

Rule 3a-9 Undertakings Agreement

This SPV Agreement (this “Agreement”) is made and entered into as of the date of electronic consent (the "Effective Date") by the parties on the funding portal ("Portal") of Wefunder Portal, LLC ("Wefunder"), by and between the undersigned issuer (the "Company"), and the special purpose vehicle(s) offering securities to investors under Regulation Crowdfunding as co-issuer(s) alongside the Company, each of which is a Series of Wefunder SPV LLC, a Delaware series limited liability company (each, an “SPV”).

WHEREAS, the Wefunder Admin, LLC has organized and will operate the SPV on behalf of the Company, for the sole purpose of directly acquiring, holding, and disposing of securities issued by the Company and raising capital in one or more offerings made in compliance with Regulation Crowdfunding under the Securities Act of 1933, as amended (“Regulation Crowdfunding”); and

WHEREAS, the SPV intends to comply with Rule 3a-9 under the Investment Company Act of 1940, as amended (“Rule 3a-9”);

NOW THEREFORE the parties hereby agree as follows:

1. Undertakings

1.1. The Company agrees to fund or reimburse the expenses associated with the SPV’s formation, operation, or winding up.

1.2. The Company and the SPV agree that the SPV shall receive no compensation other than amounts received under Section 1.1.

1.3. The Company agrees that any compensation paid to any person operating the SPV shall be paid solely by the Company.

2. Amendment and Termination

2.1. This Agreement may be amended by mutual agreement of the parties at any time, provided that the amendments comply with Regulation Crowdfunding and Rule 3a-9.

2.2. This Agreement shall automatically terminate upon the dissolution of the SPV.

3. Governing Law

3.1. This Agreement shall be governed and construed in accordance with the laws of the State of Delaware, without regard to its conflicts of law principles.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the Effective Date.

COMPANY:

[Company Name]

By:

Name:

Title:

SPV:

By: Wefunder Admin, LLC, Manager

By: *[SIGNATURE]*

Name: Nicholas Tommarello

Title: Chief Executive Officer