

**AI First, Inc.**  
**SEED INVESTOR TERMS SHEET**  
**for the initial launch of the Wiggle Room Advertising App**

**April 15th, 2020**

This agreement (this “Agreement”), sets forth the basic terms relating to the business proposition offered to seed investors in the Wiggle Room Advertising Platform and App.

<p><b>1. THE CORPORATION</b></p>	<p>The corporation named <b>AI First</b>, registered as a Delaware “C” Corporation is the rightful owner of the Wiggle Room Intellectual property (defined in Section 4 - below).</p> <p>AI First is dedicated to building and launching next-generation software programs that leverage artificial intelligence systems and methodologies to gain competitive advantages in the global marketplace.</p> <p>Total Authorized Shares = 10 million</p>
<p><b>2. THE PROJECT</b></p>	<p><b>Wiggle Room</b> – Advertising Platform for popular Social Media sites such as Facebook, YouTube, Snapchat, WeChat and others. Television and search (Google) networks to follow.</p> <p>Consumers are rewarded for watching video ads (within popular sites) without skipping them. Conversion rates (meaning sales or donations) are expected to increase by a multiplier; early tests provide confirmation.</p>
<p><b>3. COMPETITIVE ADVANTAGE</b></p>	<p>Wiggle Room operates within social media sites such as Facebook, YouTube, Snapchat, WeChat and within popular Search Networks (Google) and Television Networks – <b>and not as its own website.</b></p> <p><b>Advertisers drive consumers to their own websites. Wiggle Room appears within popular sites and allows for a single “click” to engage.</b></p> <p>The Wiggle Room App is required to receive or otherwise manage rewards.</p>
<p><b>4. INTELLECTUAL PROPERTIES</b></p>	<p>Initial patent applied for 2012, a second provisional patent applied for in 2019 (84 pages) and a utility to be filed in 2020 (more than 100 pages). More patents to follow.</p> <p>The URL: <a href="http://www.wiggleroom.com">www.wiggleroom.com</a>  Facebook ID: Wiggle Room  Trademark: Wiggle Room</p>
<p><b>5. THE PURPOSE OF WIGGLE ROOM</b></p>	<p>Provide a trusted platform to advertisers to deliver valuable gifts and rewards to users of social media and other popular media platforms.</p> <p>Users asked to watch video ads that are longer than most, however users to be paid for their time and attention.</p>

	<p>Users to be paid (or otherwise rewarded) as long as video ads are not in any way skipped.</p> <p>Wiggle Room App manages gifts, rewards, points and cash.</p> <p>All payments/rewards to be of relatively high notional value. (No gimmicks)</p> <p>Some payments/rewards to be much higher depending on the value proposition.</p>
<b>6. EXPECTED REVENUES IN 5 YEARS</b>	<p>No less than \$100 million in year five by way of sales from 6 business sectors as follows:</p> <ol style="list-style-type: none"> <li>1. Social Media Ad Campaigns</li> <li>2. Direct-to-App Ad Campaigns</li> <li>3. Video Production Assistance</li> <li>4. Sales of Large Data Sets</li> <li>5. Wiggle Room for Search (Google)</li> <li>6. Wiggle Room for Television Networks</li> </ol>
<b>7. GOALS</b>	<p>Between \$500 million to \$1.5 billion in valuation and a sale of the company to large e-commerce corporation</p>
<b>8. HOW IT WORKS</b>	<p>When people are engaged in social media (television or search), ads appear from time to time. The ads that are associated with Wiggle Room provide the user with rewards (as long as video ads are not skipped).</p> <ul style="list-style-type: none"> <li>• User recognizes Wiggle Room ads by way of animated wiggling character</li> <li>• User must download the Wiggle Room App to receive rewards.</li> <li>• Tens of millions of downloads expected within 48 to 72 months</li> </ul>
<b>9. THE FINANCING STRATEGY</b>	<p>First Gibraltar Capital (25% owned by Barclays Bank) to provide \$5 million in company financing <u>after pandemic</u>. Estimated closing date for financing: June 1<sup>st</sup>, 2020, however date could be extended up to 90 days later (depending on the lifting of international restrictions).</p>
<b>10. SEED INVESTMENT STRATEGY</b>	<p>The company to seek seed investors to launch the Wiggle Room platform and App (and run initial promotional campaigns).</p> <p>Two seed financing rounds are envisioned as follows:</p> <ol style="list-style-type: none"> <li>1. April 15<sup>th</sup> - \$100k by way of convertible notes sold offering conversions to shares at \$.10 (ten cents) each</li> <li>2. May 15<sup>th</sup> (if needed) - \$100k by way of convertible notes sold offering conversion to shares at \$.25 (twenty-five cents) each</li> </ol> <p>Note: Minimum investment is \$10k.</p>

<b>11. CONVERTIBLE NOTES</b>	<p>Seed investors to have the option to convert shares into shares of stock by December 31<sup>st</sup>, 2020 or receive money back with 12% interest.</p> <p>Convertible Note Agreement to be provided upon request.</p>
<b>12. Background of Founder, R. Ross Cooper</b>	<p>Founder of numerous companies including Verimatrix, recently sold for approximately \$150 million. Developer of numerous software platforms and systems routinely used by Hollywood Studios, global television networks and the largest of television equipment manufacturers.</p>

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