

**Moleculera Labs, Inc.**  
**Draft Summary of Terms and Conditions of**  
**2018 Convertible Note**

*This Summary of Terms and Conditions describes the principal terms of a proposed private placement of securities. No investor shall have any obligation or commitment to make any investment unless and until a definitive agreement is entered into between the Company and such investor with respect thereto.*

<b>Issuer</b>	Moleculera Labs, Inc., a Delaware corporation (the “Company”).
<b>Total Investment</b>	\$1,000,000 Maximum, \$100,000 Minimum.
<b>Type of Securities</b>	Convertible promissory notes (the “Notes”) having the terms described below <ul style="list-style-type: none"><li>• 8% simple interest accrued and converted into the next Qualified Financing</li><li>• 20% discount into the next Qualified Financing</li><li>• 30% warrant coverage priced at \$1.00/share for 10 years from the date of issuance</li></ul>
<b>Maturity</b>	Unless earlier converted, the entire balance under the Notes shall be due and payable upon (a) 36 months from the initial closing or (b) the time at which the balance is due and payable upon an Event of Default (as defined below) (such earlier time, (the “Maturity Date”).
<b>No Prepayment</b>	Except with regard to the conversion of the Notes, the Company may not pay any of the balance under the Notes before it becomes due.
<b>Conversion</b>	Conversion in next Qualified Financing. Upon the Company’s next sale of its preferred stock in a single transaction or in a series of related transactions, in each case occurring on or before the Maturity Date, for an aggregate gross purchase price paid to the Company of no less than Five Million Dollars (\$5,000,000), excluding the principal amount of and accrued interest or any other amounts owing on all Notes converted in such sale (the “Qualified Financing”), the entire balance then outstanding under each Note shall automatically be cancelled and converted into shares of the Company’s capital stock at a conversion price equal to 80% of the price per share agreed to in the Next Financing.
<b>Qualified Financing</b>	A financing with at least \$5,000,000 in proceeds to the Company
<b>Investors</b>	Accredited Investors as defined by the U.S. SEC.

**Use of Proceeds** For clinical trial studies, additional marketing and sales activities and general operations.

**Closings** An initial closing of this transaction is expected to take place on August 15, 2018 or as soon thereafter as all conditions to closing have been satisfied.

**Documentation** The Notes will be issued pursuant to a series of Convertible Promissory Notes. The terms of each Note may be amended or waived with the written consent of the Company and the holders of Notes representing at least a majority of the aggregate principal balance under all the Notes then outstanding.

**Non-binding** This Summary of Terms and Conditions is not a binding commitment but an expression of intent to complete a transaction substantially along the lines outlined.

**Acceptance**

The Company acknowledges that no Participating Investor shall have any obligation or commitment to make any investment in the Company unless and until a definitive agreement is entered into between the Company and such investor with respect thereto, and that the Participating Investors shall have the right to terminate, in their sole discretion, all negotiations with respect to the investment contemplated by the foregoing Summary of Terms and Conditions.

Moleculera Labs, Inc.

Participating Investor

By \_\_\_\_\_

By \_\_\_\_\_

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_