

PIPELINE2SPACE, INC.
TERMS SHEET FOR SERIES SEED PREFERRED STOCK OFFERING

The following is a summary of the principal terms with respect to the proposed Series Seed Preferred Stock financing of Pipeline2Space, Inc., a Delaware corporation (the “*Company*”). 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 a new series of preferred stock of the Company (the “*Series Seed*”).
- Aggregate Proceeds:*** \$2,575,000 in aggregate new capital. In addition, the \$425,000 of outstanding convertible securities (SAFEs) (the “*Convertible Securities*”) will also convert on the same terms as stated herein.
- Purchasers:*** Accredited investors approved by the Company (the “*Purchasers*”).
- Price Per Share:*** Price per share (the “*Original Issue Price*”) will be \$2.62/share, based on a pre-money valuation of \$15,101,680, including an available option pool of at least 15.4% of the post-money fully diluted capital of the Company (based on both pledged but unissued as well as issued options, and assuming all other investors in this Series Seed offering are Major Investors and receive warrants as outlined below). The Convertible Securities will not be included in the pre-money shares for purposes of determining the Original Issue Price.
- Liquidation Preference:*** One times the Original Issue Price plus declared but unpaid dividends on each share of Series Seed, balance of proceeds paid to Common Stock. A merger, reorganization or similar transaction will be treated as a liquidation.
- Conversion:*** Each share of Series Seed is 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. Conversion ratio will be subject to adjustment on a broad-based, weighted average basis in the event of subsequent issuances at a price less than the Original Issue Price (as adjusted) subject to customary exceptions.
- 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; or
 - (ii) liquidate or dissolve, including any change of control.
- Financial Information:*** Purchasers who have invested at least \$500,000 (“*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.
- Warrants*** As an inducement to invest on the terms set forth herein, Major Purchasers will be granted warrants to purchase up to 50% of the dollar amount invested into this Series Seed round worth of stock at an exercise price of \$3.50/share, rounded to the nearest whole number of shares. As an example, a Major Purchaser who purchases \$100,000 worth of Series Seed stock will be granted a warrant to purchase up to 14,286 shares of the Company’s Common Stock ($\$100,000/2 = \$50,000 \rightarrow \$50,000/\$3.50 = 14,285.7$)

Board of Directors: The Board of Directors will consist of three members as follows:

Holders of Common Stock will have the right to elect one member of the Board of Directors, initially Mark Russell.

Holders of Common Stock and Series Seed, voting together as a single class, will have the right to elect two members of the Board of Directors, initially Tim Mitrovich and A. Greg Seymour.