TERM SHEET

TwinCore Technologies, Inc.
(the "Company")

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1. Offering Overview

- **Security Type:** Preferred Stock
- **Price Per Share: $100.00 per share**
- **Minimum Investment: $250,000**
- **Maximum Investment:**
  Investors may purchase **any number of available shares**, subject to Company approval
- **Offering Amount:** Up to $20,000,000.00
- **Closing:** Rolling basis

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2. Preferred Stock Rights

- **Liquidation Preference:**
  1x non-participating preference
- **Conversion Rights:**
  Convertible into common stock at investor option
- **Dividends:**
  Non-cumulative, declared at Company discretion
- **Voting Rights:**
  As determined by the Company

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3. Lock-Up / Holding Period

- Shares must be held for a **minimum of 3 years**
- No sale, transfer, or liquidation during this period

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4. Transfer Restrictions

- Shares are **non-transferable**, except:
    - Upon death of the shareholder (estate transfer permitted)
- Any unauthorized transfer is void

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5. Company Buyback Rights

- After the 3-year holding period:
    - Investor may request to sell shares
    - Company retains **Right of First Refusal (ROFR)**
- Buyback price:
    - Fair Market Value (FMV), or
    - Last financing round price

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6. Use of Proceeds

Funds will be used for:

- TwinCore Technologies Platform
- AI Database infrastructure
- FDA regulatory and clinical validation
- Hospital pilot programs
- Sales and commercialization
- Strategic acquisitions of complementary companies, technologies, or assets that accelerate platform growth

Treasury Management

- The Company may allocate unused capital into:
    - Short-term, liquid, low-risk financial instruments
    - For capital preservation and operational flexibility

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7. Investor Rights

- Quarterly company updates
- Annual financial statements
- Pro rata participation rights in future financing

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8. Anti-Dilution Protection

- Weighted average anti-dilution protection applies

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9. Dividends

- Not guaranteed
- Issued at Company discretion

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10. Governance

- Board of Directors composition determined solely at the discretion of the **Chairman**

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11. Founder & Company Control

- The Company retains:
    - Full ownership of intellectual property
    - Full operational and strategic control
- Investors receive economic participation only

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12. Exit Opportunities

- Acquisition
- Initial Public Offering (IPO)
- Company-led liquidity or buyback programs

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13. Legal & Compliance

- Offering conducted under applicable securities exemptions
- Subject to investor qualification and Company approval

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14. Confidentiality

- All terms are confidential unless authorized by the Company

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15. Non-Binding Nature

- This term sheet is for discussion purposes only and does not constitute a legally binding agreement