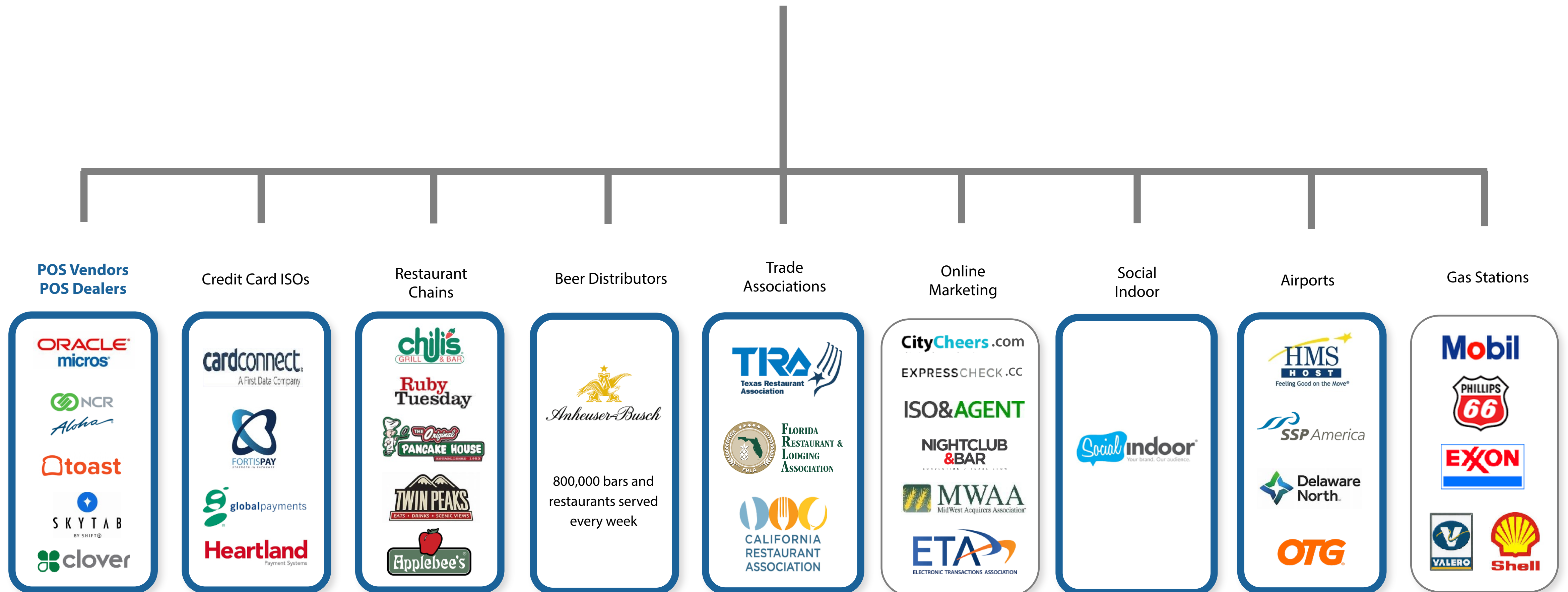


CityCheers

CityCheers - Distribution Channels



CityCheers Super App | Partner Offering

1. CityCheers offers iOS and Android App - widgets included

- WaitList • Instant Gifting • Rewards • Calendars • Private Events • Catering • Feedback • Receipts
- Loyalty & Rewards Partners • Food Delivery Partners • Reservations and Wait List Partners

2. Hosting Service – Support – Security – Bandwidth

3. CC Connect Portal - online interface to manage features and update content

- Unlimited Dining and Entertainment Alerts

4. ExpressCheck Payment Feature

- Two Touch Payments • Auto-Close Checks • No Walkouts • No Chargebacks

Channel Partner Messaging

CityCheers is giving every restaurant and bar operator in America an iOS app and an Android app and they are hosting them all on their Super App - for FREE.

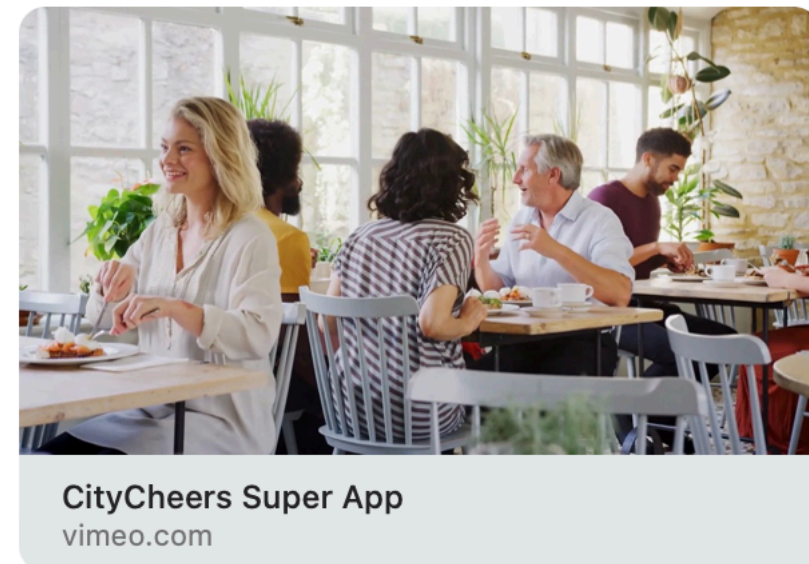
Now, consumers only need ONE APP to access all the restaurant and bar apps in the nation and they can pay with it too.

Tap this link to watch our video and check out your new app.

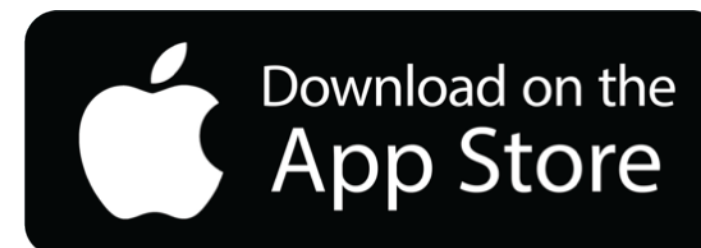
If you like what you see - give CityCheers a call to activate it.

CityCheersSuperApp.com

Venue Activations



Watch the videos



**Download the Super app
Check out your new app**



4. Activate your location by completing this quick form.

**Call CityCheers
to activate your Free App**

CityCheersSuperApp.com

POS Partners



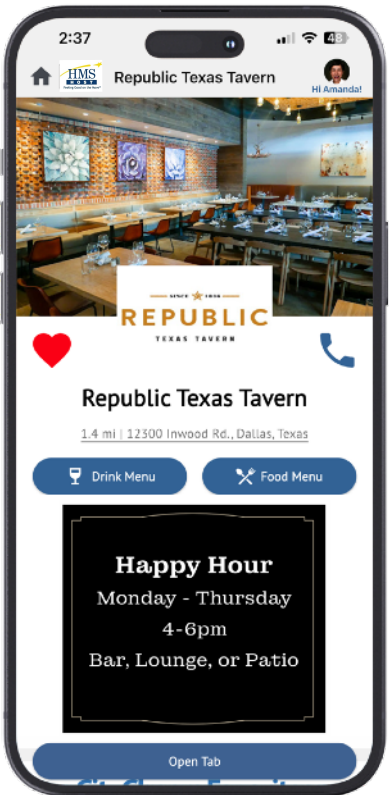
National Chain Accounts



Airport Concessionaires



CityCheers Super App



ONE APP for America

CityCheers Super App

Full Tour Video

Phase 1 Deployment | QUANTIC®

*Quantic POS is live at **5,500+ bar and restaurant venues**
CityCheers is now embedded into the Quantic cloud-based POS*

- 1) Quantic is activating CityCheers throughout their national network of venues
- 2) In order to activate the CC ExpressCheck feature:
 - The venues will be directed to activate their CC app at: CityCheersSuperApp.com
 - They will give them an app - and train them how to use it

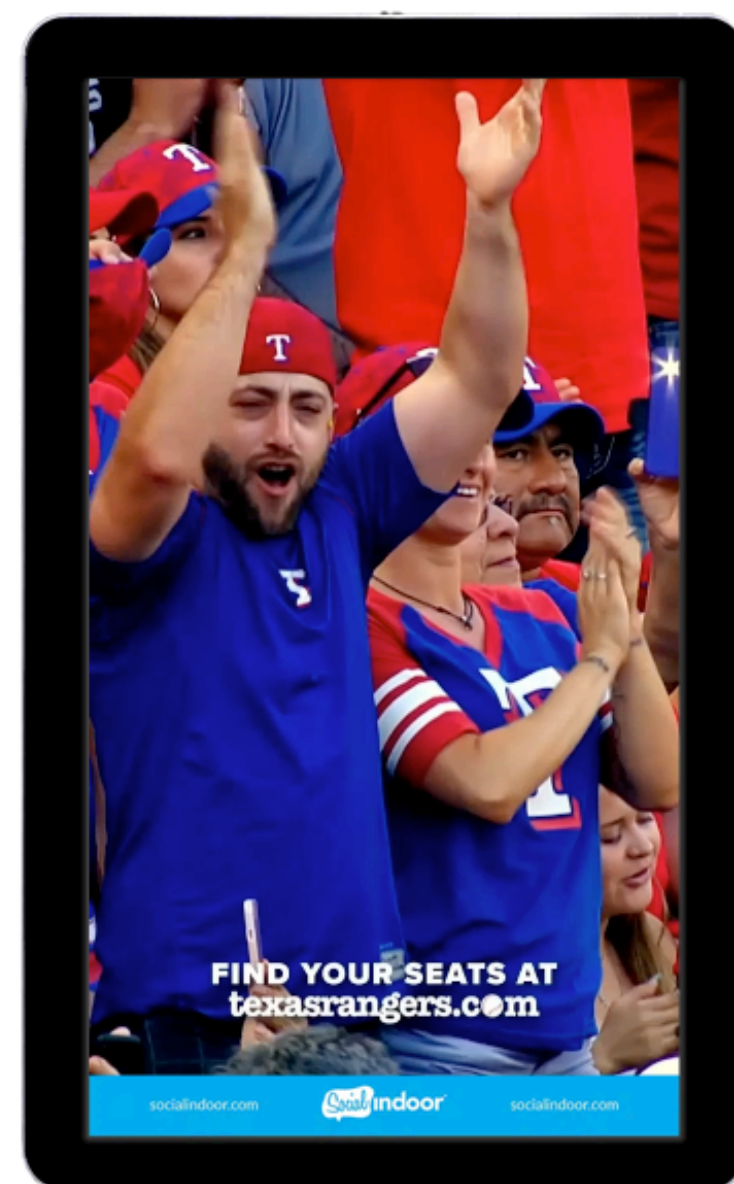
Phase 1 Deployment | Social Indoor Partnership



- 1) ~ 5,000 locations nationwide
- 2) Top 50 US Metros
- 3) Indoor Advertising Company
- 4) approximately 50,000,000 patrons per month

1. Exclusive Channel Partnership
2. Ready to deploy CityCheers to their current and future accounts
3. \$.06 per transaction revenue share
4. Promoting CityCheers on their network of Indoor Advertising Displays

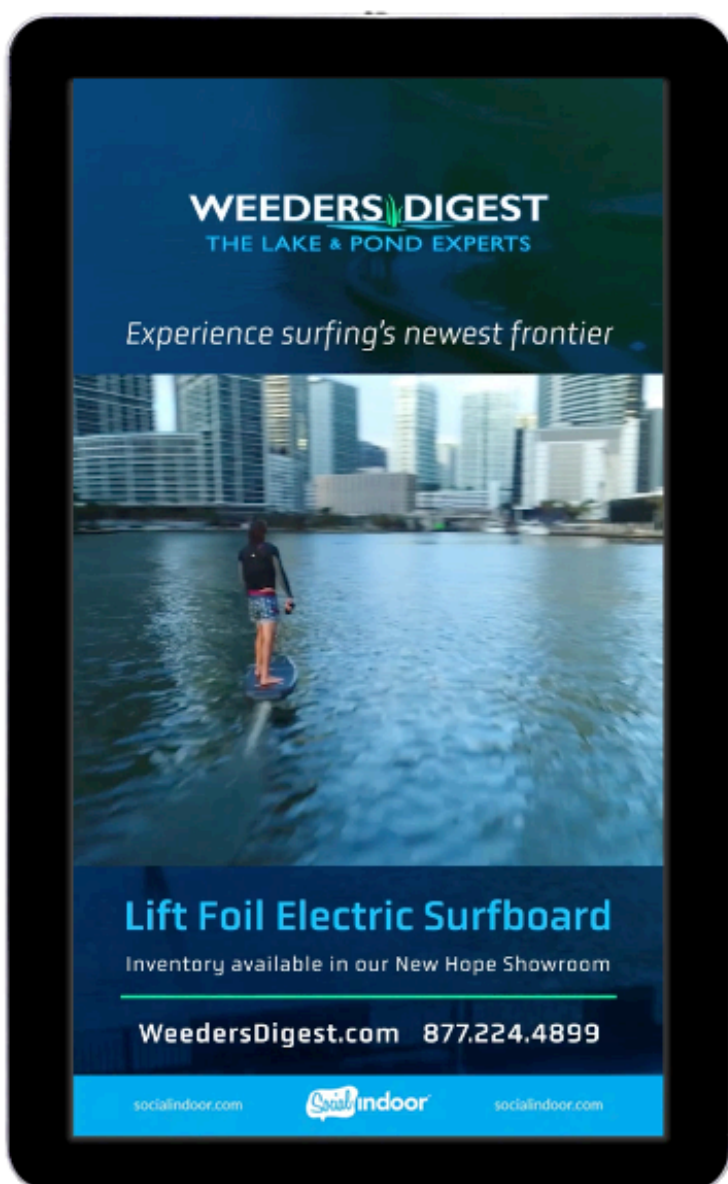
Phase 1 Deployment | Social Indoor Advertising



FULL HD VIDEO



STATIC SCREEN



STATIC + VIDEO

State Bar and Restaurant Association Channel

Bar and Restaurant Associations

- 1.3 million bars & restaurants
- 50 State Associations
- Distribution Partners



Phase 2 Deployment | State Restaurant Associations

- 1) 1.3 million bars and restaurants
- 2) 50 State Restaurant Associations
- 3) 2,000 Members in each State
- 4) State Associations provide direct Referrals
- 5) 100,000 Members activated in 12 months
- 6) 7.7% of US Market Share

Revenue Opportunity

100,000 Members X \$1,000/mo. = \$100,000,000 per month
\$1.2 Billion Annually

State Restaurant Association | Press Release

FOR IMMEDIATE RELEASE

Texas Restaurant Association Partners with CityCheers to Launch Statewide Hospitality Super App

Dallas, TX — May 30, 2025 — The Texas Restaurant Association (TRA) has entered into a statewide partnership with CityCheers, creators of America's Hospitality Super App, to give every bar and restaurant in Texas a powerful digital presence—for free.

Through this landmark collaboration, every venue in the state will receive its own custom-branded iOS and Android app hosted on the CityCheers Super App. These apps are co-branded with the TRA logo and allow consumers across Texas to use one app to discover and engage with their favorite local spots in real time.

Each venue's app includes:

- Virtual Chalkboards for daily specials, game times, and events
- Menus, photos, and logos
- Search tools for local food, drinks, sports & live entertainment
- Unlimited Dining & Entertainment Alerts, sent directly to nearby patrons

"It's like social media for the hospitality industry—but built to drive traffic and sales," said Winston Jaeb, CEO of CityCheers.

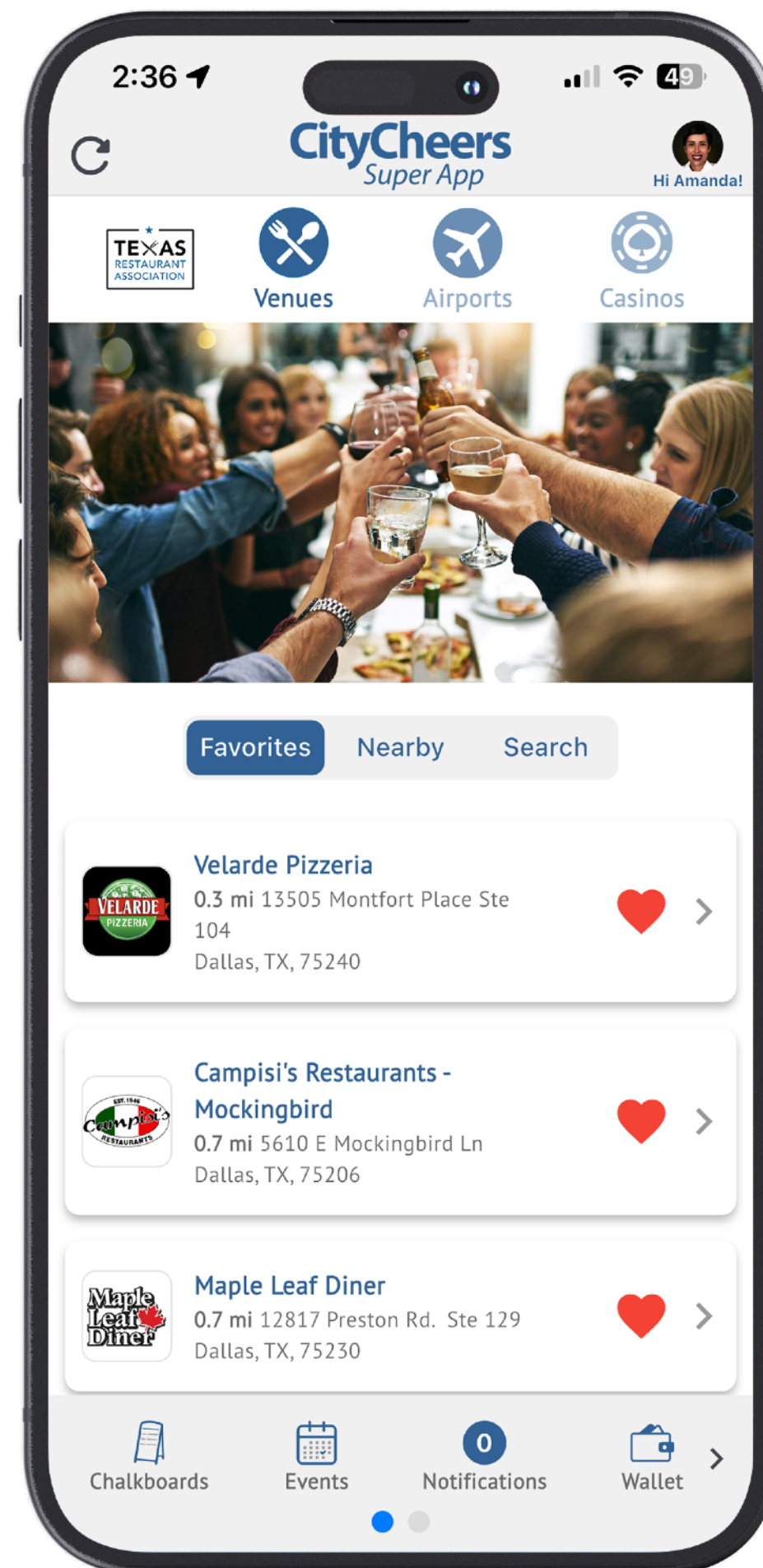
Operators also gain access to ExpressCheck, CityCheers' secure, Uber-style payment system. Patrons enter their credit card once and can then view, split, tip, and pay from their phones at any participating venue. No more running cards, adjusting tips, or closing checks - it's all automated.

This initiative helps TRA members:

- 1 Boost visibility and grow revenues by promoting directly to the people who live and work nearby.
- 2 Drive membership—CityCheers will spotlight the TRA brand on every Texas venue's app.
- 3 Modernize operations with best-in-class mobile engagement and payment tools.

"CityCheers gives Texas hospitality operators a direct line to their customers," said Ben Knorr, Vice President of Strategic Initiatives of the Texas Restaurant Association. "It's free, it's powerful, and it starts working from day one."

State Restaurant Association | Branding

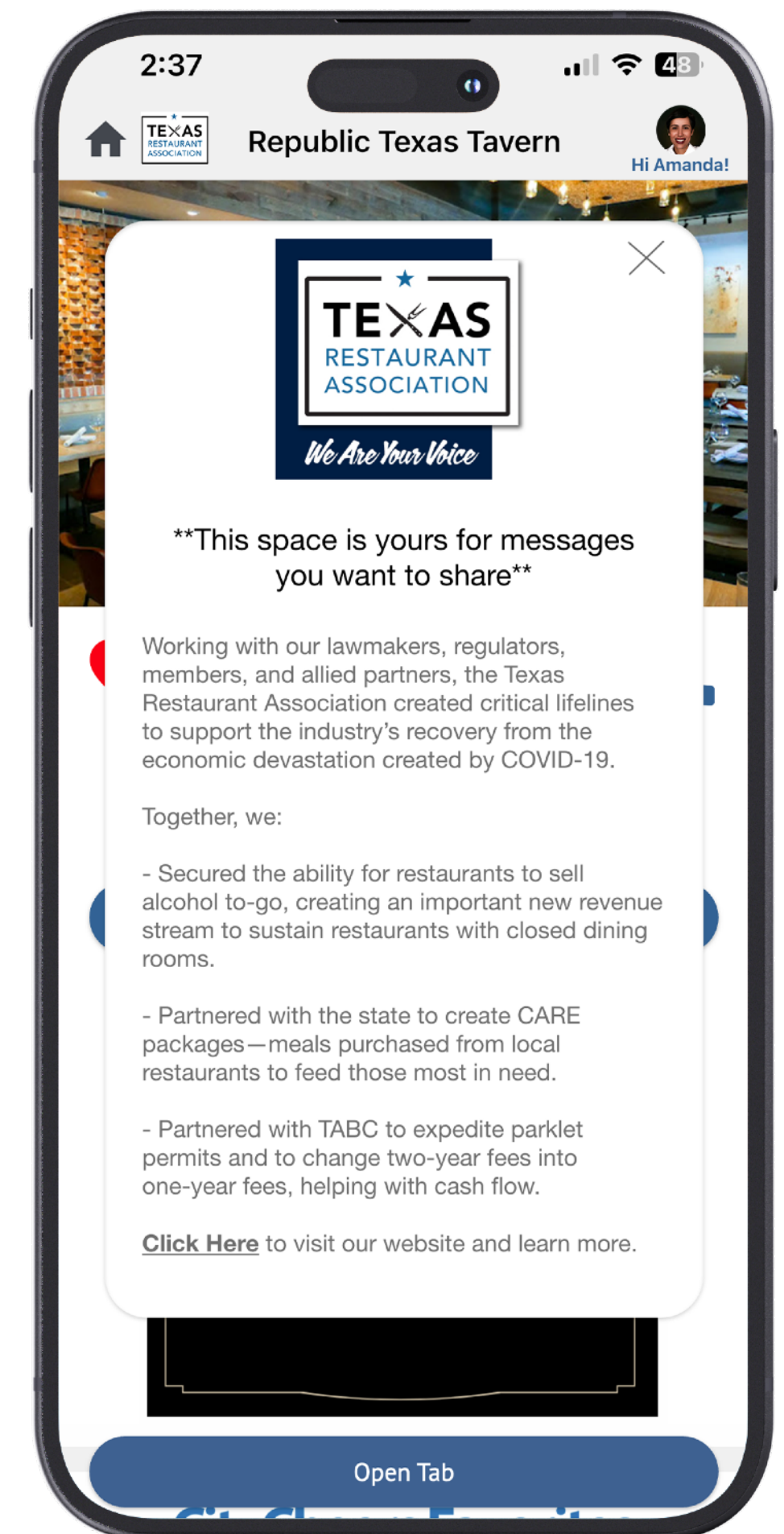
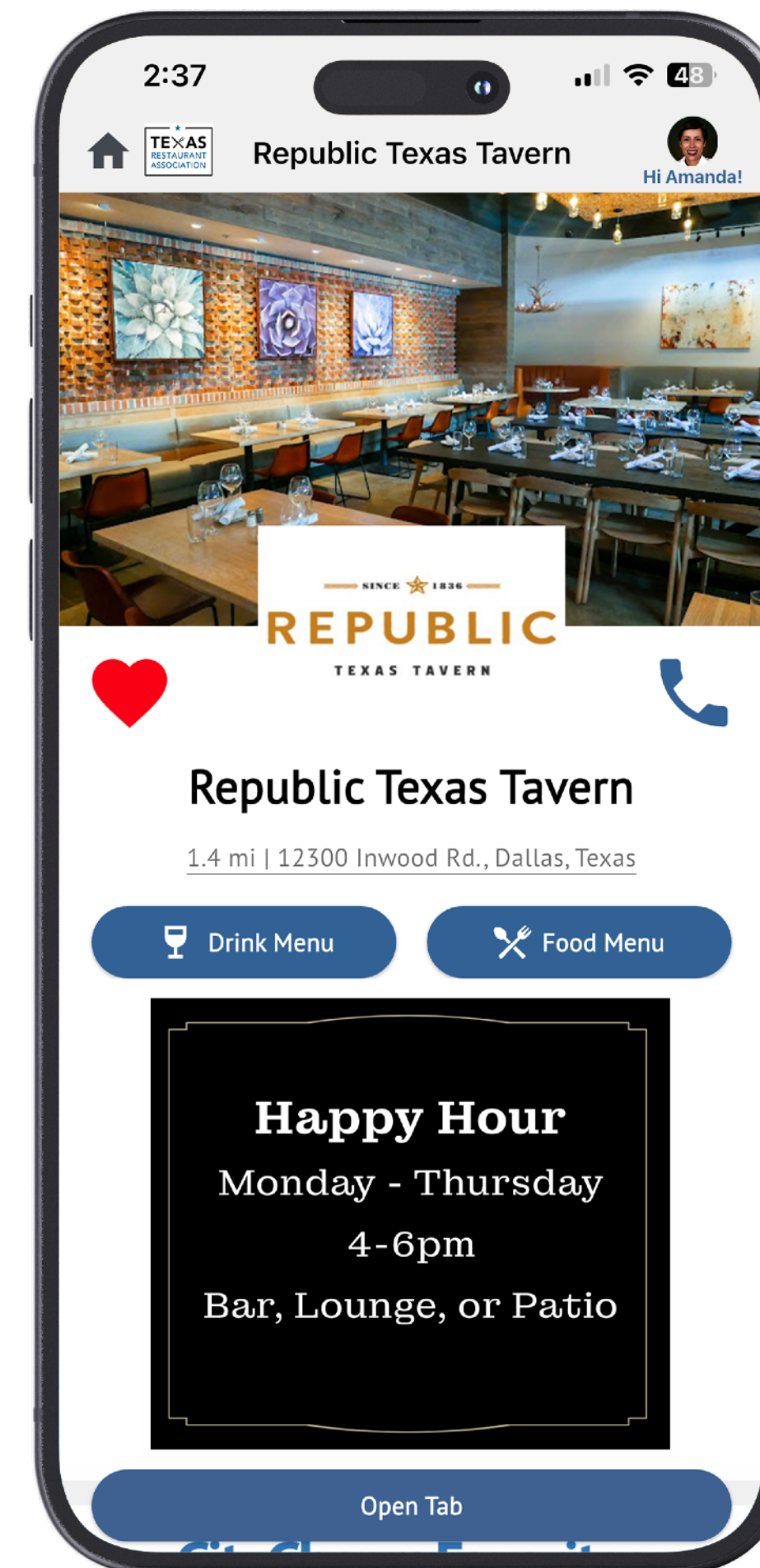


Branding (logo) on every venue app in the state

When the user touches the logo it opens a page

The content on the page is controlled by the association

The association can message both the venue operators and consumers in their state



State Restaurant Association | Financial Model

***- A free App for every Bar and Restaurant in the State -
Owners and GM's now have direct access to their regular patrons***

- 1) 6¢ per transaction per venue in their state**
- 2) Term: 3 years**
- 3) 12 Month Performance Clause: if the association doesn't promote the app - then
CityCheers has the right to opt-out of the agreement**

CityCheers Revenue Distribution

Given: these numbers illustrate the revenue based on the number of accounts using ExpressCheck
Granted - it will obviously take time to reach these thresholds

		accounts	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Annual Totals
	ExpressCheck	2,500	\$250,000	\$250,000	\$250,000	\$250,000	\$250,000	\$250,000	\$250,000	\$250,000	\$250,000	\$250,000	\$250,000	\$250,000	\$3,000,000
	\$100 per account	5,000	\$500,000	\$500,000	\$500,000	\$500,000	\$500,000	\$500,000	\$500,000	\$500,000	\$500,000	\$500,000	\$500,000	\$500,000	\$6,000,000
	6¢ per transaction	10,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$12,000,000
		20,000	\$2,000,000	\$2,000,000	\$2,000,000	\$2,000,000	\$2,000,000	\$2,000,000	\$2,000,000	\$2,000,000	\$2,000,000	\$2,000,000	\$2,000,000	\$2,000,000	\$24,000,000
		40,000	\$4,000,000	\$4,000,000	\$4,000,000	\$4,000,000	\$4,000,000	\$4,000,000	\$4,000,000	\$4,000,000	\$4,000,000	\$4,000,000	\$4,000,000	\$4,000,000	\$48,000,000

Phase 3 Deployment | National Deployment

1.3 Million Bars and Restaurants in America

- 1) 32 POS Software Developer Companies
- 2) 638 ISO Resellers
- 3) 650 Anheuser-Busch Distributors
- 4) Restaurant Chains
- 5) Airports

CityCheers Super App | POS Partners

CityCheers is connecting our ExpressCheck software to 34 Point of Sale systems in America

micros
RES 3700 Symphony

Aloha
by NCR

toast

Q UANTIC

SpotOn

INTOUCH
POS

restaurant
manager
A SHIFT4 COMPANY

clover

squirrel
systems

rpower
Point of Sale

SkyTab

ALDELO
Authorized Reseller

DIGITAL
DINING

POSitouch

LINGA

Square

TouchBistro

2TOUCH
POS

LAVU
Point of Sale

D/NERWARE

lightspeed

Focus
POS SYSTEMS

Brink POS
CLOUD POINT OF SALE

one pos

QU
Beyond POS

Maitre'D

Restaurant Pro express
Point of Sale Solution for Restaurants

FuturePOS

HARBOR TOUCH

Heartland
360°POS

SilverWarePOS
Technology Solutions for the Hospitality Industry

Revel
SYSTEMS

POS Channel Partners | Deployment Process

- 1) Deploy the ExpressCheck two-touch integrations to all the major POS Developer networks
- 2) Collaborate with the POS Developers to embed the CityCheers Super App into their solutions
 - then collaborate with them to promote CityCheers to their merchant networks

*This is how the CityCheers Super App becomes
the new payment standard for the hospitality industry*

CityCheers Super App | Merchant Services Resellers

Use CityCheers to sell a second MID at bars and restaurants
Second MID at high rate, then offers better rate for primary MID



ISO Channel | **Partner Strategy / Trojan Horse**

ISOs Sales Reps want to sell merchant processing

- every venue gets a new merchant account to activate ExpressCheck

1. Sells Association Memberships, CityCheers Apps & card processing

- **CC provides the Venue Contact Lists for each metro**
- **Contact Lists - with operator's contact information**

2. Sales Reps give out Free CityCheers Apps

- **card processing revenue share**
- **restaurant association membership commission**
- **\$.06 per transaction - CC revenue share**

ISO Channel | Market Activations

Direct Access to hundreds of thousands of Bar and Restaurant Operators

1.3 Million Bars and Restaurants

Completed Apps

- 44 Metro Areas
- 45,000 sites



Owners • GM's • Franchisees • Regional Managers → Names • Titles • mobile numbers • emails

A-B Distributor Channel | Deployment Process

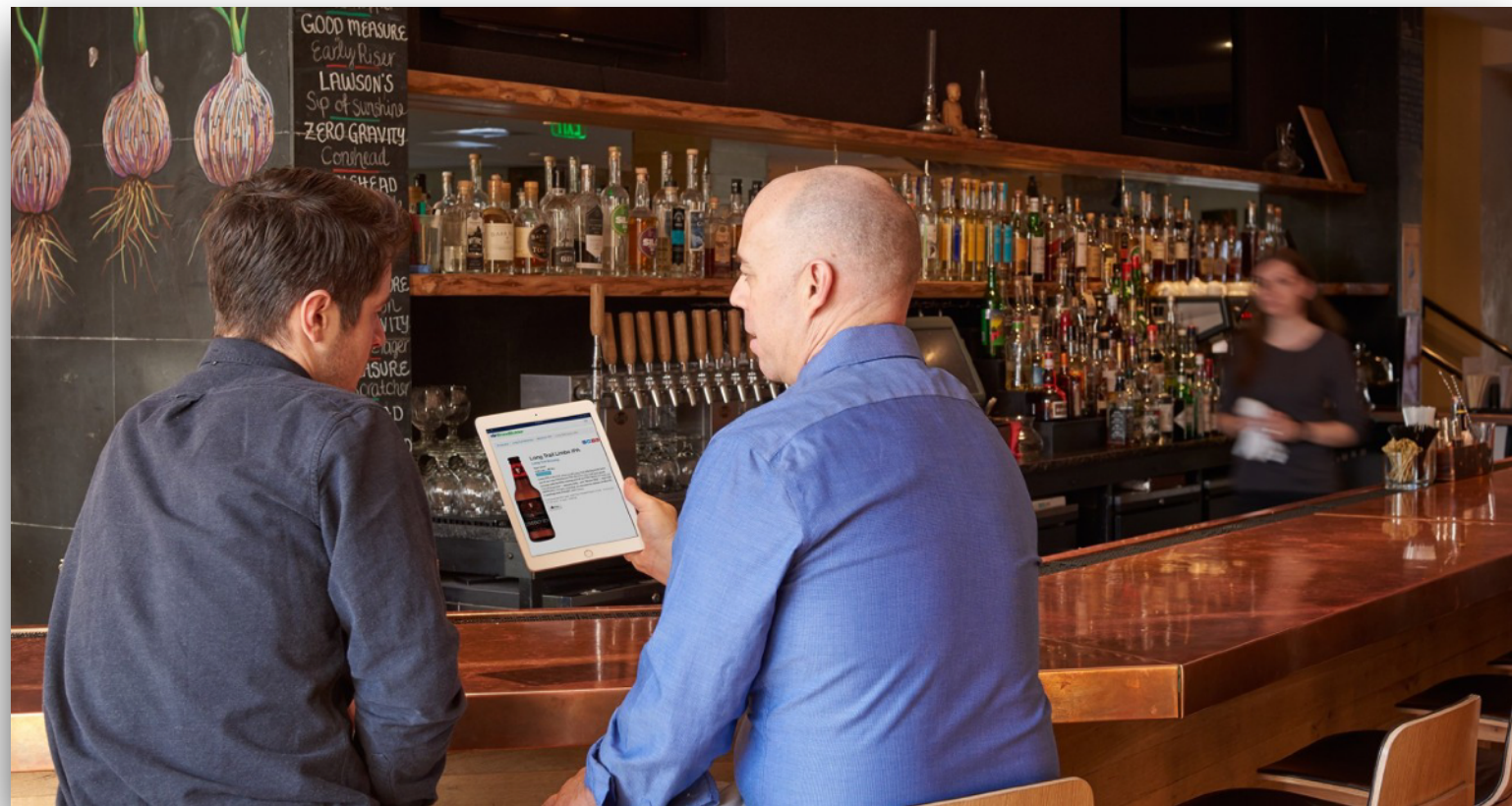


U.S. Distributor Operations

- **650 Independent A-B Distributors Warehouses**
 - **1,200 Sites per Warehouse (avg)**
- **11,000 sales reps**
- **~ 800,000 bars & restaurants served weekly**

Direct to Consumer Messaging

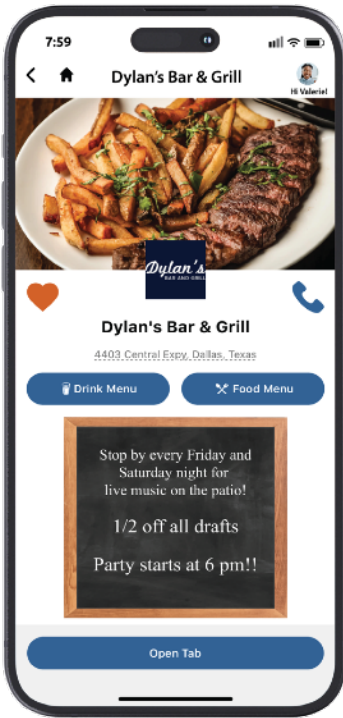
Owner and GM presentations



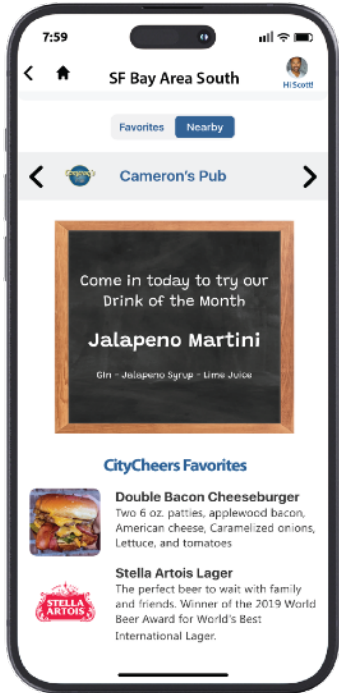
Rather than relying on staff to promote their brands to the patrons...

CityCheers can promote their brands directly to the patrons at each account

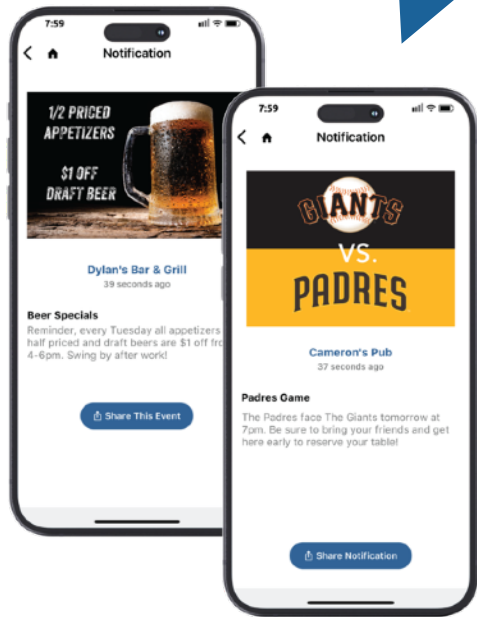
Virtual Chalkboards



Signature Drinks



Push Notification Broadcasts



Promotions Calendars of Events



Distributor brands get pushed directly to patrons



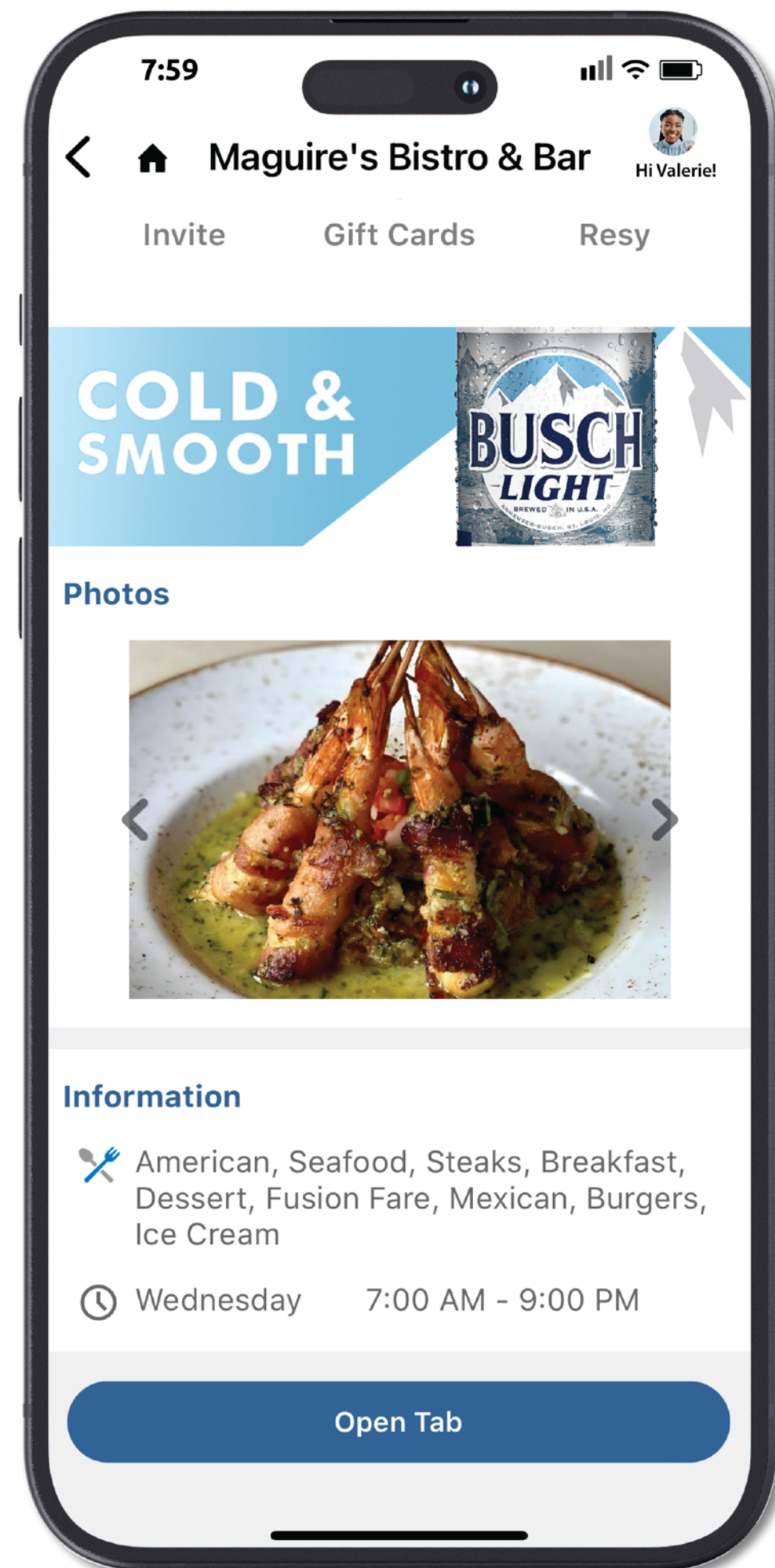
Next Steps – Distributor Deployment Process

Distributors send their account lists to CityCheers

1. The accounts are assigned to the Distributors - for revenue share
2. CityCheers builds the Apps for their on-premise accounts
3. Distributor’s brands are added to all the Apps in their territory

DISTRIBUTORS		VENUE	On-Premise Account List					DASHBOARD	
POS Vendor	Rk.	Name	Contact	Contact Phone	Company Phone	Address	City	ST	Zip
Squirrel	1	Adelmo's Ristorante	Adelmo Banchetti		214-559-0325	5420 W Lovers Lane #225	Dallas	TX	75209-
	1	Al Biernat's	Al Biernat		214-219-2201	4217 Oaklawn Ave	Dallas	TX	75219-
Micros	2	Cafe Pacific	Thomas Regan		214-526-1170	24 Highland Park Village	Dallas	TX	75205
Aloha	1	Celebration	Ed Lowe		214-351-5681	4503 W Lovers Ln	Dallas	TX	75209
Aloha	1	Chamberlain's Steak & Chop	Richard Chamberlain		972-934-2467	5330 Belt Line Rd	Dallas	TX	75240-
Focus POS	1	City Cafe	Mario Flores		214-351-2233	5757 W Lovers Ln	Dallas	TX	75209-
		Desperados Mexican	Jorge Levy		214-363-1850	4818 Greenville Ave	Dallas	TX	75206
Digital Dining	1	Dragonfly	Charles Givens		214-550-9500	2332 Leonard St	Dallas	TX	75201-
	2	Dunston's Prime Steakhouse	Gene Dunston		214-637-3513	8526 Harry Hines Blvd	Dallas	TX	75235-
	1	Enchiladas Restaurant	Tony Waldrop		214-363-8969	7050 Greenville Ave	Dallas	TX	75231-
	2	Fearing's	Dean Fearing		214-922-4848	2121 McKinney Ave	Dallas	TX	75201-
	1	Flora Street Cafe	Stephan Pyles		214-580-7000	2330 Flora St - Suite 150	Dallas	TX	75201-
Micros	1	Javier's Gourmet Mexicano	Javier Gutierrez		214-521-4211	4912 Cole Ave	Dallas	TX	75205-
Toast	2	Le Calle Doce	Laura Sanchez		214-941-4304	415 W 12th St	Dallas	TX	75208
Future POS	2	Lavendou	Pascal Cayet		972-248-1911	19009 Preston Road Suite 200	Dallas	TX	75205-
Heartland POS	1	Mr Sushi	Yoko Minato		972-392-7084	4860 Belt Line Rd	Dallas	TX	75254-
	2	Parigi	Janice Provost		214-521-0295	3311 Oak Lawn Ave Ste 102	Dallas	TX	75219-
	1	Prego Pasta House	Joe Barraco Sr		214-363-9204	4930 Greenville Ave	Dallas	TX	75206
	2	Pyramid Room	Ed Mace		214-720-2020	1717 N Akard St	Dallas	TX	75201-
Focus POS	1	S & D Oyster Company	Herb Story		214-880-0111	2701 Mckinney Ave	Dallas	TX	75204-
Micros	2	Avanti Restaurant Fountain	Jack Ekhtiar		214-965-0055	2720 McKinney Ave	Dallas	TX	75204
Aloha	2	Sevy's Grill	Jim Severson		214-265-7389	8201 Preston Rd Ste100	Dallas	TX	75225
Micros	2	St Martin's	Mohsen Heidari		214-826-0940	3020 Greenville Ave	Dallas	TX	75206-
	2	Steel Restaurant & Lounge	Cary Bass		214-219-9908	3180 Welborn St	Dallas	TX	75219-
	1	Corrientes 348 Argentinian			214-580-7000	1807 Ross Ave.	Dallas	TX	75201-
Aloha	2	Tei-An	Teichi Sakurai's		214-220-2828	1722 Routh St - #110	Dallas	TX	75201-
	1	The French Room ; City Hall	Noble House Hotels And		214-742-8200	1321 Commerce St	Dallas	TX	75202-
	1	The Grape	Brian C Luscher		214-828-1981	2808 Greenville Ave	Dallas	TX	75206-
Micros	2	Rosewood Mansion On	Bruno Davillon		214-559-2100	2821 Turtle Creek Blvd	Dallas	TX	75219-
Toast	1	The Old Warsaw	Michele Avla		214-528-0032	2512 Maple Ave.	Dallas	TX	75201-
	1	Unrefined Bakery	William Hensley		214-414-2414	6464 E NW Hwy Suite 326	Dallas	TX	75214
	2	Y.O. Ranch Steakhouse	Tony Street		214-744-3287	702 Ross Ave	Dallas	TX	75202-
Aloha		Saltgrass Steak House			469-330-0152	13561 N Central Expy	Dallas	TX	75243
		La La Land Kind Cafe			214-579 9550	5626 Bell Ave.	Dallas	TX	75206
	2	Twin Peaks Tavern	George Roehm Jeff	415-864-9470	972-941-3150	5151 Beltline rd	Dallas	TX	75254
		NM Cafe			214-363-8311	8687 N US 75-Central Expy	Dallas	TX	75225
		ARMY & AIR FORCE			800-527-2345	3911 S Walton Walker Blvd	Dallas	TX	75236

CityCheers - Offering to A-B Distributors



CityCheers increases brand market share at each account

1. **FILLER ADVERTISING SIGNAGE** - on every Retailer App in your territory
2. **MANAGED SERVICES** - CityCheers ties Distributor's brands with the daily specials game times and events at each account
3. **REVENUE SHARE** - activate CC at their accounts - earn \$100/mo/venue rev. share
4. **BIG DATA PLAY** - CityCheers provides competitor brand sales data at each account

BIG DATA - CityCheers captures the Final Mile

- Retailer POS systems maintain the transaction data
- CityCheers App maintains the patron profile data
- For the first time ever, CityCheers marries these two platforms - capturing incredible market data:

Transaction Data:

- consumer purchasing and tipping behavior
- brand volume & distributions for beer, wine & spirits

Patron Demographics of Users at each Venue:

- age ranges, gender, zip codes, frequency, spend

Venue Data: Every transaction at every venue, including:

- number of patrons & staff size, tables/bar seats -

Comparative results:

- See the top selling brands at each account

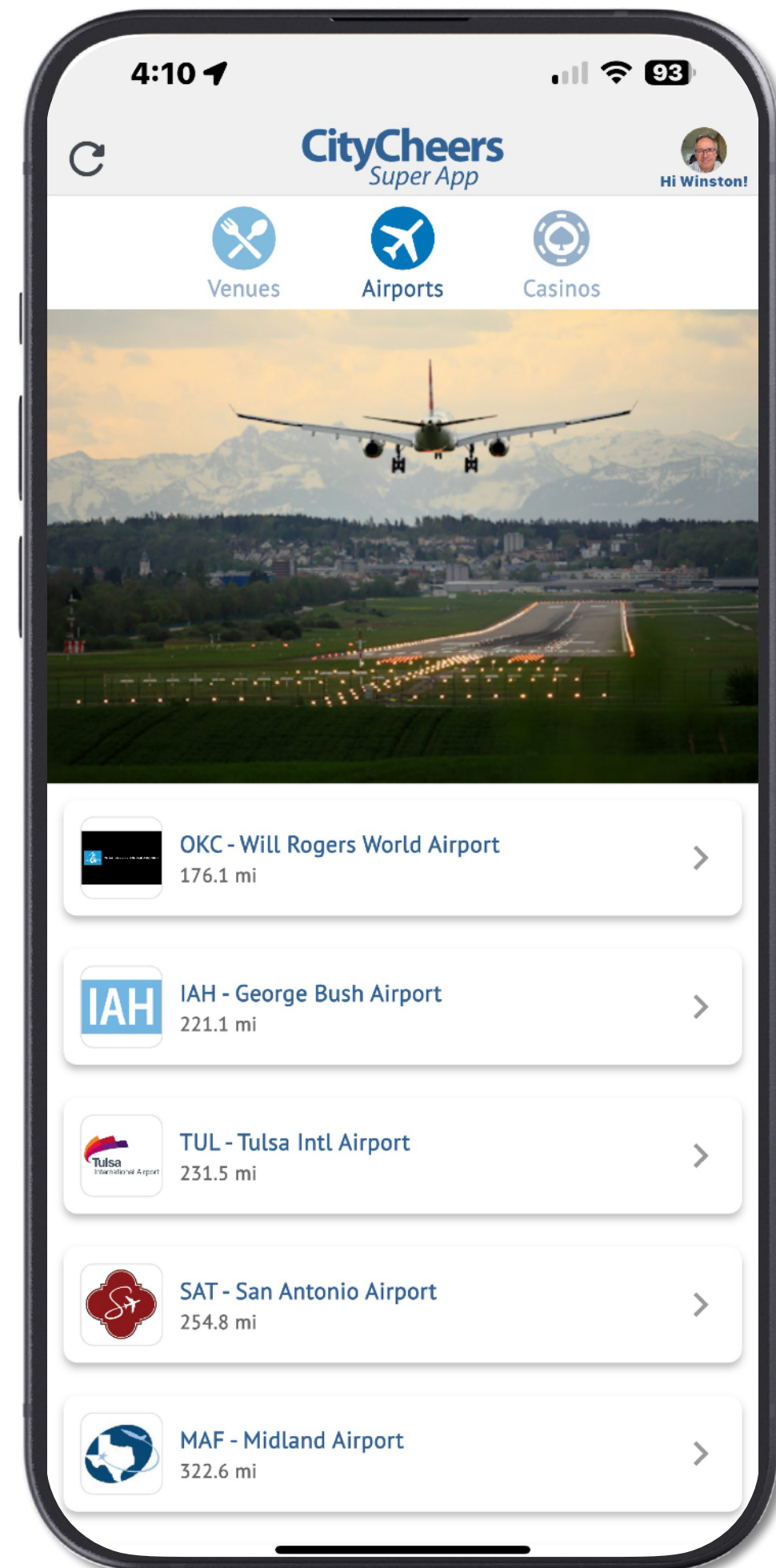
Distributors see the sales data for the top selling brands at their on-premise accounts



CityCheers Super App

...you can have our purchasing data!

CityCheers Super App | Airports

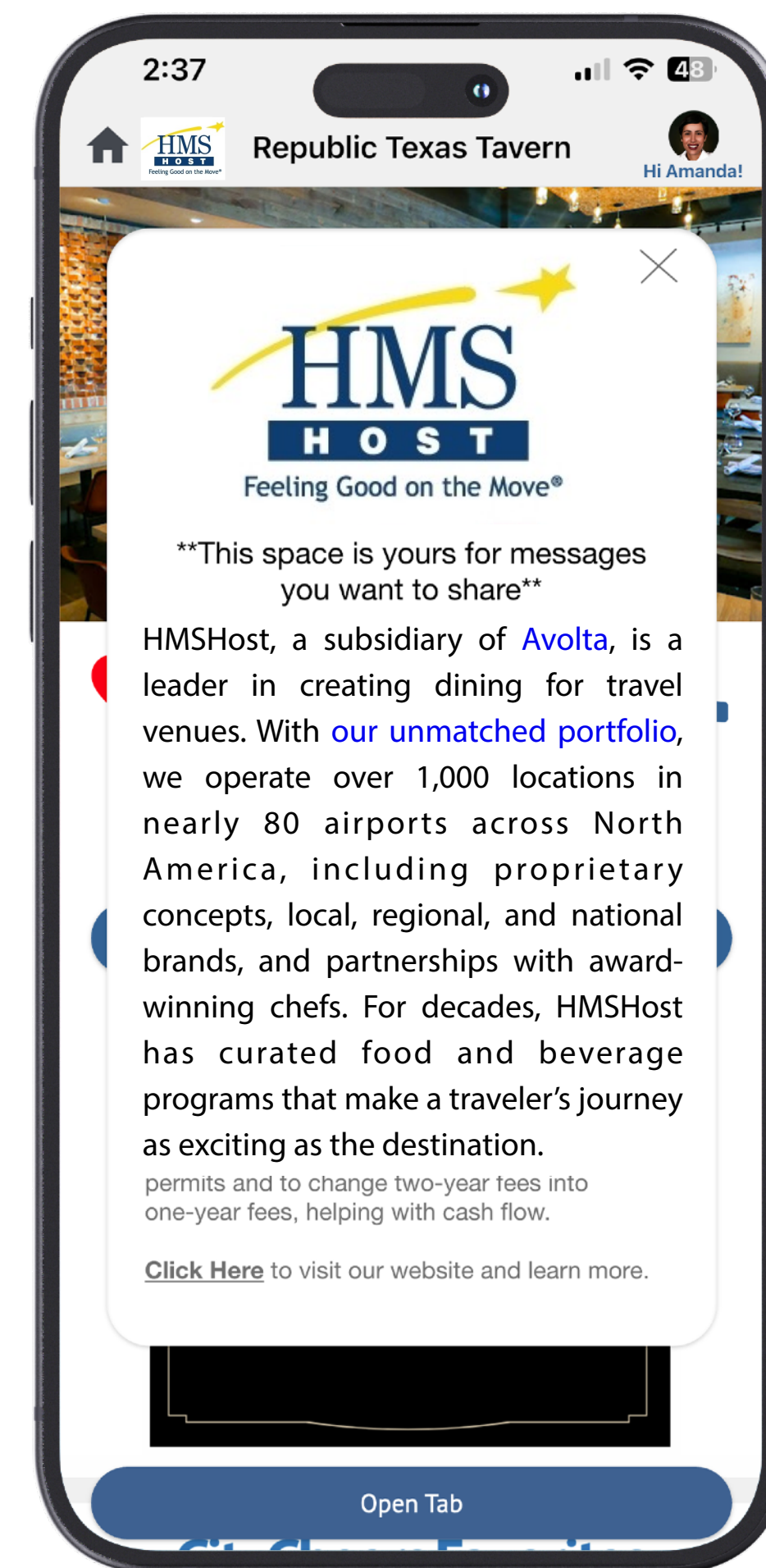
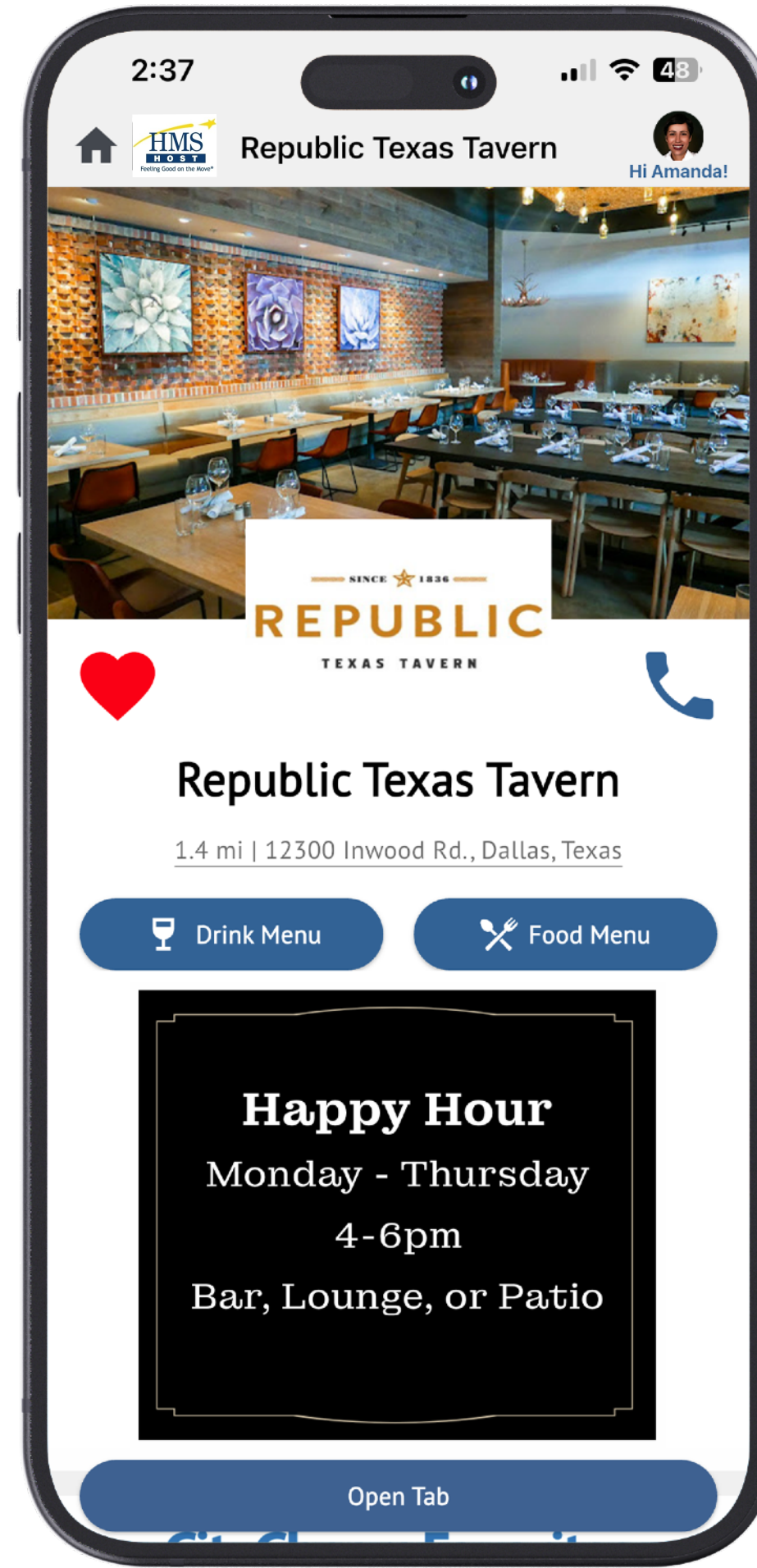
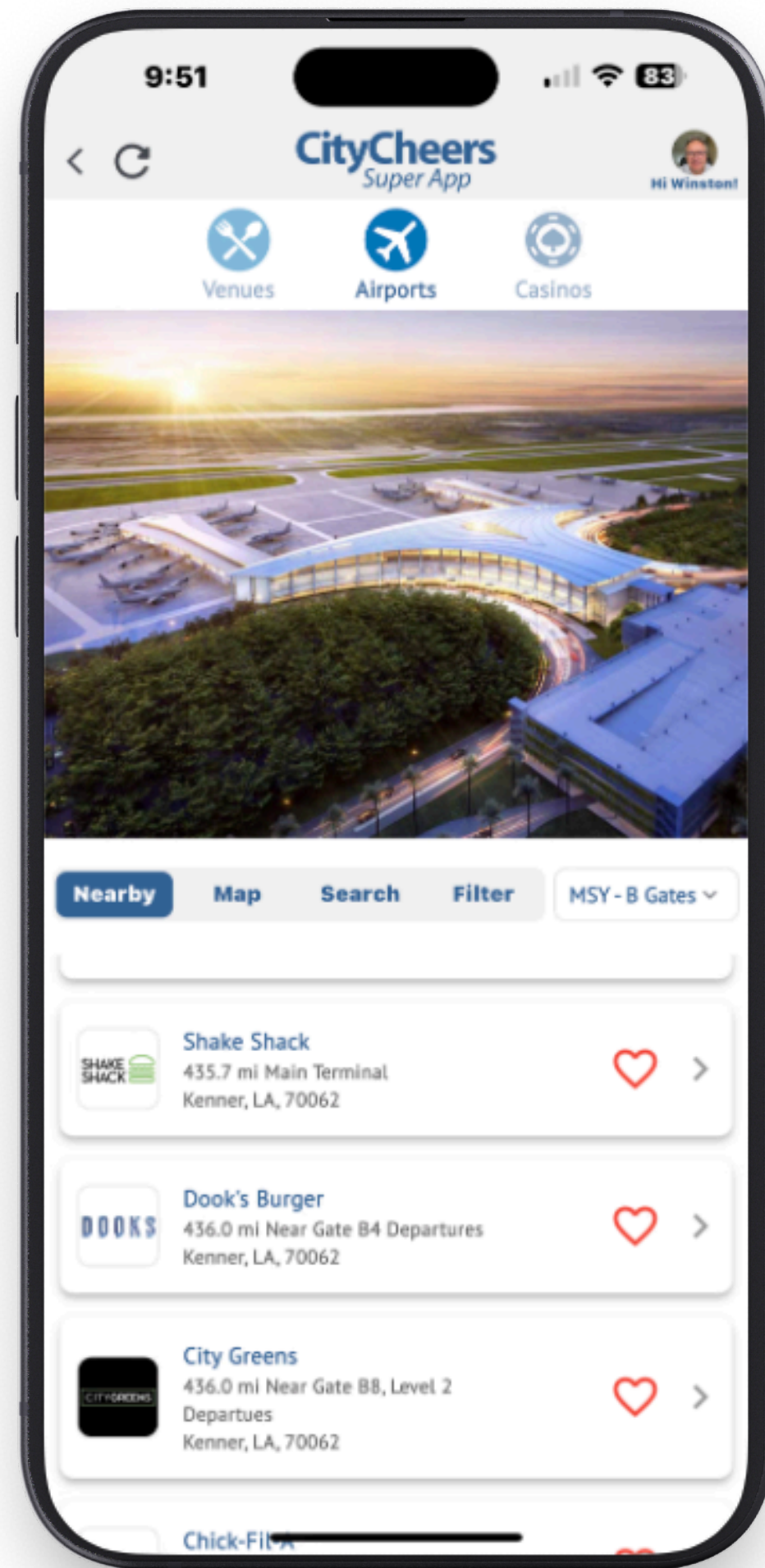


*CityCheers is looking to partner with the **5** Airport Concessionaires*



- 1. The apps for 115 airport properties have been created by CityCheers**
- 2. The apps are being created for the airport bars and restaurants**
- 3. Consumers will have one Super App to pay at all the airport properties**
- 4. The revenue opportunity for this channel is not added to this presentation
- it as large as all the states combined**

Airport Concessionaires – CoBranding



POS Partners



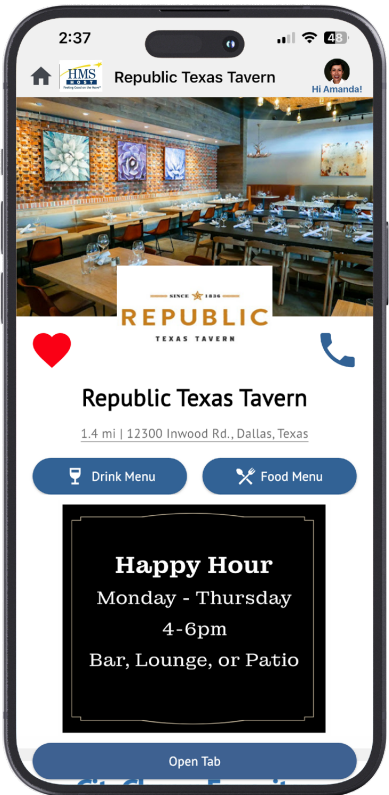
National Chain Accounts



Airport Concessionaires

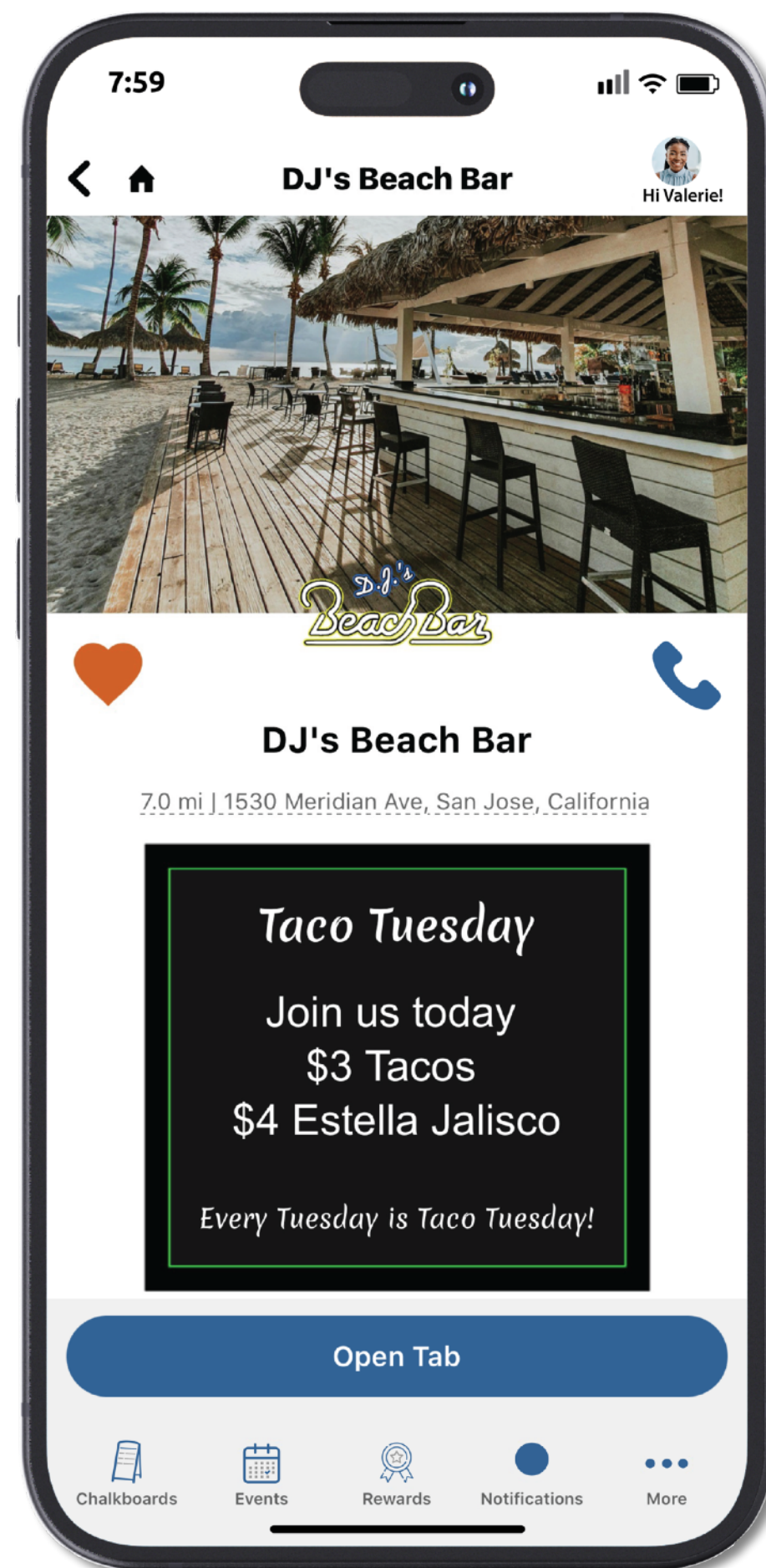


CityCheers Super App



ONE APP for America

CityCheers App | Achievements - \$25 million



- The CityCheers App is available in both the Apple Store and the Google Play Store
- The entire technology stack is hosted at Microsoft Azure
- The App has 20 custom restaurant and bar features
- The App has a Connect Portal interface where operators manage their app's features and send broadcasts to their patrons
- The ExpressCheck payment feature automates the payment process - 3 Patents
- CityCheers has completed integrations to the largest POS system networks
- The App is also integrated to the major credit card processors



CityCheers - \$80 million Valuation

Technology Stack

- The SKYNET engine - hosts the engine that drives our apps and portals
- CityCheers iOS and Android apps are live and available in the app stores
- The App Feature Set - 20 custom features - called widgets
- The CC ConnectPortal web interface - allows venues to manage their apps
- The ExpressCheck Universal-API - is integrated to 18 POS system networks
- CityCheers owns three PATENTS that protects our ExpressCheck IP
- CityCheers is deploying now and will be profitable in 2 to 3 months

Channel Partners

1. POS Dealer Channel
2. Independent Sales Agent Channel
3. Anheuser-Busch Distributor Channel
4. Airport Channel
 - HMS Host, Delaware North, SSP, AREAS, OTG
5. National Chain Accounts Channel
6. State Restaurant and Bar Associations



- **Fintech Hospitality Application**
- **PaaS - recurring revenue, auto pay**
- **Big Data Aggregator - massive amounts of user profile and purchasing data**
- **Number of Network Users**

These variables drive Revenue Multiplies by 10X and even more

CityCheers App | 3 Patents

Patent 1 - Issued

Patent No. US 10,275,759 B2

Patent Date: August 30, 2019

System for Conducting Transactions Independent of Point of Sale System - using tokenized payments to process payments via the internet. The system allows for conducting merchant transactions independent of a POS system. The system employs both a merchant venue-specific website and a mobile app.

Patent 2 - Issued

Patent No. US 12,079,792 B2

Patent Date: September 3, 2024

System for Conducting Transactions - using a button on the POS to bridge the ticket to the patrons. A method of conducting a transaction between a merchant Point of Sale system (POS) and a customer device is presented.

Patent 2 - CIP - Continuation in Place - Pending

We filed Continuation In Place for our second patent which describes the enhancements we implemented to facilitate the ExpressCheck One Touch payment method.

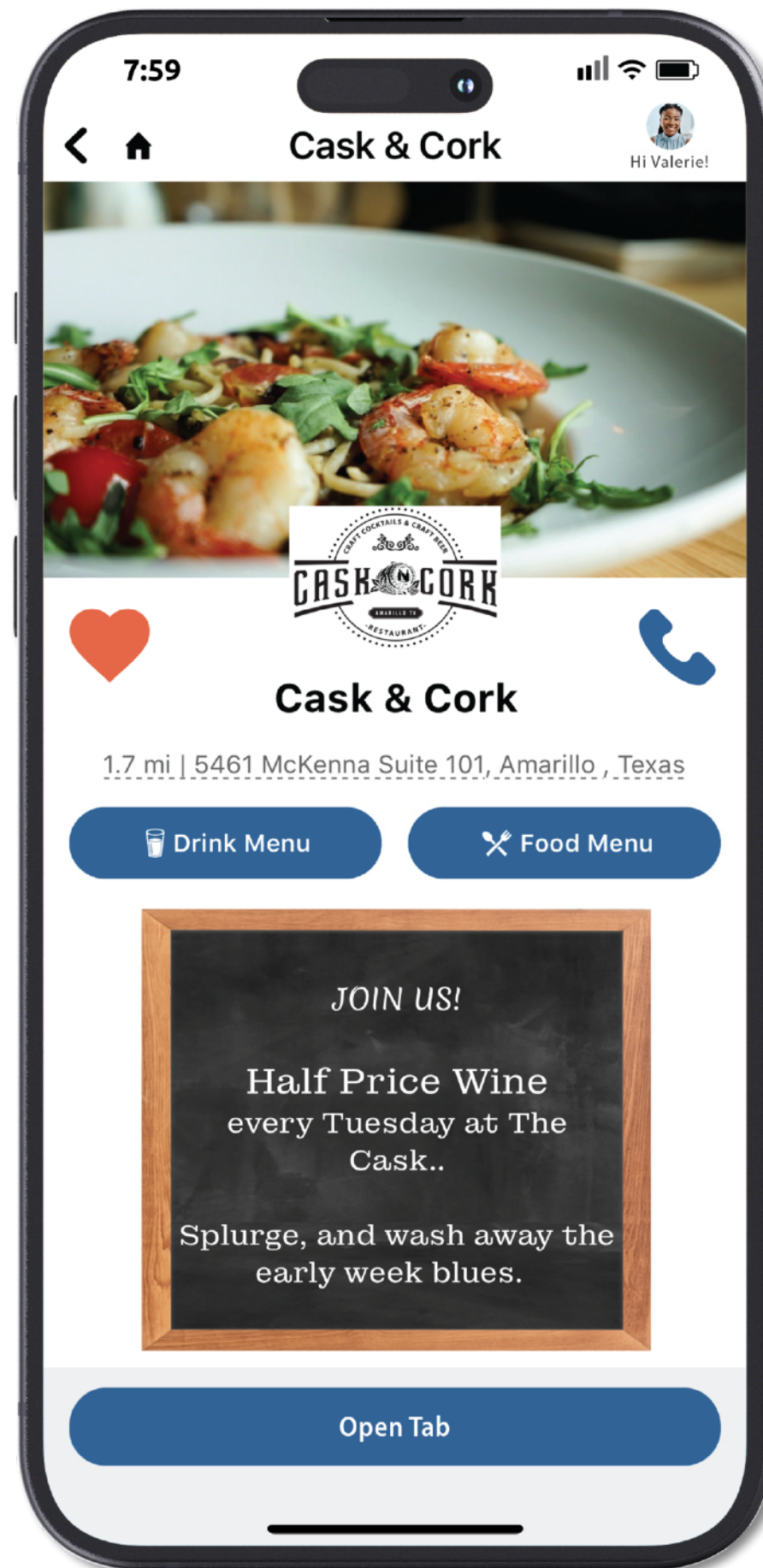
Patent 3 - Filed

Application No. 18784104

Filed Date: July 29, 2023

Method and system for verifying transactions - effectively reducing the possibility of patron Chargebacks
The method creates a utilized Biometric authentication to validate the location of the patron at the moment of payment. It further creates an electronic record for the merchant to provide to their processors

EXPRESSCHECK | basis for transactions



The average venue processes 4,500 to 6,000 transactions per month.

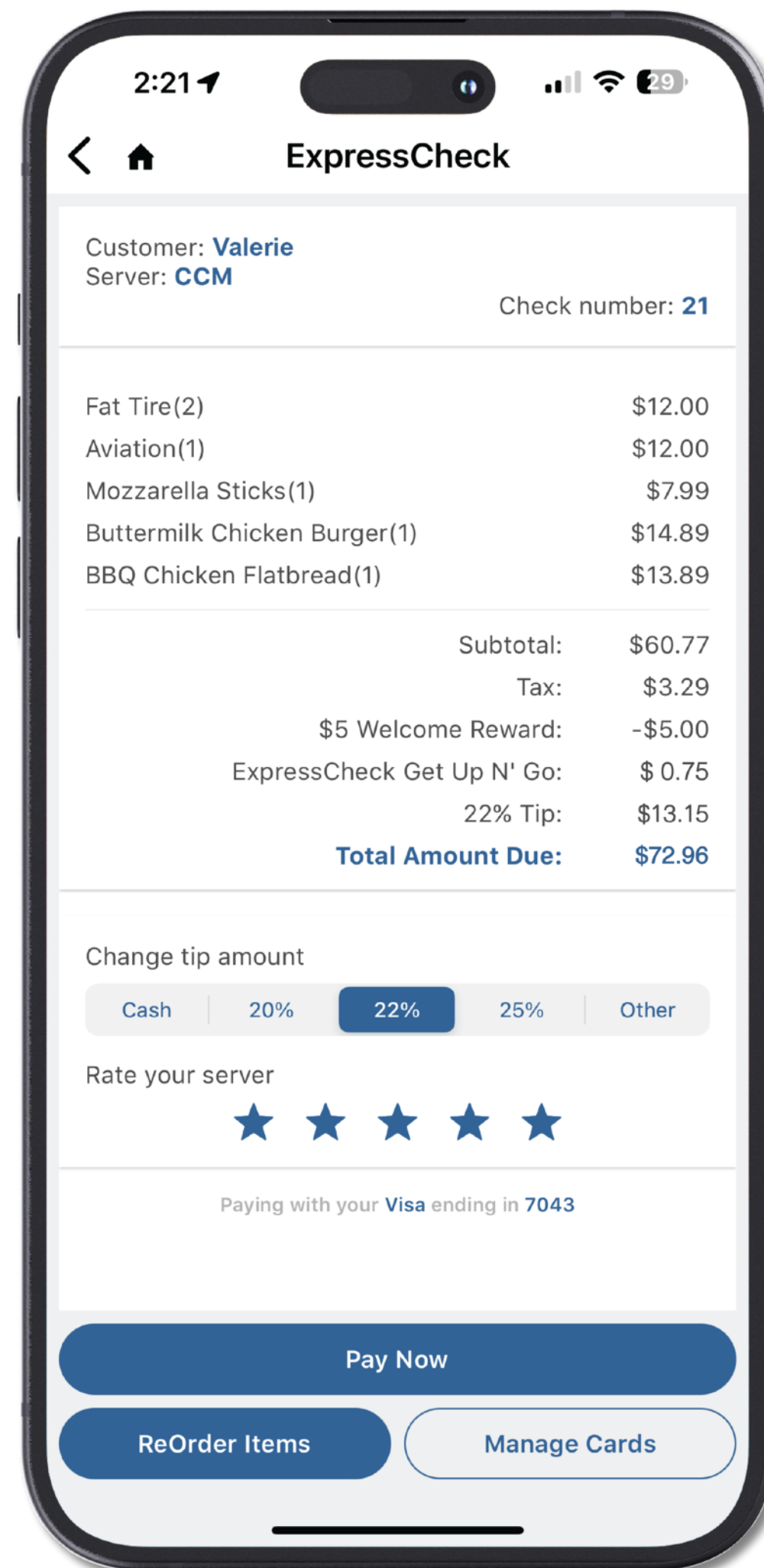
With ExpressCheck, each patron gets their own tab and it eliminates the need for splitting checks and repaying friends with Venmo or cash.

This will double or triple the transactions: 9,000 to 12,000 per venue

**The Result - with ExpressCheck there will be many more individual tabs
- estimated to average around 2,000 transactions per venue**

CityCheers App | EXPRESSCHECK

Payment Technology



- ~ 2,000 transactions per venue per month
- Patrons pay \$.75 on each ExpressCheck transaction
- CityCheers generates \$1,500/mo at each account

When 6 people at a table pay with ExpressCheck

- CityCheers earns \$.75 per person
- \$4.50 on that table

CityCheers - Revenue Sources

- 1) **ExpressCheck - \$1,500**
- 2) **Managed Services - \$165/mo. per site**
- 3) **Advertising Signage - \$250/mo. per site: beverage brands**
- 4) **Mobile Ordering - \$1 per order for TOGO orders**
- 5) **JobLine - \$5 per application to the restaurant and bar network**
- 6) **Instant Gifting - 5% on all GIFT CREDIT purchases**

Average revenue per account \$2,000 per month

Shareholder Profit Share - based on Venue Activations

1.3 million restaurants and bars in the United States

Goal: activate 100,000 restaurants and bars in 12 to 14 months

Percentage of US Market Share	Number of Venues	X \$2,000 / month X \$1,000 / month	Monthly	Annual	Shareholder Distributions 30% profit	Rev / Share 20 million shares	\$100,000 inv. = 25,000 shares	ROI multiple \$100,000 investment	Cumulative Return \$100,000
1.9%	25,000	\$1,000	\$25,000,000	\$300,000,000	\$37,800,000	\$1.89	\$47,250	0.47	0.47
3.8%	50,000	\$1,000	\$50,000,000	\$600,000,000	\$75,600,000	\$3.78	\$94,500	0.95	1.42
7.7%	100,000	\$1,000	\$100,000,000	\$1,200,000,000	\$151,200,000	\$7.56	\$189,000	1.89	3.31
12%	150,000	\$1,000	\$150,000,000	\$1,800,000,000	\$226,800,000	\$11	\$283,500	2.84	6.14
19%	250,000	\$1,000	\$250,000,000	\$3,000,000,000	\$378,000,000	\$19	\$472,500	4.73	10.87
27%	350,000	\$1,000	\$350,000,000	\$4,200,000,000	\$529,200,000	\$26	\$661,500	6.62	12.76

Assumptions & Legal Disclaimer:

- Investor Annual Returns - based on \$100,000 purchase of 25,000 shares
- Gross Revenue X 60% Operating Margin - 30% taxes X 30% Shareholder Dividend
- The above revenue illustrates investor returns - given the number of venue activations X \$1,000 in revenue per venue
- CityCheers media Corp. has issued its shareholders 19,446,721 shares of stock
- Disclaimer: There are no guarantees on these investor returns.

Contributing Variables:

1. Actual number of transactions per Venue
2. Number of Venues activated
3. Actual Revenue Valuation Multiple

Investor Stock Value - based on Venue Activations

10X Revenue Multiplier based on Fintech Hospitality, recurring revenue, autopay - Big Data application

Percentage of US Market Share	Number of Merchants	X \$2,000 / month X \$1,000 / month	Monthly	Annual	Market Cap 10X rev multiplier	Stock Value 10X rev multiplier	Today's Share Price \$4	Return on Investment Multiple
1.9%	25,000	\$1,000	\$25,000,000	\$300,000,000	\$3,000,000,000	\$150	\$4	37.5
3.8%	50,000	\$1,000	\$50,000,000	\$600,000,000	\$6,000,000,000	\$300	\$4	75
7.7%	100,000	\$1,000	\$100,000,000	\$1,200,000,000	\$12,000,000,000	\$600	\$4	150
12%	150,000	\$1,000	\$150,000,000	\$1,800,000,000	\$18,000,000,000	\$900	\$4	225
19%	250,000	\$1,000	\$250,000,000	\$3,000,000,000	\$30,000,000,000	\$1,500	\$4	375
27%	350,000	\$1,000	\$350,000,000	\$4,200,000,000	\$42,000,000,000	\$2,100	\$4	525

Assumptions & Legal Disclaimer:

- Investor Annual Returns - based on \$100,000 purchase of 25,000 shares
- Investor returns - given the number of retailer activations at 50% of revenue projections
- CityCheers media Corp. has issued its shareholders 20 million shares of stock
- Disclaimer: There are no guarantees on investor returns.

Contributing Variables:

1. Actual number of transactions per Venue
2. Number of Venues activated
3. Actual Revenue Valuation Multiple

CityCheer Media

Capitalization Table

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.	7,512,422	35.7%	7,512,422	33.3%
Founders - Winston Jaeb	3,750,000	17.8%	3,750,000	16.6%
Founders - Friends and Family	1,797,000	8.5%	1,797,000	8.0%
Employee Pool - Options	1,704,898	8.1%	1,704,898	7.6%
Advisory Board - Options	711,250	3.4%	711,250	3.2%
2019 Funding	1,212,000	5.8%	1,212,000	5.4%
2020 Funding	639,668	3.0%	639,668	2.8%
2021 Funding	333,333	1.6%	333,333	1.5%
2022 Funding	1,306,696	6.2%	1,306,696	5.8%
2023 Funding	697,833	3.3%	697,833	3.1%
2024 Funding	823,250	3.9%	823,250	3.6%
2025 Funding	582,500	2.8%	582,500	2.6%
The Offering			1,500,000	6.6%
	21,070,850	100.0%	22,570,850	100.0%

Use of Proceeds | Next Steps

1. Turn Profitable - 3 months

- Activate merchants that want their patrons to pay with ExpressCheck
- \$1,000 per account X 150 accounts = \$150,000 a month = profitability



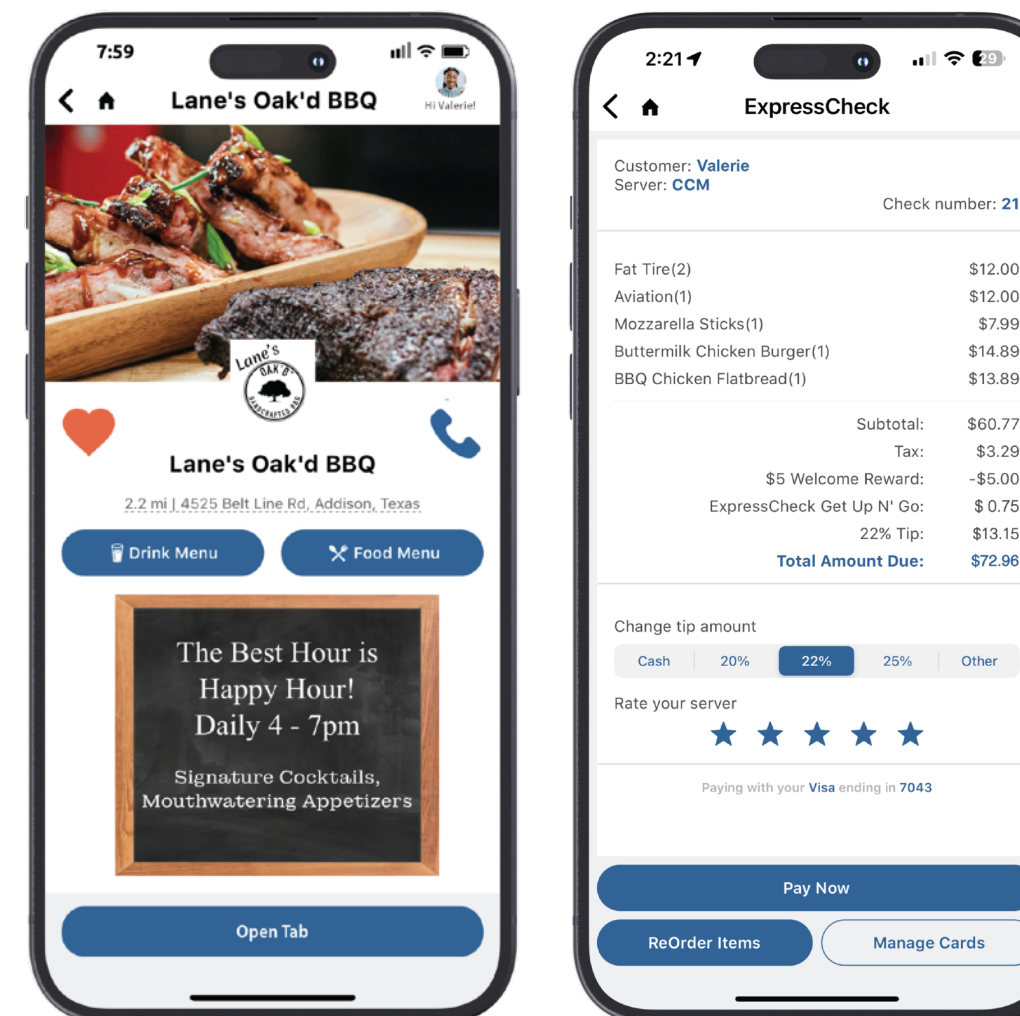
2. POS System Integrations - 3 to 4 months

- 18 POS system integrations - live or in progress
- 16 additional POS Networks to be developed



3. Develop Sales Channels:

- POS Channel
- ISO Channel
- Restaurant Chain Channel
- Beer Distributor Channel
- State Restaurant Associations
- Airport Channel



4. Staff operations for account processing:

- Order Processing/Venue Software Activations
- Content management
- Dealer and Merchant activations
- Service Debt



Wade Allen - Hospitality Industry Leader

About

MY VALUE PROPOSITION:

With nearly 25 years of dynamic experience in the restaurant and retail industry, I am a seasoned executive with a passion for leading teams to drive transformative business strategy and innovation.

I am currently serving as the President for Costa Vida Fresh Mexican Grill, where I lead the strategic direction and operational management of the brand. My role involves driving growth initiatives, optimizing business performance, and ensuring excellence in customer experience.

During my nearly decade-long tenure at Brinker International, I held diverse executive roles, including Chief Digital Officer (CDO), Chief Information Officer (CIO), Head of Innovation, and VP of Marketing. My strategic leadership played a pivotal role in shaping the company's trajectory and fostering innovation across various domains.

I am recognized for my commitment to building innovative digital and mobile customer experiences, leveraging integrated marketing principles, data insights, emerging technologies, and consistently delivering solutions that resonate with today's tech-savvy consumers.

My expertise lies in restaurant and retail innovation and operations, marketing, information technology, data security, customer loyalty, digital transformation, mobility, digital strategy, and advanced analytics. I specialize in navigating the complex landscape of our industry, consistently pushing the boundaries to stay at the forefront of innovation.

I am passionate about creating a lasting impact and I thrive on challenges. I am known for taking on roles that demand a strategic mindset and innovative thinking. My mission is to contribute to the growth and success of organizations by driving forward-thinking strategies and solutions.



Wade Allen
former - Digital Chief
Brinker International

I am always a sucker for innovative tech that solves a consumer problem AND makes life better for restaurant operators.

I believe the industry has needed a universal Uber like payment solution for years.

A few years ago I was introduced to CityCheers from CityCheers Media. But at that time, the tech IMHO just wasn't ready for "prime time". They had the right idea, I just wasn't sure they could build their vision.

Last week, I reconnect with their CEO and I am amazed at the progress and the vision that Winston S. Jaeb and the CityCheers team has made!

They are positioning this tech to be the ultimate app for bars and restaurants. The app allows a consumer to search and find any restaurant/bar by category (pizza, burgers, or tacos, etc.) Customers can then see Virtual Chalkboards (easily controlled and edited by the restaurant) showing daily specials, game times, and events in real time. But the best part?

Their ExpressCheck feature lets you open a tab and pay right from your phone (they have built the POS integrations with the major POS systems - and I do mean all the Major POS systems). This means that restaurants no longer have to beg and plead and wait for their legacy POS vendor to build some kind of mobile payment solution for their customers. CityCheers has already done it! And the restaurant/bar doesn't pay a thing! The guest pays a nominal fee (\$0.50) when they transact.

Operationally, it's super smooth. They have built a simple interface for Restaurants and Bars to have control over messaging their customers (app push), modify virtual chalk boards, and easily link in restaurant checks to the cloud using the existing POS terminal (two clicks), so Guests can pay via the app.

I am pumped for this team and this game changing App. If you haven't seen it yet, download it from the App Store or better yet, reach out to Winston S. Jaeb and get a demo.

Well done CityCheers Media

The CityCheers Advisory Team



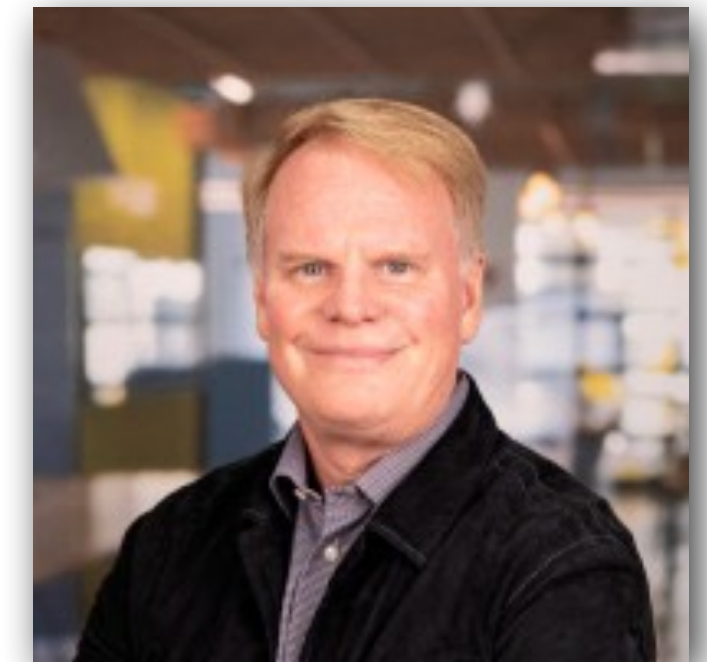
Winston S. Jaeb
CEO/Founder
Silicon Valley
& Dallas



Wade Allen
former - Digital Chief
Brinker International



Paul Langenbahn
Strategy Advisor
Formerly President
at NCR Corporation
Dallas



Rick Fezell
Finance Advisor
Ernst & Young - retired
Vice-Chair Americas



Dave Fry
CFO/Founder
Fry's Electronics
Advisor/Investor



Steve Leung
Dir of Finance at ApplePay
Apple Computer - retired
Advisor/Investor

Dr. Francis Harvey
US Secretary of Army
President/Westinghouse Corp.
Advisor/Investor



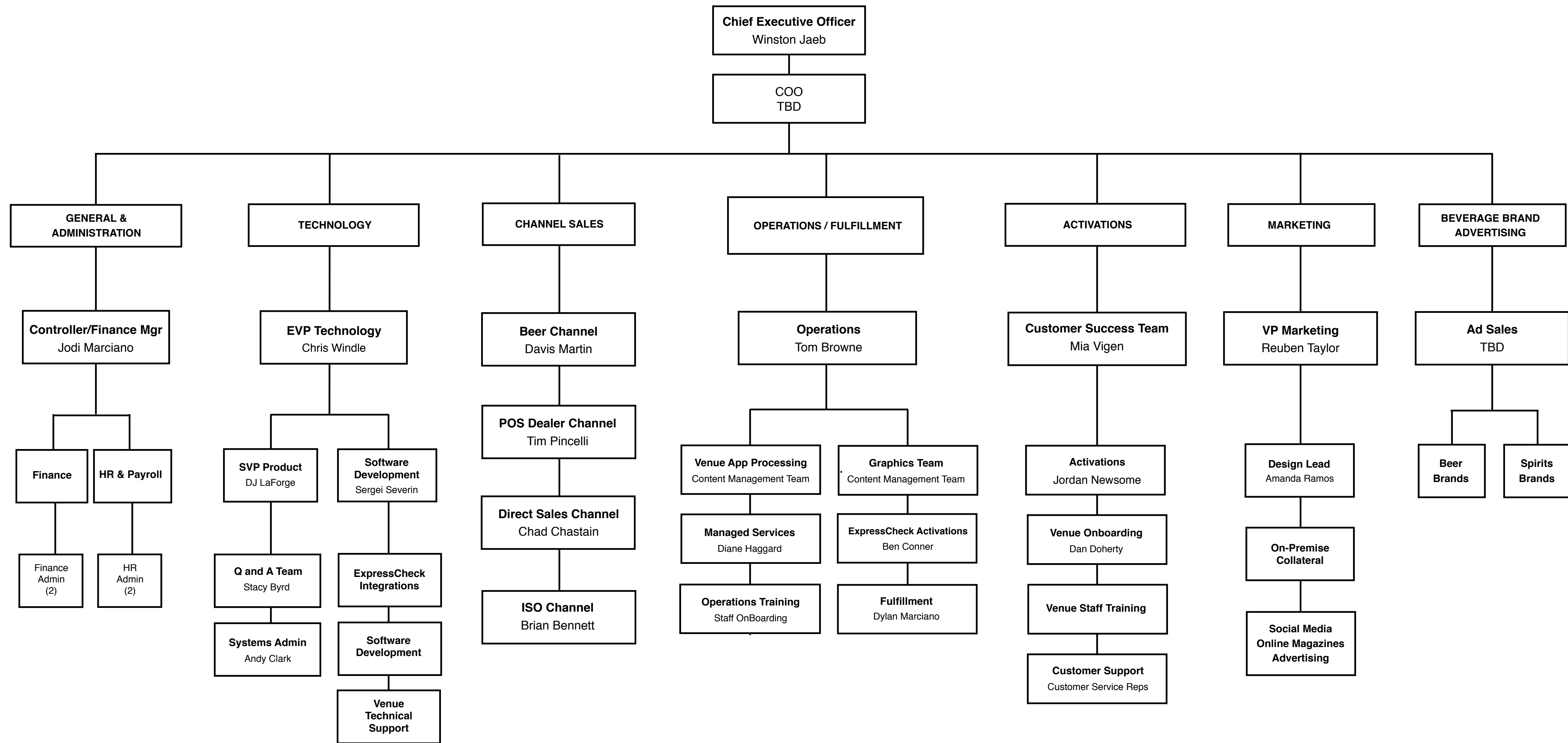
CityCheer Media | Technology Roadmap

Consumer Product



Technology Roadmap

CityCheer Media - Organization Chart



Ai Assistant Direct Sales | Deployment Steps

- 1) There are 1.3 million bar and restaurant operators in the nation**
- 2) The Ai application: sends the CityCheers Offering directly to the Venue Operators**
 - Phone Calls / Text Messages / eMails**
- 3) The Operators watch the CC video and check out their new app**
 - then complete the online form to activate their apps**

The Ai assistant also automates the venue onboarding process

- secures the Order Forms > schedules POS installs > orders on-premise collateral**