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Letter of Intent (LOI)

Tradeshift, Inc.
612 Howard Street, Suite 100
San Francisco, CA 94105
United States of America

and

Clean Copper Supply Chain Alliance, pbc,
1054 Ranchero Way #8,
San Jose, CA 94305

This LOI outlines the scope of the partnership between Clean Copper Supply Chain Alliance and Tradeshift. Clean Copper Supply Chain Alliance intends to enable its offerings as an app on the Tradeshift supplier collaboration platform.

The purpose of the document is to express joint objectives and the obligations that each party expects the other to meet. However, this document is not legally binding. It is a statement of best intentions in good faith.

The parties agree to follow up with a Partnership Agreement within 90 days following the LOI.

Value proposition for Clean Copper Supply Chain Alliance

Tradeshift expands the reach and size of Clean Copper Supply Chain Alliance's opportunities and increases its competitiveness in the market.

Tradeshift provides Clean Copper Supply Chain Alliance with a digital supplier collaboration platform & a distribution channel to accelerate engagement for Clean Copper Supply Chain Alliance solutions. Clean Copper Supply Chain Alliance becomes enabled "where the suppliers are."

Value proposition for Tradeshift

Clean Copper Supply Chain Alliance expands the reach and size of Tradeshift's large enterprise sales opportunities and increases its competitiveness in the market.

Clean Copper Supply Chain Alliance provides Tradeshift with market awareness, validation, and acts as a showcase for its app platform.

App Functionality

+ 'Adopt Clean Copper' App users will 1st inform/educate, and 2nd, enable a global supply chain 'vote', via \$\$ and petition, that sends a direct message to Big Copper

+ there can be no Circular Economy until the Extractives Industry addresses the supply chain's dregs (mine tailings) at the copper mines; we

DS
CMT

DS
PWP



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are educating the supply chain about the merits and benefits of 'Adopting Clean Copper™'. The 1st gen App User will land at an educative site that leads to them to an ever changing array of maps, and Clean Copper projects that they can choose from to study, or simply help via a donation.

+ *if they chose*, they can immediately set up a Clean Copper Dev Bank Savings Account with FirstTechFed Credit in SV our backend. The Savings Account in their name, or corporate name, is set up that harbors, per their choice, \$0.0001% to 10% of their banking transactions (this would preferably find a way to be embedded with TS, at least, latter). On the landing page, they will sign a release enabling those Savings to be consolidated for 5 years as bank collateral for construction loans for projects that assist the coppers basecamp people's plight, e.g. lack of hospital, clinics, environmental justice. We will have projects for 5 years that the App users vote on. They will be able to watch their progress in real time.

+ if they chose to participate at a higher level GAME App, Fox Earth - Find the Copper in The Chain, App users will take monthly surveys (each is different) and file known existence and data points on their copper usage. They are rewarded for doing so by having full access to the same data, analytics on dynamic Cu flow and its intrinsic value to the supply chain and their networks. Knowing may cause switches to different supplier networks, we will be able to track and report on the behaviors as influenced by a CHOICE of essentially Fossil Fuel Free Clean Copper™ vs. Business as Usual.

+ App users, all will be able to acquire and be rewarded by Clean Copper Crackers.

App Development

Clean Copper Supply Chain Alliance agrees to develop app(s) on Tradeshift using the guidelines found at developer.tradeshift.com

The companies agree to develop a project brief that outlines the initial and subsequent phases of app development and integration as well as roles and responsibilities of each party.

The companies agree to collaborate on demonstration capability in for use by their respective teams.

Promotion and Marketing

Tradeshift and Clean Copper Supply Chain Alliance agree to promote each other as partners and seek to present the other partner favorably towards customers and media.

Marketing activities may include:

- Use of the other party's name in prospecting, client discussions, trade shows, and analyst interviews



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- PR and media activity such as blogs, newsletters, press release, webinars, and joint media & analyst briefings.
- Right to use the other party's logo and description on website, presentations, and collateral.
- Joint demand generation
- Sales enablement materials

All marketing materials will be agreed by both Parties in advance of being utilized.

Revenue Sharing Agreement

PARTIES

- (1) **Tradeshift, Inc.** incorporated under the laws of the State of Delaware, United States, with its principal place of business at 612 Howard Street, Suite 100, San Francisco, California, United States ("**Tradeshift**" or "**Party**").
- (2) **CLEAN COPPER SUPPLY CHAIN ALLIANCE inc.** incorporated under the laws of Delaware with its principal place of business at < 1054 Rancho Way #8, San Jose, CA 94305> ("**Clean Copper Supply Chain Alliance**" or "**the Partner**" or "**Party**", and collectively, the "**Parties**")

WHEREAS

- (A) Tradeshift and CLEAN COPPER SUPPLY CHAIN ALLIANCE desire to team with each other to sell and deliver certain Services, globally, in countries mutually agreed between the Parties, in the procure-to-pay and supply chain space (the "**Opportunity**") to both Tradeshift Clients and Clean Copper Supply Chain Alliance Clients, as set forth in this agreement (the "**Agreement**").
- (B) Tradeshift offers to Clean Copper Supply Chain Alliance to market to companies that have an account on Tradeshift BtoB network the Clean Copper Supply Chain Alliance App

1. Preamble

This document is written to agree on the pricing, the gain share and the invoicing mechanism prior to sign the 3rd Party App Partner agreement. It will be active when Clean Copper Supply Chain Alliance App will be available on Tradeshift Production environment.

2. Pricing

- a. Revenue Share principle:



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Tradeshift is acting as referral partner to Clean Copper Supply Chain Alliance by giving access through the Tradeshift platform to the registered companies. As App Partner, Clean Copper Supply Chain Alliance will share with Tradeshift the revenue generated by the Clean Copper Supply Chain Alliance App on the platform at a revenue-sharing fee of 30% of Tradeshift generated revenue.

b. Pricing revision:

If Clean Copper Supply Chain Alliance is revising the price list, the new price will apply to the calculation.

c. Invoicing mechanism

Clean Copper Supply Chain Alliance is managing the invoicing and the payment to the end user.

- **Tradeshift will waive this obligation in the first 18 months of the App being live in the App Store if the App is launched on Tradeshift's production environment within 3 months of the signature of this agreement.**

Confidentiality

Tradeshift and Clean Copper Supply Chain Alliance will treat any information received from the other party in confidence as per agreed in the Mutual NDA previously signed by both Parties.

Partnership governance

Each party names an alliance lead, solution lead, sales lead, and marketing lead. Conduct regular functional cadence plus quarterly business reviews with exec sponsors.

For Tradeshift
Peter Van Pruissen
CFO

For Clean Copper Supply Chain Alliance
Charlotte M Thornton
Executive Director / Founder

DocuSigned by:
Peter van Pruissen
17B5B42660BE4B4...
(Sign)

DocuSigned by:
Charlotte M Thornton
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(Sign)

January 20, 2017 | 4:23 PM PST
(Date)

October 17, 2016 | 2:00 PM PDT
(Date)