### LETTER OF INTENT FOR INVESTMENT

On this 5th day of March, 2023, this Letter of Intent (“LOI”) sets forth the intentions of Investor Name (“Investor”) and Company Name (“Company”) pertaining to investor’s qualified interest in making a financial investment in the Company.

**BACKGROUND.**   
Company is actively raising a round of funding in order to pursue the accomplishments listed below over the forecasted period before the next expected round of investment.

* Expected accomplishment/outcome #1
* Expected accomplishment/outcome #2
* Expected accomplishment/outcome #3

Company has met with Investor and provided various information to allow for an investment evaluation, including the Company’s vision, business plan, financial forecast, and other traditional due diligence information customary for this stage of investment.

**STATEMENTS OF INVESTOR INTENT.**

* Investor has spent enough time evaluating the investment opportunity to have a favorable disposition towards an investment in the amount of $\_\_\_\_\_\_\_.
* Investor understands, and is comfortable with, the Company’s proposed fundraising terms listed below:
  + Target total fundraise amount: $\_\_\_\_\_\_
  + Instrument: Convertible note
  + Valuation cap: $\_\_\_\_\_
  + Discount: \_\_\_\_%
* Investor is an accredited investor, as defined by the SEC
* Investor requires that the following be completed, prior to finalizing their investment:
  + Requirement #1
  + Requirement #2

**GOOD FAITH.**

This LOI is not a legally-binding agreement, but rather is intended to convey Investor’s qualified interest and to assist Company with achieving the required contingencies listed above and, ultimately, secure Investor’s investment. Similarly, investor’s intent and associated contingencies are not perpetual.

Investor confirms the Background and Statements of Intent described in this LOI by signing in the space below.

**Investor Name**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*Signed Date*

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*Name*

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*Title*