

Nostromo Tech

SERIES SEED PREFERRED STOCK FINANCING SUMMARY

SUMMARY

Portfolio Company Nostromo Tech
 Prepared For Heavenly Ventures I, L.P.
 Prepared On February 9, 2021

CLOSING INFORMATION

Initial Closing Date November 9, 2018
 Fund's Closing Date November 9, 2018
 Subsequent Closing Window 90 Days

ROUND INFORMATION

Total New Money \$2,000,000
 % Of Issued Shares Via Conversion 50.74%
 Post-Money Valuation \$11,924,793
 Option Pool 15.10%
 Lead Investor Heavenly Ventures I, L.P.

COMPANY CAPITALIZATION

Security	Shares	Fd%
<u>Common Stock</u>	<u>13,000,000</u>	<u>44.37%</u>
<u>Preferred Stock (All Classes)</u>	<u>9,976,303</u>	<u>34.05%</u>
Series Seed-1	4,914,005	16.77%
Series Seed-2	5,062,298	17.28%
<u>Option Pool</u>	<u>6,322,944</u>	<u>21.58%</u>
Option Pool Issued	1,900,000	6.48%
Option Pool Available for Future Issuance	4,422,944	15.10%
Fully Diluted	29,299,247	100%

LIQUIDATION PREFERENCE AND PRICING DETAIL

Equity Class	Price Per Share	Aggregate Liquidation Preference	Liquidation Multiplier	Participating or Non-Participating	Equity Preference
Series Seed-1	\$0.407	\$2,000,000	1.0x	Non-Participating	1st Preference
Series Seed-2	\$0.2667	\$1,350,115	1.0x	Non-Participating	1st Preference

BOARD OF DIRECTORS

Simon Masrani
 Series Seed
 Heavenly Ventures I, L.P.

Lisbeth Salander
 Common

Amélie Poulain
 Common

Luke Skywalker
 Common

MY ECONOMICS

Metric	Pre Close	Post Close	
Aggregate Cost	\$400,000	\$1,900,000	375.0%
Implied Value	\$533,333	\$2,034,296	281.4%
Shares Held	--	4,998,271	
Fully Diluted Ownership Percentage	--	17.06%	

MY CONVERTIBLE SECURITIES

Security	Issue Date	Cost	Discount	Valuation Cap	Converting Into Equity Class	PPS	Shares
SAFE	2018-03-07	\$400,000	25.00%	\$4,000,000	Series Seed-2	\$0.2667	1,312,767

TRANSACTIONS

Date	Security Type	Transaction Type	Equity Class	Cost	Realized Proceeds	Implied Value	Shares	Shares as FD%
2018-11-09	SAFE	Conversion	Series Seed-2	--	--	\$534,296	1,312,767	4.48%
2018-11-09	Preferred Stock	Purchase	Series Seed-1	\$1,500,000	--	\$1,500,000	3,685,504	12.58%

CURRENT ROUND INVESTORS

Investor	Shares Purchased	Shares Converted	Shares Issued as FD%	Met Major Investor Threshold
Heavenly Ventures I, L.P.	3,685,504	1,312,767	17.06%	Yes
Saddleback Maine	--	1,124,859	3.84%	Yes
Baker Mountain	--	937,383	3.20%	No
Mount Abram	--	749,906	2.56%	No
Wachusett Mountain	614,251	--	2.10%	No
Sunday River	--	562,430	1.92%	No
Killington Ski Resort	368,550	--	1.26%	No
Sugarloaf	--	281,215	0.96%	No
Black Mountain	245,700	--	0.84%	No
Shawnee Peak	--	93,738	0.32%	No

ROUND CONVERTIBLES INFORMATION

Debt Converted	\$350,115
The total liquidation value of the conversion shares issued to you in the round.	
Conversion Securities	SAFE
The type or types of Convertible Securities converting in the financing.	

ECONOMIC RIGHTS

Liquidation Preference Seniority	Series Seed-1/Series Seed-2 Common
The description of the seniority or pari-passu liquidation positions of preferred classes of stock.	
Participating Preferred Liquidation Preference Cap	Not Applicable
The maximum amount available to be distributed to holders of Participating Preferred stock, if applicable.	
Anti-Dilution Rights	Broad Based
Whether the Anti-Dilution formula uses a Broad Based, Full Ratchet, or Narrow Based weighted average.	
Dividend Rate	8.00%
The annualized percentage dividend rate.	
Dividend Seniority	Series Seed-1/Series Seed-2 Common
The description of the seniority or pari-passu liquidation positions of preferred classes of stock.	
Accruing Dividends	No
Whether dividends accrue from year to year.	
Milestone Closing	No
Whether any initial or subsequent closings are subject to milestone achievements.	
Qualified Small Business Stock	Yes
Whether the Company represents that its securities qualify as QSBS.	
Qualified Small Business Stock Covenant	Yes
Whether the Company covenants to maintain QSBS status for its securities.	

PREEMPTIVE RIGHTS

Preemptive Rights for All Investors	No
Whether Preemptive Rights are provided to all investors.	
Preemptive Rights for Major Investors	Yes
Whether Preemptive Rights are provided to Major Investors only.	
Preemptive Rights Section Reference	Investors' Rights Agreement Section 4
The section reference to the preferred stock Preemptive Rights section.	

INFORMATION RIGHTS

Information Rights for All	No
Whether Information Rights are provided to all investors.	
Information Rights for Major Investors	Yes
Whether Information Rights are provided to Major Investors only.	
Information Rights Section Reference	Investors' Rights Agreement Section 3.1
The section reference to the preferred stock Information Rights section.	

OTHER LEGAL TERMS

Representations and Warranties of the Company	Stock Purchase Agreement Section 2
The section reference to the Representations and Warranties of the Company.	
IP Disclosure Schedule	Disclosure Schedules Section 2.8
Whether the Company provided detailed disclosures about intellectual property.	
Litigation Schedule	Disclosure Schedules Section 2.7
Whether the Company provided detailed disclosures about pending or threatened litigation.	

Protective Provisions	Charter Article VI.B.6
The section reference to the preferred stock Protective Provisions.	
Deemed Liquidation Event Section Reference	Charter Article VI.B.2.3.1
Section reference to the summary list of events triggering liquidation preferences	
Pay to Play	No
Whether any Pay-to-Play rights apply.	
Redemption Rights	No
Whether any Redemption Rights apply.	
Issuer Pays Investors Counsel Fees	Yes
Whether the Company will pay the lead investor's legal fees.	
Investor Counsel Fee Cap	\$15,000.00
The maximum dollar amount of legal fees to be paid by the Company, if applicable.	
Registration Rights for Preferred Investors	No
Whether preferred stockholders enjoy Registration Rights.	
Employee Vesting Protocol	Yes
Whether the Company covenants to subject all employee equity grants to vesting.	
D&O Insurance	Yes
Whether the Company covenants to maintain Directors and Officers Insurance.	
Drag Along	Yes
Whether stockholders are subject to Drag-Along restrictions.	
ROFR and Co-Sale Agreement	Yes
Whether stockholders are subject to a ROFR and Co-Sale Agreement.	
Founder Vesting Applied at Closing	Yes
Whether certain founders were required at closing to subject their equity grants to vesting.	