

**TERMS FOR PRIVATE PLACEMENT OF
CLASS D1 AND CLASS D2 PREFERRED STOCK OF CLICS, LLC**

October 8, 2020

The following is a summary of the principal terms with respect to the proposed Class D1 and Class D2 Preferred Stock financing of CLICS, LLC, a Delaware limited liability company (the “*Company*”), with headquarters at 4250 Executive Square, Suite 500, La Jolla, CA 92037. 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 Class D1 and D2 Preferred Stock of the Company (the “*Preferred Stock*”).

Aggregate Proceeds: A minimum of \$100,004.30

Purchasers: Investors approved by the Company (the “*Purchasers*”).

Escrow: The funds shall be held in escrow until \$100,004.30 in Preferred Stock investment has been received.

Price Per Share: The first \$2 million of shares sold will be shares of Class D1 Preferred Stock, which will be sold at a price per share of \$4.58, based on a fully diluted pre-money valuation of \$20.0 million. Following the issuance of \$2 million of Class D1 Preferred Stock, any additional shares sold will be shares of Class D2 Preferred Stock, which will be sold at a price per share of \$5.73, based on a fully diluted pre-money valuation of \$33.0 million. The fully diluted capital table assuming \$2 million in new equity is provided below.

Liquidation and Antidilution: Upon liquidation, Purchasers shall receive their initial investment amount and participate equally with common shareholders on a fully diluted as converted basis. Purchasers will receive weighted average anti-dilution protection on the fully diluted shares of the company.

Conversion: The Company has the right to convert from a Delaware LLC, to C Corporation.

Operating, Membership and Voting: Completion of the sale of Preferred Stock to Purchasers is subject to acceptance of the Company’s Subscription Agreement. Un

Major Investors: A major investor is a person or entity that invests at least \$250,000 (the “Major Investor”). Major Investors may participate CLICS’ quarterly updates.

Company: CLICS, LLC



Name: Charles Brown

Title: CEO

Date: 10/7/2020

Purchaser

Name: _____

Date: _____

Investment Amount: \$ _____

Exhibit A: CLICS Capital After \$2 Million in Class D1 Preferred Equity Investment

	Share Price	Shares	Capital	Ownership
Founder Shares				
Class A Common	\$0.001	2,000,000	\$ 200	34.75%
Options - Issued	\$0.000	583,607	\$ -	10.14%
Options - Unissued	\$0.000	176,393	\$ -	3.07%
Total Options		760,000		13.21%
Subtotal (Total Common & Options)		2,760,000	\$ 200	47.96%
Investor Preferred Shares				
Class B	\$0.40	250,000	\$ 100,000	4.34%
Class C1	\$1.09	687,500	\$ 750,000	11.95%
Class C2	\$2.16	670,172	\$ 1,450,000	11.64%
Class D1 (Notes)	\$3.66	950,610	\$ 3,489,824	16.52%
Class D1 Equity	\$4.58	436,767	\$ 2,000,000	7.59%
Subtotal (Total Preferred)		2,995,049	7,789,824	52.04%
Total		5,755,049	7,790,024	100.00%