

**TERM SHEET  
FOR CONVERTIBLE NOTE FINANCING OF  
HARRIS FARMS HOLDINGS  
March 7, 2024**

This Term Sheet summarizes the principal terms of the convertible note financing of Harris Farms Holdings, LLC, a Wyoming limited liability company (the “**Company**”). No legally binding obligations will be created until definitive agreements are executed and delivered by all parties. This Term Sheet shall be governed in all respects by the laws of Utah.

**NOTE FINANCING:**

<i>Issuer:</i>	Harris Farms Holdings, LLC., a Wyoming limited liability company.
<i>Security:</i>	Convertible Notes (the “ <b>Notes</b> ”) convertible into Class A Membership Units (the “ <b>Class A Units</b> ”) on the terms and conditions set forth therein.
<i>Financing Amount:</i>	Convertible notes in the aggregate principal amount of \$1,500,000 (the “ <b>Financing Amount</b> ”) from new investors of the Company (the “ <b>Noteholders</b> ”).
<i>Minimum Initial Close:</i>	Rolling raise after initial close with 6 months to complete the raise.
<i>Minimum Investment Amount:</i>	\$100,000 (less may be accepted at the discretion of the company)
<i>Closing Date:</i>	On or about April 31, 2024.
<i>Conditions to Closing:</i>	Standard conditions to close, which shall include the execution of Notes containing the terms set forth in this Term Sheet.
<i>Use of Proceeds:</i>	The Company will use the proceeds to partially fund the acquisition of land and general development costs for design, engineering, and entitlement of the Harris Farms Neighborhood Development necessary to bringing the project to commercial bankability.

## **CONVERTIBLE NOTE TERMS:**

- Interest:* Interest will accrue on the principal amount of each Note at a simple interest rate of 10% per annum, which accrued interest will be added to the principal amount of the Note for purposes of determining the applicable conversion amount.
- Conversion Events:* The principal amount plus accrued interest on each Note is voluntarily convertible into equity securities of the Company any time prior to the Maturity Date (a “**Maturity Conversion**”).
- Maturity Date:* The one (1) year anniversary of the date of the issuance of each such Note (the “**Maturity Date**”).
- Conversion Price:* \$6,000.00 per Class A membership unit.
- Prepayment:* The Company may prepay the principal or accrued interest on the Notes.
- Security Interest:* The Notes will be general unsecured obligations of the Company.
- Priority:* The Notes will be subordinate in right of payment to all current and future indebtedness of the Company for borrowed money to banks, commercial finance lenders or other institutions regularly engaged in the business of lending money (whether or not such indebtedness is secured).
- Amendment:* The Note may only be amended or waived by the mutual consent of both the Company and the Noteholder.
- Accredited Investors:* The Note Financing is only open and available to “accredited investors” as defined by the Securities and Exchange Commission from time to time.