

**TERM SHEET**  
**HyperSciences, Inc.**  
**Convertible Promissory Note Offering**  
**July 2025**

The following is a summary of the contemplated principal terms with respect to the sale of 10% Convertible Promissory Note, as described below, by HyperSciences, Inc., (dab General Hypersonics Corp) a Delaware corporation (the “**Company**”) . This summary of terms is preliminary and does not constitute a legally binding obligation and the terms of the final documents could vary from this summary. You should not rely on this summary, but instead read the definitive final documents. Any legally binding obligation will only be made pursuant to definitive agreements to be negotiated and executed by the parties.

**Type of Security being Sold:** The Company is offering (the “**Offering**”) up to a maximum of \$5,000,000 (the “**Maximum Amount**”) of its 10% Convertible Promissory Notes (the “**Notes**”).

**Anticipated Closing Date:** The Offering will close on a rolling basis commencing, on or about July 15, 2025, and will continue thereafter until the Maximum Amount has been raised or the Company decides to terminate the Offering in its sole discretion.

**Size of Offering:** A Maximum Amount of \$5,000,000. The Company reserves the right, without notice to or consent from any investor, to increase the number of **Notes** offered in the Offering by 20% if this Offering is oversubscribed.

**Maximum Offering:** \$5,000,000

**Minimum Investment:** \$20,000, subject to waiver at the sole discretion of the Company.

**The Note Interest:** The interest on each Note shall accrue, beginning from the date of issuance, at an interest rate of 10% per annum. Interest on the outstanding principal balance of each Note shall be computed on the basis of the actual number of days elapsed and a 365- day year. Interest shall accrue on each Note until the earlier of the Conversion (as defined below) of such Note and the Maturity Date and shall, at the Company’s sole option, be paid in cash or shares.

**Maturity Date:** Two years from the date of the Note.

**Automatic Conversion:** The note will automatically convert into company stock upon the occurrence of any of the following events:

- o **Qualified Financing:** Conversion occurs if the company raises at least \$5 million in a qualified equity financing. The note converts at 75% of the lowest price per share paid by other investors in the financing.
- o **IPO:** In the event of an IPO, the note converts at 75% of the IPO price per share.
- o **Sale of the Company:** In the event of a sale or merger, the note converts at 75% of the price per share in the sale transaction.
- o **Non-Qualified Conversion:** If no Conversion Event occurs by the maturity date, the note automatically converts at a price determined by a pre-money valuation of \$105 million, as determined by majority holders.

A Public Offering utilizing Form 1-A or S-1, and (ii) files a Form 8-A, then, subject to the terms and conditions of such Form 8-A, each investor may elect to exchange and cancel their Note (a “**Conversion**”), and the Company shall issue and sell to

such investor a number of shares of the Company's common stock, par value \$0.0001 (the "**Equity Securities**"), equal to the quotient, rounded to the nearest whole number, of (i) the sum of (A) the total principal amount then outstanding on such investor's Note *plus* (B) the total accrued interest then outstanding on such investor's Note, *divided by* (ii) the product of (A) 0.75 *multiplied by* (B) the price per share at which the Equity Securities were sold in such Public Offering. An investor can elect to make a partial conversion of a Note in which case common stock will be issued for the part of the Note cancelled and a new Note will be issued for the balance owed. Example: If investor chooses to convert \$100,000 in Notes and the price per common stock is \$10, then the investor would own 13,333 shares for the principal of the Notes due to the 25% discount.  
(\$100,000/(\$10\*.75))

**\$150M CAP**

The equity will convert at no more than a \$150,000,000 Valuation of the company post-money for the conversion of this note.

**Prepayment:**

The Company may prepay this Note in whole or in part at any time; provided that any payment made to the investors with respect to the Note that is not a full payment of the total principal amount and accrued interest then outstanding on all of the Notes shall be made pro rata to each investor based on the total principal amount and accrued interest then outstanding on such investor's Note.

**Registration Rights:**

The common shares to be issued upon conversion of the Notes shall not be registered upon issuance and are subject to Rule 144 holding period, however they shall have piggy back and other registration rights with regard to future registrations of the Company's securities pursuant to the Securities Act but not including the Company's anticipated offering pursuant to Regulation A utilizing Form 1-A or registrations on Form S-4 or Form S-8.

**Equitable Adjustments:**

The conversion price of the Notes will be equitably adjusted for any forward or reverse stock split, stock dividend or recapitalization affecting the Company's common stock.

**Investors:**

The Notes will be sold only to accredited investors within the meaning of the Securities Act pursuant to the exemption from the registration requirements of the Securities Act provided by Rule 506(c) of Regulation D promulgated under the Securities Act.

**Use of Proceeds:**

The Company intends to use the proceeds for all or a portion of the financing for marketing, working capital and for general and corporate expenses.

TESTING THE WATERS: HyperSciences, Inc. is "Testing the Waters" under Regulation A under the Securities Act of 1933. This process allows companies to determine whether there may be interest in an eventual offering of its securities. HyperSciences, Inc. is not under any obligation to make an offering under Regulation A. No money or other consideration is being solicited in connection with the information provided, and if sent in response, will not be accepted. No offer to buy the securities can be accepted and no part of the purchase price can be received until an offering statement on Form 1-A has been filed and until the offering statement is qualified pursuant to Regulation A of the Securities Act of 1933, as amended, and any such offer may be withdrawn or revoked, without obligation or commitment of any kind, at any time before notice of its acceptance given after the qualification date. Any person's indication of interest involves no obligation or commitment of any kind. The information in that offering statement will be more complete than the information HyperSciences, Inc. is providing now and could differ materially. You must read the documents filed. No offer to sell the securities or solicitation of an offer to buy the securities is being made in any state where such offer or sale is not permitted under the "blue sky" or securities laws thereof. No offering is being made to individual investors in any state unless and until the offering has been registered in that state or an exemption from registration exists therein.

