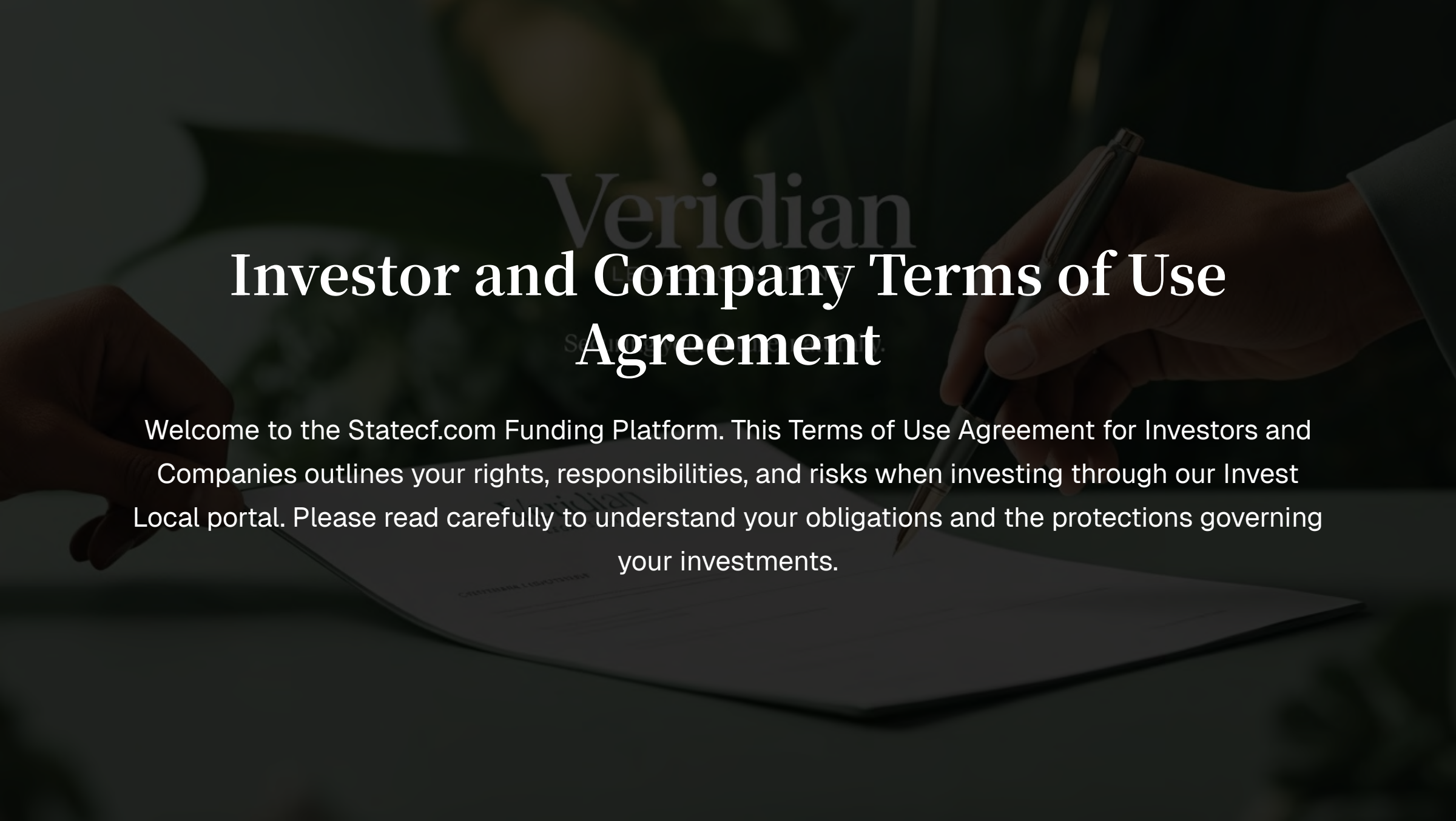




Veridian Investor and Company Terms of Use Agreement

Welcome to the Statecf.com Funding Platform. This Terms of Use Agreement for Investors and Companies outlines your rights, responsibilities, and risks when investing through our Invest Local portal. Please read carefully to understand your obligations and the protections governing your investments.

Introduction and New Account Agreement

By opening an account with Statecf.com, you agree to this Agreement, which governs all transactions, products, and services on our platform. If you do not accept these terms, please do not apply.

- Statecf.com may modify or terminate this Agreement at any time.
- Certain account features are provided by third parties, including Sprowtt Inc .
- Your click on "I AGREE" constitutes your legally binding electronic signature.
- Please review the platform regularly for updates to terms and services.

By maintaining your Statecf.com account without objection, you accept all updates and agree to be legally bound by them.



For assistance, contact support@Statecf.com.

Florida Invest Local Exemption (517.0612)

The Florida Invest Local Exemption (Statute 517.0612) allows Florida-based companies to raise up to **\$500,000** by offering securities directly to Florida residents without full *SEC registration*. This streamlined process helps small and emerging businesses efficiently access local investment capital.

Investor Protections

- **Investment Limit:** Individuals may invest up to **\$10,000**, except accredited investors, who may contribute higher amounts.
- **Three-Day Rescission:** Investors have a **three-day** period to cancel their investment without penalty.
- **Mandatory Disclosures:** Issuers must provide clear, comprehensive disclosures outlining risks, terms, and relevant details.

Issuer Requirements

- Only companies headquartered in Florida qualify.
- Raised funds must be held in escrow until the financing goal is reached to protect investors.
- The offering must close within **180 days** of the first sale; otherwise, the exemption may be voided.
- Issuers must conduct offerings solely through a written agreement via the Investor Portal, agreeing to Statecf's disclosure terms and Invest Local offering conditions.

Key Disclosures: Securities offered under this exemption are **not registered** with the SEC or Florida's Office of Financial Regulation and may be subject to resale restrictions that limit liquidity. Investors should thoroughly review all offering materials and fully understand the investment's nature.

- ❑ **Investor Right to Rescind:** Investors have a **three-day** period after purchase to rescind their investment without penalty, allowing time to reconsider their decision.



Compliance and Operational Requirements

This section outlines essential statutory provisions from Florida Statutes 517.0613 through 517.0616 that establish investor protections and operational standards under the Invest Local Exemption. These provisions address offering aggregation, solicitation limits, disqualification criteria, enforcement measures, and mandatory filings with the Florida Office of Financial Regulation.

1. Offering Integration (517.0614)

Offerings made within a specified time period are combined and treated as a single offering to prevent issuers from circumventing fundraising limits by dividing capital raises into smaller amounts.

2. Solicitation Restrictions (517.0615)

Only authorized communications are permitted when soliciting investments. Promotional materials must comply with disclosure and content standards to ensure transparency and fairness.

3. Disqualification Criteria (517.0616)

Individuals or entities with prior securities violations or legal disqualifications are barred from using this exemption, protecting investors from non-compliant issuers and intermediaries.

4. Consequences for Non-Compliance (517.0613)

Issuers or intermediaries who fail to comply with regulatory requirements—including disclosures, deadlines, and filings—may lose exemption eligibility, face legal penalties, grant investors rescission rights, and trigger enforcement actions.

5. Mandatory Filing Requirements

Issuers must submit all required documents and notices to the Florida Office of Financial Regulation to maintain exemption status. Timely and accurate filings support regulatory oversight and investor protection.

Note: Adhering to these requirements ensures lawful fundraising under the Invest Local Exemption while safeguarding issuers and investors alike.

Additional Operational Requirement: Within the Investor Portal account setup, the issuer may conduct offerings only through a written agreement with StateCF, which includes disclosure of the terms and conditions for the Invest Local offering.



Key Definitions & Account Structure



Account

Your individual or joint StateCF.com account, used for investment activities. Account types include individual accounts for single users and joint accounts for two or more individuals. To open an account, you must complete registration, verify your identity, and comply with regulatory requirements. Account holders must maintain accurate information, protect access credentials, and follow the Terms of Service. Secure login protocols safeguard account access. To close an account, follow platform procedures and settle any pending transactions. Account holders are responsible for keeping records of all transactions, statements, and communications related to their accounts.



Available Funds

Available funds are the cash balance in your account, excluding unsettled purchases and pending credits. These funds are fully settled and accessible for new investments or withdrawals. Settlement times vary by transaction type; funds remain on hold until cleared by the involved financial institutions. Withdrawals follow StateCF.com's verification and security procedures. Pending transactions or holds, such as recent deposits or securities sales, are excluded until fully processed.



Escrow Account Service Provider

Under Invest Local rules, using an escrow service provider is not always required. When one is used, it must be an authorized third-party firm, such as an FDIC-insured bank, responsible for securely holding investment funds and managing escrow and banking services. This safeguards compliance with regulatory standards and protects investors.



Invest Local Offering

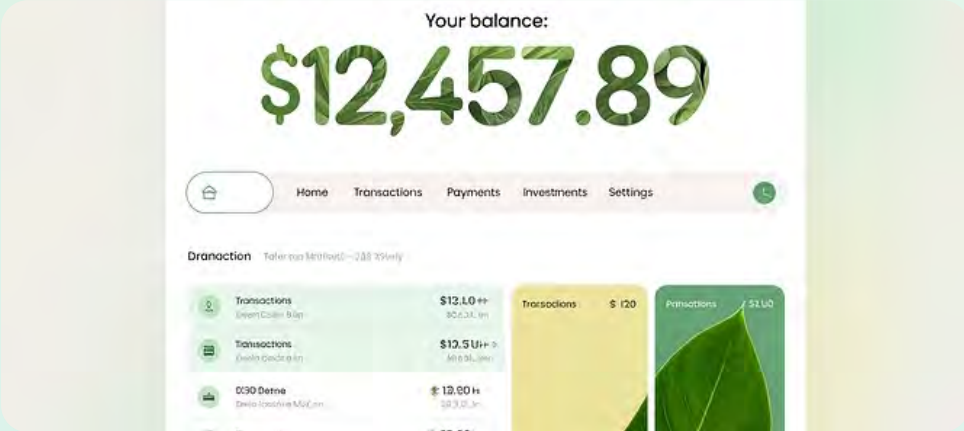
An Invest Local Offering is a securities offering conducted through StateCF.com that fully complies with federal and state regulations designed for local investments. These offerings qualify by meeting provisions in securities laws, including exemptions tailored to intrastate offerings.

The governing framework includes the Securities Act of 1933 and applicable Florida statutes. Issuers must satisfy disclosure and eligibility standards. Investor participation is typically limited to residents of specified geographic regions and subject to investment caps to protect non-accredited investors.

Issuers must conduct thorough due diligence and disclose all material information, including financial statements, risk factors, use of proceeds, management background, and ownership structure. The investment process includes investor qualification, commitment of funds into escrow (if applicable), and adherence to prescribed offering closing timelines.

Risks involve limited liquidity, potential business failure, and resale restrictions on securities not registered for public trading. Investors should carefully evaluate these risks, along with their statutory and contractual rights, before investing.

Liquidity is limited, as secondary market transactions may be restricted or prohibited for a specified period, limiting premature exit options.



Note: Cash balances are not FDIC-insured and are subject to the terms of this agreement.

Within the Investor Portal account setup, issuers may only conduct offerings through a written agreement with StateCF.com, disclosing the terms and conditions of the Invest Local Offering.

Account Provisions & Investor Obligations



Accurate and Current Information

Provide truthful, up-to-date information and notify Statecf.com within 30 days of any changes.



Fees and Minimum Balances

Pay all fees, commissions, and taxes promptly. Maintain required minimum balances.



Joint Account Responsibility

All account holders share equal liability. Disputes may result in account restrictions.



Stop Payment Requests

Submit complete and accurate details for stop payment requests. Applicable fees may apply.



Fraud and Loss Reporting

Report fraud or losses promptly to law enforcement and Statecf.com. Fully cooperate with investigations.

Indemnification: You agree to indemnify and hold Statecf.com harmless against losses arising from payment processing or stop payment requests.

Electronic Delivery, Cancellations & Additional Terms

Consent to Electronic Delivery

By using Statecf.com, you consent to receive all account communications electronically. Please check the platform regularly for updates.

Investment Cancellation Policy

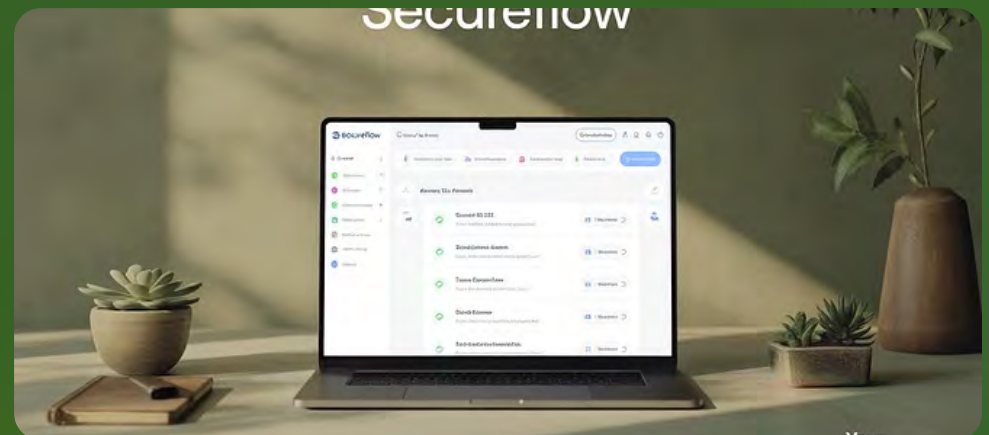
You may cancel your investment up to 48 hours before the offering deadline. Any significant changes to the offering require your reconfirmation.

Compensation Disclosure

Promoters must disclose all compensation received. Sprowtt Inc. DBA Statecf may charge issuers fees up to 6% on certain transactions for use of its software platform, as detailed in the offering documents.

Governing Law and Electronic Signatures

This agreement is governed by Florida law. Electronic signatures hold the same legal weight as handwritten signatures. Clauses on severability and assignment apply as specified.



Thank you for choosing Statecf.com. To finalize your agreement, please print your name, sign, and date within the Investor Portal account setup. Issuers may conduct offerings only through a written agreement with Statecf, disclosing the terms and conditions of the Invest Local offering.