shares*”) at a price of \$1.1192 per Share (the “*Per Share Redemption Price*”). Purchases totaling 3% of revenue to be made quarterly until the Company has repurchased up to two times (2x) the amount invested by each Purchaser (up to \$500,000). Quarterly repurchase amounts to start accruing at the start of the third quarter following the initial close of this financing.
- Liquidation Preference:** The Series CF Preferred Stock has a 1x non-participating liquidation preference (for Shares that remain outstanding and have not been redeemed). This means that upon a liquidation event of the Company, including a merger, sale, or reorganization, the Purchaser will be entitled to the greater of (1) the Original Issue Price, plus declared by unpaid dividends, on each Share outstanding at such time, or (2) the amount of proceeds based on the Shares on conversion to Common Stock.
- Conversion:** Convertible into one share of Common Stock (subject to proportional adjustments for stock splits, stock dividends and the like) at any time at the option of the holder.
- Voting Rights:** Votes together with the Common Stock on all matters on an as converted basis. Approval of a majority of the Preferred Stock required to (i) adversely change rights of the Preferred Stock; (ii) change the authorized number of shares; (iii) authorize a

new series of Preferred Stock having rights senior to or on parity with the Preferred Stock; (iv) redeem or repurchase any shares (other than pursuant to employee or consultant agreements or the quarterly revenue-based redemption of Redeemable Shares); (v) declare or pay any dividend; (vi) change the number of directors; or (vii) liquidate or dissolve, including any change of control.

Financial Information:

Purchasers who have invested at least \$25,000 (“*Major Purchasers*”) will receive standard information and inspection rights.

Participation Right:

Major Purchasers will have the right to participate on a pro rata basis in subsequent issuances of equity securities.

Board of Directors:

1 director elected by holders of a majority of common stock, 1 elected by holders of a majority of Series CF Preferred Stock.

Expenses:

Purchasers to pay their own expenses.

Future Rights:

The Series CF Preferred Stock will be given the same rights as the next series of Preferred Stock (with appropriate adjustments for economic terms).

Bricolage Dynamics