

PROPOSAL



ramp^{rate}[™]

ADVISORY SERVICES FOR
OJAI ENERGETICS
February 7, 2020

PREPARED BY
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ADVISORY SERVICES

Ojai team,

Thank you for considering RampRate's sourcing and advisory services. This proposal will outline the scope and commercial terms of our proposed engagement. Upon acceptance, RampRate will create a formal MSA and SOW for your final review and signature. Acceptance of this document is not a binding commitment and there is no obligation from either party until the full SOW and MSA are fully executed.

Based on our discussion last week, it's clear that we may have many areas of potential collaboration. To help us refine these discussions, this proposal includes the complete menu of services that we have both under our general advisory retainer program as well as one-off projects for strategy research and sourcing that we provide to our startup advisory clients at a reduced rate vs. what we charge typical enterprise clients.

We look forward to working through next steps for supporting Ojai's growth with your team.

Best regards,

RampRate Team

Advisory Services RampRate Will Provide To Ojai:

Company will provide a 12-month engagement covering 5 major areas:

- 1) General Consulting and Planning
- 2) Strategic Business Development
- 3) Ecosystem Development
- 4) Marketing
- 5) Capital Raise Assistance

Additionally, Company will provide Growth Strategy Research and Sourcing Advisory projects on an ad hoc basis under separate SOWs at a discounted rate to all advisory clients.

The engagement will cover the following steps, with some being performed concurrently or in different order:

- **Project Planning:**
 - Meet with Client team to review project objectives, process, available data, and target outputs to ensure fit to Client's intent for the project
 - Develop a detailed timeline including prioritization of specific efforts and deliverables
 - Agree on working dynamics such as preferred communication channels, regular calls, etc.
- **Data Collection:**
 - Develop a list of documents and information needed from the Client during the engagement (collectively, "Data"), including:
 - Documents (e.g. white paper, marketing materials)
 - Specific information / data points to be collected via written questionnaire and/or phone interview with Client team members (e.g. target strategic relationship targets)
 - Work with Client to identify sources of Data and coordinate with Client team members to ensure timely delivery
 - Collect Data
 - Verify Data for internal consistency and resolve any questions with Client
- **General Consulting & Planning**
 - Develop a list of steps needed to launch a scalable business in the Client's target market (e.g. legal, partnership, marketing, PR, web development, IP protection, PEO, etc.)
 - Identify gaps in that list that need external resources
 - Pre-qualify potential resources for identified needs
 - Introduce resources to Client and assist in negotiating a project contract
 - Work with Client to identify needs for services such as marketing / PR, legal, and others
 - Identify reputable providers and validate their fit for Client's needs
 - Introduce providers to Client and assist in negotiating a services contract

- **Strategic Business Development**

- Identify top 4 strategic relationship targets on the supply side (e.g. technologies important to integrate into the platform) or buy side (e.g. prospective alpha / beta customers)
 - For each target, customize Client's pitch & approach strategy to match target's mission, business plan, and culture
 - For each target, identify the most appropriate contact(s)
 - Prioritize targets based on prominence and likelihood of success
- Engage with up to 3 prospective targets each month with customized pitch & insight into organizational philosophy
 - Reach out via social networks & shared contacts to create a warm intro where possible
 - Create interest through both Client projects and other RampRate work
 - Introduce to Client using pre-planned custom marketing narrative created by Client
 - Advise Client during direct conversation
 - Make meaningful progress to a signed partnership document
- Identify at one prominent target relationship and expedite previous steps for this target
 - If there are stumbling blocks, identify backup targets and parallel process a similar effort for them to ensure at least one announcement is made
- Develop a sales channel

- **Ecosystem Development**

- Recommend entrepreneurial and community & industry organizations to connect with potential partners, investors, advisors, employees, etc.
 - Identify path to membership in both open and closed organizations
 - Assist in applying or making personal connections to obtain membership
- Assist Client with forming an official Advisory Board of industry professionals and executives.
- Identify and recruit advisors
 - Formal advisory board members
 - Network of non-vested mentors that are interested in the idea and mission and want to help it succeed
- Identify and recruit other consulting companies with specific domain expertise

- **Marketing**

- Review and comment on existing marketing materials
- Develop a social responsibility message
 - Identify metrics / quantitative targets to support it
 - Identify organizations that can help elevate the message and work to partner with them
- Public Relations – provide introductions to potential partner firms
- Identify market influencers (analysts, publications, etc.)
 - Develop influencer marketing strategy
- Develop strategic sponsorship strategy (events, parties, conferences / conventions, etc.)

- Review Client-created list of target events
 - Work with Client to agree on a budget
 - Prioritize by prominence, link to strategic partner strategy into
 - Events to attend
 - Events to sponsor or exhibit at
 - Potentially events to create and run
 - For closed events, facilitate introductions to event organizers
 - Negotiate more favorable terms for participation in events
- **Capital Raise Assistance** (RampRate is not an investment banker or financial advisor; all services are provided to assist with marketing, positioning, and partner development only. Client and its licensed financial advisors remain solely responsible for any fundraising)
 - o Advice on preparation of Technical Due Diligence materials conducted by an experienced professional
 - o Participate with advisory board on refining an Equity Strategy and Token listing strategy
 - o Subject to RampRate's approval of Client's readiness, introduction to venture capital sources (including corporate & Silicon Valley)
 - **Growth Strategy Research** (each specific project to be defined under separate SOW)
 - o Client executive & ecosystem strategy alignment
 - Identify key internal and closely-aligned stakeholders (executives, board members, advisors, closest partners)
 - Interview stakeholders to find consensus and disagreements on market opportunity, product roadmap, rollout strategy, and other strategic issues
 - For areas of disagreement, build alternative / competing hypotheses that could be adjudicated by data & research
 - Obtain agreement from the relevant parties on the alignment roadmap using research studies to refine and finalize the strategic roadmap
 - o Competitive & comparable company analysis
 - Build a taxonomy of segments / markets that are either competitive or comparable to Client's current & future roadmap
 - Identify up to 50 companies per segment to research
 - Using publicly available data, collect up to 30 datapoints per company such as size, location, product set, go to market strategy, investment levels, etc.
 - Using Client-provided weighting criteria, identify up to 10 top competitors or comparable companies per segment
 - Build in-depth profiles of each of these competitors / comparables
 - o Market sizing & opportunity research
 - Review analyst reports and economic studies of past & future performance
 - Create a normalize aggregated consensus forecast of overall market size
 - Where possible, narrow the forecast to target segment or opportunity
 - Reconcile with bottom-up financial projections as needed

- o Partner / enterprise customer phone surveys
 - Create a set of hypotheses and potential products / services to be evaluated
 - Define sets of audiences (e.g. manufacturers, service providers, distributors, resellers, etc.) that would need to be part of the supply or distribution chain
 - Define a qualitative questionnaire to measure receptivity of these audiences to the default roadmap and potential alternatives
 - If needed, define sample recruitment & incentive strategies
 - Conduct 30 minute phone surveys with relevant stakeholders
 - Identify hypothesis confirmation and strategy advice based on this input
- o Consumer focus groups
 - Create a set of hypotheses to be tested
 - Define locations or consumer segments to be researched
 - Lead recorded focus group discussions using certified moderators
 - Summarize outcomes and provide recordings (with translations for non-English language focus groups)
- o Quantitative Web surveys
 - Define and validate target segmentation, including geographic, demographic, psychographic, etc.
 - Engage a sample recruiting firm to identify sufficient respondent counts or refine the segmentation criteria
 - Define a 15-30 minute web questionnaire
 - For each segment, collect a minimum of 125 qualified responses
 - Manage data collection, confirm data integrity, and aggregate results
- o Strategy Recommendations
 - Based on the research conducted above, create a set of strategic recommendations for product development, go-to-market, competitive strategy or other issues as defined in the strategy alignment phase
 - Obtain buy-in from the executive team and ecosystem on updated business plan and roadmap or obtain additional data to resolve outstanding issues
- **Sourcing Advisory** (each specific project to be defined under separate SOW)
 - o Assess technical needs that require outsourced solutions
 - Identify pool of potential / current suppliers
 - Operate quoting process and supplier assessment
 - Redline finalist contracts (this is not legal review)
 - Assist with implementation and mediate issues with suppliers
 - o Assess existing technical outsourcing contracts
 - Identify any that can be improved in terms of rates, contract terms
 - Work with existing suppliers to achieve these improvements
 - If needed, conduct sourcing to increase leverage
 - Measure changes made and financial impact



- **Project Conclusion & Follow Through:**

- Create a report of work performed and impact achieved
- Review whether an extension is necessary
- Provide support for up to 3 months for any in-progress partnership discussions or contracts being negotiated as of the project end date
- Provide one year's support for disputes arising from any relationship facilitated during this project

Fee Summary

RampRate's fees are composed of the following elements listed in the Fee Table below:

Type of Fee	Invoicing
Project Fee: US\$X	<p>\$X per month, invoiced at the beginning of each month during the initial 12 month engagement.</p> <p>Invoices payable upon Client obtaining at least \$X in external funding for the Client. If this funding is not obtained within 90 days of the project start, the project may be suspended until funding is obtained. After acquiring funding, all past invoices become immediately due and subsequent invoices are due within 5 days of receipt.</p> <p>Should Client obtain additional funding, Parties will meet to discuss acceleration of project goals and additional monthly investment, to be documented in a separate Change Order as mutually agreed.</p>
Success Fees: X% of revenue or investment value generated pursuant to introductions made by Company, payable in cash, with up to 50% convertible to additional equity at the then current valuation at Company's option	Company shall register each lead or contact with Client. Unless explicitly rejected by Client due to pre-existing relationships or other considerations, all subsequent revenue or investment from that lead or contact shall be considered subject to Success Fees.
Token Compensation: Should Client issue cryptocurrency tokens, Company will receive X% of the tokens issued	Tokens to be transferred within 30 days of the effective date of this Agreement or upon issuance, whichever is earlier.

Equity award and equity vesting – X% of equity in the company	X% of the shares shall be vested at the commencement of the project and the other X% at the end of the initial engagement. Additionally, RampRate shall receive rights of first refusal for investment at each round of up to 10% of stock.
Sourcing Advisory Fees RampRate will develop a specific SOW for each sourcing engagement with up front project fees that are refundable upon receipt of supplier referral payments for new sourcing; and savings-driven fees for optimizing existing contracts	To be defined in the respective SOW

Major Responsibilities of Each Party

- Your team's responsibilities include: (1) signing an authorization letter for us to work with suppliers on your behalf (2) complying with our rules of engagement (3) providing data promptly (4) keeping RampRate data confidential (5) acceptance / rejection of all deliverables within 2 weeks (6) not circumventing the process or performance-based fees
- Our team's responsibilities include: (1) full transparency & regular status updates (2) soliciting your approval for negotiation strategies (3) not acting on your behalf unless authorized (4) objectivity in supplier recommendations (5) resourcing the project commensurate with effort needed to complete it in a timely manner (6) keeping your data and our other clients' data confidential (7) resolving any disputes that arise out of a contract we negotiate for its full term.

Approved for Delivery of Formal SOW

Signature	Print Name	Title	Date
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