

TERM SHEET
FOR REVENUE SHARE PROMISSORY NOTE FINANCING
OF AMPLED, INC. (the “Company”)

The parties do not intend to be bound until they enter into definitive agreements regarding the subject matter of this term sheet.

The Promissory Notes (the “Notes”) will have the following principal provisions:

Type of Financing: Revenue-based financing.

Amount of Financing: In exchange for ____ investment, the Company shall make quarterly payments equal to ____% of Revenue to the Investor until the Repayment Amount, equal to _____ is paid in full.

Revenue: Revenue will include: the transaction fee that the Company collects from listeners’ direct support of artists on the platform; payments made to the Company or to Company staff for events or speaking engagements related to the product; and any forms of income or support not listed in the permissible offsets section below.

Permittable Offsets: Certain permissible offsets will not be counted as revenue. Including: loans from commercial lenders, sales of securities, grants from non-profit entities, grants from state or public entities, gifts from private foundations, insurance claims, litigation settlements, customer refunds or reimbursements, and non-cash revenue from partners or joint ventures.

Payment Schedule: Initial payment will begin 2 years from signing of the term sheet. Initial payment may be renegotiated with noteholders if the Company requires more time to make an initial payment.

Once initial payment has been made to a noteholder, then future payments will be made quarterly.

- Repayment:** Outstanding principal and accrued interest on each Note will be considered paid in full when the Company has paid the investor the Repayment Amount, defined as the original investment amount multiplied by [3x].
- Conversion:** The Company is not offering investors a right to conversion.
- Right of First Refusal:** The investor shall have the right to participate first in any future financings of the Company on a pro rata basis.
- Expenditure Responsibility:** Proceeds used to finance the Company must be used in furtherance of its mission. If there is a change to the Company's strategy that materially affects the cooperative goals of the Company, the outstanding amount under the Note may be called by the investor.
- Reporting Requirements:** The Company will provide unaudited quarterly reporting and audit access to all investors.