

TERM SHEET

CITYCHEERS MEDIA CORPORATION

SALE OF COMMON STOCK

CONFIDENTIAL

This Term Sheet summarizes the principal terms and conditions set forth for the Investor's Common Stock purchase of CITYCHEERS MEDIA CORPORATION (the "Company") a California corporation. This Term Sheet is intended solely as a basis for further discussion and is not intended to be and does not constitute a legally binding obligation, except as provided under "Confidentiality" below. No other legally binding obligations will be created, implied, or inferred until a document in final form entitled "Stock Purchase Agreement" is executed and delivered by both parties. Without limiting the generality of the foregoing, it is the parties intent that, until that event, no agreement shall exist among them and there shall be no obligations whatsoever based on such things as parole evidence, extended negotiations, "handshakes," oral understandings, or courses of conduct (including reliance and changes of position), except as provided under "Confidentiality" below.

The Company and the Investors are discussing a private placement of shares of Common Stock on the following terms:

Issuer	CityCheers Media Corporation
Investors/Amount of Investment:	Up to <u>\$6,000,000.00</u> (six million USD)
Type of Security:	Shares of the Company's Common Stock
Number of Shares:	Up to 1,500,000 shares of Common Stock
Price Per Share:	\$4.00 per share ("Original Purchase Price")
Capitalization:	Company's capital structure (fully diluted) before and after closing is set forth below. (Ownership percentages are rounded)

Security Type	Pre-Financing No. of Shares	%	Post Financing No. of Shares	%
American Indoor Advertising, Inc.	6,882,422	33.7%	6,882,422	31.4%
Founders - Winston Jaeb	3,500,000	17.1%	3,500,000	16.0%
Founders - Friends and Family	1,797,000	8.8%	1,797,000	8.2%
Employee Pool - Options	1,704,898	8.3%	1,704,898	7.8%
Advisory Board - Options	951,121	4.7%	951,121	4.3%
2019 Funding	1,212,000	5.9%	1,212,000	5.5%
2020 Funding	639,668	3.1%	639,668	2.9%
2021 Funding	333,333	1.6%	333,333	1.5%
2022 Funding	1,306,696	6.4%	1,306,696	6.0%
2023 Funding	697,833	3.4%	697,833	3.2%
2024 Funding	823,250	4.0%	823,250	3.8%
2025 Funding	582,500	2.9%	582,500	2.7%
The Offering			1,500,000	6.8%
	20,430,721	100.0%	21,930,721	100.0%

Use of Proceeds:	The proceeds from the sale of the Common Stock will be used to complete the major POS system integrations, activate the POS Vendors, Dealers and ISO Resellers, service debt and provide the Company with working capital.
Registration Expenses:	All registration expenses to be borne by the Company and will also include any trademarks, patents, securities and registrations.
Confidential Information and Non-Disclosure Statements	The Company and Purchaser will enter into a Non-Disclosure Agreement for the exchange of confidential information.
The Stock Purchase Agreement:	The purchase of the Common Stock, if consummated, will be made pursuant to a Stock Purchase Agreement drafted by counsel for the Company and acceptable to the Investors. The Purchase Agreement will contain, among other things, representations and warranties of the Company and conditions to the obligations of the Investor.
Conditions of Closing:	The closing for the purchase of the Common Stock will be conditioned upon: (1) Completion of due diligence to the satisfaction of the Investor; and (2) Execution of the Company Stock Purchase Agreement and related agreements, satisfactory to the Investor's discretion; and (3) Compliance by the Company with applicable securities laws; or (4) Such other conditions as are customary for transactions of this type. (5) Approval by the Company's Board of Directors.
Expenses:	The Company and the Investors will each bear their own legal and other expenses with respect to the transaction. The Investor's counsel shall have access to the material agreements, at the Investor's sole cost and expense.
Finders:	The Company and the Investor each will indemnify the other for any finder's fees for which that the other party is responsible.
Closing:	As soon as practicable following the Company's acceptance of this Term Sheet, receipt of deposit payment and satisfaction of the Conditions of Closing (the "Closing").
Expiration of Proposal:	This Term Sheet will automatically expire, and be of no further force or effect, if, prior to any such receipt, from the Investor in writing, giving notice of withdrawal of Investors intent to purchase the Company's common stock. In addition, the Proposal will expire if the Investor does not purchase the Common Stock for cash by 10/15/2025.
Confidentiality:	The terms of the Proposal are confidential, and neither the contents of this letter nor the details of the Proposal may be shown or disclosed by the Company except to those individuals at, or retained by the Company who have a need to know as a result of being involved in the proposed transaction.

Counsel to the Company:

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Attn: Paul Essenburg

THIS TERM SHEET SETS FORTH THE TERMS OF THIS LETTER OF INTENT, WHICH TERMS ARE NON-BINDING EXCEPT FOR THE CONFIDENTIALITY PROVISIONS WHICH SHALL BE BINDING AND SURVIVE EXECUTION OF THIS AGREEMENT. BY SIGNING THIS TERM SHEET THE INVESTOR IS INDICATING THEIR INTENT TO INVEST IN CITYCHEERS MEDIA CORPORATION SUBJECT TO THE EXECUTION OF A STOCK PURCHASE AGREEMENT.

Winston S. Jaeb
CEO/Founder
CityCheers Media Corporation
13601 Preston Road, Suite E-1000
Dallas, TX. 75240

Investor Name: _____

Signature: _____

email address: _____

Date: _____