



Standard ILO Listing

Issued by ILOCX

PREPARED FOR

iLamp Oregon LLC

DATE

8th February 2023

INTRODUCTION

In order for this term sheet to be valid, we must have:

- Conducted conference call
- Reviewed company materials

Once these boxes are ticked, the term sheet will be ready to sign and a listing will be approved, subject to final due diligence.

Things to discuss on the conference call will be:



ILO LISTING DETAILS IN BRIEF

Proposed Date of Initial ILO	30th February 2023
Number of ILO Units in Total Issue	5,000,000
Initial Price of Unit	\$1.00 USD
Total Funds to be Raised	\$5,000,000+ USD
License Length	50 Years
12 Month Projected Revenue	\$10,000,000
Royalty Payment as % of Gross Revenues	10%

This term sheet is based on a funding amount and the revenue figures listed above. The proposed offering would consist of ILO units being issued in exchange for the aforementioned percentage of the company's gross revenue for the next three years. At the end of the third year you would either elect to roll the license, again, under new royalty arrangements, or buy the units back for cash at the current trading price.

A royalty will be due at the end of the first year, which if your projected revenues are achieved we estimate will be:

Royalty: **10%** _____

In this case the ILO would move to the trading platform with an opening price of:

Opening price: **\$1.00** _____

In order to receive royalties, each buyer of the ILO units must qualify their purchase by sharing, or otherwise promoting the underlying premise and marketing message. This results in significant social media exposure for you, which in turn should have a positive impact on your revenue.

Proceeds from ILO sales are booked as revenue but the royalties you pay out are only calculated from the gross revenues generated from your licensed products. Funds you raise from ILO sales are not included in the royalty calculation and can be used in full to grow your company. You must ensure you plan to use all the funds raised in that fiscal year or there will be a tax liability on the effective capital raise.

Reason to list

▶ ILOs are an alternative way to raise capital

ILOs are a way to bring capital into your business in the form of revenues. The ILO unit price is calculated to optimize your product revenues, and pay royalties to your buyers without putting undue pressure on your finances. Your ILO is tailored to you.

Buyers from 144 countries are able to purchase your ILOs on the ILOCX website at the click of a button. You receive funds on the sale of ILOs as they happen, not at the end of a crowdfunding campaign, and not contingent upon whether or not you reach your target. Once the payment gateway release funds, they are available to you, less our fees.

ILOs are a significantly more efficient way to raise funds, there is no equity dilution with the ILO structure.

▶ ILOs increase your sales and your profile

An ILO is dynamic and collaborative. You can build a track record and grow your holder base on the ILOCX, which in turn increases sales and global awareness of your company and its products, technology or service.

A buyer is required to market the company in order to receive a royalty and therefore your buyers directly contribute to sales and the success of the company. Your license holders become your champions, committed to promoting you, under your terms, and their collaboration is rewarded in the form of royalty. Everybody wins.

Your buyers follow your news and progress throughout the year and you can give them the opportunity to participate in any new ILOs issued.

► Transparency, easy to list and maintain

We provide all the tools you need to showcase your company on the website. This prestigious listing on ILOCX makes it easy for you to present your progress clearly and succinctly. An ILO secures existing investor confidence that your company is increasing its transparency and compliance in the revenues markets.

This experience could be of benefit later in coping with the reporting requirements of a company on a big board exchange, but on the ILOCX you achieve it at a lower cost and with more flexibility than other markets.

COMPETITIVE FEES

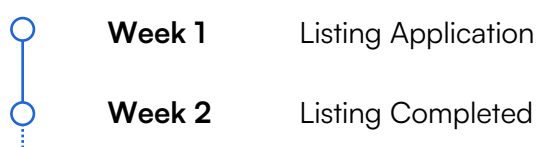
The annual listing fee is \$25,000, broken down into \$5,000 upon signing and \$2,000 per month for 10 months, payable each year for the listing duration.

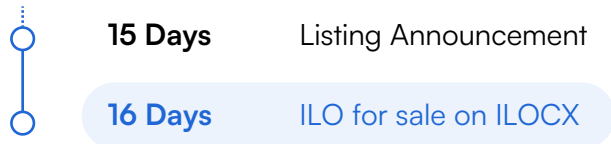
ILO Purchasing Fees are 10% of the Purchase Price of each ILO sold on the Exchange, which includes all payment processing fees and wiring charge. These are the only fees the Exchange will charge.

TIMING MILESTONES FOR LISTING

Upon signature of this term sheet and receipt of the listing fee, the timeline for completing the listing is below.

If information is provided to ILOCX in a timely manner, we expect a listing to take two weeks to complete, with the ILO being announced and listed for sale on ILOCX in the third week.





The Listing Process

The stages of the listing process are:

- 1 **Complete the application pack for review**
- 2 **Provide formal Business Plan and Financial Projections**
- 3 **ILOCX review**
- 4 **Corporate and Legal Due Diligence**
- 5 **Application Finalisation**
- 6 **Listing Approval**
- 7 **Listing Goes Live**

ILOCX will perform a comprehensive review at each stage in the application process and will provide feedback on each section. You will have the opportunity to revise your application through these review cycles.

ILOCX will perform due diligence on the founders, and the products, tech or service of the Company, including, searches, revenue analysis and suitability for a revenue market listing.

All corporate documentation is subject to final approval by ILOCX.

If you do not have a listing agent you may be appointed one, who will provide the Company with sound, fair and impartial guidance and advice during the whole application and throughout the listing. This includes communicating with ILOCX, advising on how to comply with the listing rules, and ensuring that all necessary documents supporting the application for listing are filed with ILOCX

Your company and instructions on how to buy your ILOs will be available at [ILOCX-.com/your-company-name.](https://www.ilocx.com/your-company-name)

Documentation

▶ Application Pack



Details of the Company



Details of the product or service underlying the ILO



The market for the product or service



Milestone & strategy



Revenue information



Competition



Management team



Financial requirements of the Company (including use of proceeds)

▶ Corporate Resolution

The resolution(s) of the board of board of directors, authorising the submission of the application to the ILOCX and executing the following documents:

The Listing Agreement with ILOCX including:

- 1 Agreement to abide by the Rules of the Exchange and the Terms and Conditions, including penalties for failure to comply
- 2 Agreement to report any material change and comply with regular reporting requirements
- 3 Agreement to pay fees promptly
- 4 Warranties as to information disclosed to ILOCX
- 5 The particulars of the ILO

The License Agreement to be executed between the Company and ILO Buyers once the offering is live

Authorisation of the ILO Page, which will be published on the ILOCX website

▶ Director Declaration

An Undertaking from each Director of the issuer including full KYC information.

▶ Listing Advisor Agreement and Declaration if applicable

Agreement with your Listing Advisor and their Declaration that the information provided is accurate.

Agreement

This document confirms the terms and conditions on which ILOCX will represent the Company in its listing, alongside the Company Terms and Conditions as outlined on our website. The Company has granted ILOCX the exclusive right as of the date of execution of this agreement to complete the negotiations for the contemplated transaction herein described, subject to due diligence and contracts. Following the execution of this agreement, the Company and ILOCX will use their respective best efforts to expedite the completion of the transaction.

The company agrees to maintain the confidentiality of ILOCX Processes, including buyers or introduced clients and third parties, except to the extent disclosure thereof may be required by law.

Entire Agreement

The parties hereby acknowledge their mutual agreement to the above terms and their intention to negotiate the contemplated transaction in an expedited manner and in good faith.

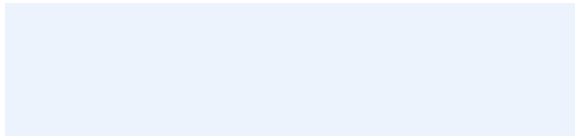
This Full Disclosure Statement represents our current agreement with respect to the subject matter hereof and supersedes any prior agreement or understanding with the respect of such subject matter. If both parties do not execute this term sheet within the next 10 business days then this term sheet will be considered void. By executing this agreement the Company represents and warrants that it has obtained, or within seven (7) calendar days will obtain, the necessary Board of Directors and/or other approvals to cause this term sheet to be duly authorised, executed and delivered by the Company.

Confidentiality

All parties agree to keep this agreement confidential and not distribute it to or discuss it with any third party without the express consent of ILOCX. The company agrees that it will keep the identity of any purchasers or subscribers confidential. The company agrees not to circumvent ILOCX and agrees for the duration of the listing not to contact any parties introduced by ILOCX either directly or through an affiliate or representative, including valid license holders, communication with whom can be conducted via our website.

In respect of any attempt at circumvention of this agreement, ILOCX shall be entitled to seek any and all remedies, fees or compensation equal to those received or committed or agreed to be paid in this agreement governing the transaction between the parties, as well as any loss of expenses and costs related to this transaction.

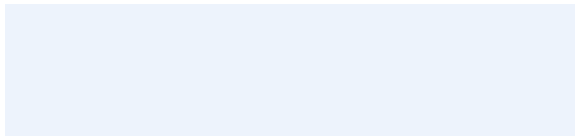
Signed on behalf of ILOCX Ltd:



Edward Fitzpatrick | Director

Date:

Signed on behalf of the Company:



Signature of Authorised Officer

Print Name:

Position with Company:

Name of Company:

ILOCX Bank Information

Account Name	ILOCX USA INC
Account Holder Address	1 Alexander Road KINTNERSVILLE PA 18930 USA

Bank Name	TD Bank
Bank Address	21 Bridge Street FRENCHTOWN NJ 08825 USA

Account Number	4359815798
ABA/Sort Code	031 201 360