

**TERMS FOR REGULATION CF OFFERING OF SERIES SEED I PREFERRED STOCK  
OF FACTMATA INC.**

**June, 2021**

The following is a summary of the principal terms with respect to the proposed Series Seed I Preferred Stock financing of Factmata 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 Series Seed I Preferred Stock of the Company (the “*Series Seed I Preferred Stock*”).
- Aggregate Proceeds: \$1,069,999.64 in aggregate.
- Purchasers: Accredited and non-accredited investors approved by the Company (the “*Purchasers*”).
- Portal: Wefunder Funding Portal is registered with the Securities and Exchange Commission and a member of FINRA and is hosting the Offering on its website at [www.wefunder.com](http://www.wefunder.com).
- Price Per Share: Price per share of \$0.5956 (the “*Original Issue Price*”), based on a pre-money valuation of \$5,999,816.5052. Purchasers who purchase Series Seed I Preferred Stock on or before the date on which the Company raises \$50,000.09 in the Offering will receive an “early bird” discount that will reduce the purchase price to \$0.4956 per share (the “*Early Bird Discount*”).
- Liquidation Preference: Holders of Series Seed I Preferred Stock shall be entitled to the greater of (a) the Original Issue Price for such share of Series Seed I Preferred Stock, plus any dividends declared but unpaid thereon, or (b) such amount per share as would have been payable had all shares of Series Seed I Preferred Stock been converted into Common Stock immediately prior to such liquidation, dissolution or winding up or Deemed Liquidation Event (as defined in the Certificate of Designation of the Series Seed I Preferred Stock). The balance of proceeds will be paid to holders of common stock of the Company (“*Common Stock*”). A merger, reorganization or similar transaction will be treated as a liquidation. For the avoidance of doubt, the Original Issue Price shall be \$0.5956 regardless of whether the Purchasers received the Early Bird Discount or not.
- 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. Also, mandatory or automatic conversion at the applicable conversion ratio upon a public offering, the company becoming an SEC reporting company or upon the consent of a majority of the holders of the Series Seed I Preferred Stock.
- Voting Rights: Votes together with the Common Stock on all matters on an as converted basis. In addition, the Company may not change the rights, powers or privileges of the Series Seed I Preferred Stock or create a new class or series of capital stock that is senior to the Series Seed I Preferred Stock without the consent of the holders of a majority of the outstanding Series Seed I Preferred Stock voting as a separate class, unless the Company offers holders of the Series Seed I Preferred Stock the right to convert or exchange their Series Seed I Preferred Stock into capital stock of the Company having such senior rights, powers, or privileges.
- Financial: Purchasers who have invested at least \$20,000 (“*Major Investors*”) will receive

Information: standard information and inspection rights.

Participation Right: Major Investors will have the right to participate on a pro rata basis in subsequent issuances of equity securities.

Future Rights: The Series Seed I Preferred Stock will be given the same rights as the next series of Preferred Stock (with appropriate adjustments for economic terms).

Custodian XX Investments LLC, an SEC registered transfer agent, acts as custodian for the Series Seed I Preferred Stock (the "*Custodian*"). This means that Purchasers do not actually possess the Series Seed I Preferred Stock. Instead, the Custodian holds it on the Purchaser's behalf. In addition, except for voting rights of Major Investors, all voting rights are held by the Custodian, which must vote as directed by the Lead Investor. The Lead Investor has vetted the startup and decided to invest on the same terms as those offered to Purchasers. The Lead Investor directs the voting power of all Series Seed I Preferred Stock sold in the offering other than Series Seed I Preferred Stock held by Major Investors.