

NON-BINDING TERM SHEET
SIMPLE AGREEMENT FOR FUTURE EQUITY (SAFE)
(Regulation D, Rule 506(c))
HYPERSCIENCES, INC.

July 29, 2021

This non-binding term sheet summarizes the principal terms of a proposed financing by HyperSciences, Inc. (the "*Company*"). The completion of the transactions contemplated by this term sheet will be subject to, among other things, satisfactory completion of financial and legal due diligence led by one or more investors, as well as the completion of final documents acceptable to the investors and the Company.

This term sheet is for discussion purposes only; there is no obligation on the part of any negotiating party until definitive equity agreement are signed by all parties. This term sheet does not constitute either an offer to sell or an offer to purchase securities.

Offering Terms:

Issuer: HyperSciences, Inc., a Delaware corporation.

Investors: This offering is available only to accredited, as verified via letter from an appropriate advisor of each Investor, and will be conducted under rule 506(c) of Regulation.

Type of Security: Simple Agreement for Future Equity (SAFE).

Amount of Offering: Up to \$10,000,000.

Minimum Investment: \$10,000.

Discount Rate: 80%, no valuation cap.

Closing: The initial Closing will occur as soon as possible after the drafting of definitive documentation. After the initial Closing, the Company may conduct subsequent closings until the offering is fully subscribed or the Company otherwise closes the offering.

Documentation: Counsel to the Company will draft documents using the standard form of discount SAFE from YCombinator.

This term sheet is non-binding and is intended solely as a summary of the terms that are currently proposed by the parties. The parties acknowledge that they neither intend to enter, nor have they entered, into any agreement to negotiate a definitive agreement pursuant to this term sheet. Each party shall be solely liable for all of its own fees, costs and other expenses in conjunction with negotiation and preparation of a final agreement pursuant to this term sheet.