



ANSWIR INC.

SAFE Term Sheet

Issuer:

Answir Inc., a corporation incorporated under the laws of Canada, and a wholly owned subsidiary of Meadowbank Strategic Partners Inc. (the "Company")

Offering:

Up to \$500,000 CAD in aggregate principal amount through the issuance of Simple Agreements for Future Equity ("SAFE").

1. Instrument

This SAFE is not debt, bears no interest, has no maturity date, and has no repayment obligation.

2. Valuation Cap

\$5,000,000 CAD pre-money valuation cap. Upon a qualified equity financing, the SAFE will convert into equity at the lower of (i) the price implied by the valuation cap or (ii) the price per share of the qualified financing.

3. Discount

A 10% discount to the price per share paid by investors in the Company's next qualified equity financing. Upon conversion, the SAFE will convert at the more favorable of (i) the discounted price or (ii) the price implied by the valuation cap.

4. Minimum Investment Amount

\$25,000 CAD per investor. The Company may accept investments as low as \$10,000 CAD at its sole discretion.

5. Conversion Events

- a) Qualified Equity Financing: Upon the Company's first bona fide equity financing, the SAFE will automatically convert into the same class of equity issued, subject to the valuation cap.
- b) Liquidity Event: Upon a liquidity event, the SAFE holder may elect to receive either (i) cash equal to the original investment amount or (ii) the amount payable had the SAFE converted immediately prior to the event.

6. Rights Prior to Conversion

SAFE holders have no voting rights, dividend rights, information rights, board representation, or protective provisions prior to conversion.

7. Use of Proceeds

Funds will be used for general corporate purposes, including product development, AI model training, infrastructure, sales, marketing, customer acquisition, and working capital.

8. Transfer Restrictions

The SAFE may not be transferred without the prior written consent of the Company, except to affiliates or for estate planning purposes.

9. Governing Law

Province of Alberta and the federal laws of Canada applicable therein.

10. Non-Binding

This term sheet is non-binding and intended solely as a summary of principal terms. Final terms will be set out in definitive SAFE documentation.

11. U.S. Securities Law Matters

The SAFE and the securities issuable upon conversion thereof will be offered and sold in reliance on exemptions from registration under applicable Canadian and United States securities laws, including Regulation D under the U.S. Securities Act of 1933. Investments by U.S. Persons will be limited to accredited investors, and the Company reserves the right to accept or reject any investment to ensure compliance with applicable securities laws.

12. Right to Modify Terms

The Company reserves the right to offer modified economic terms to certain investors based on investment size and/or strategic value.