



IMRS Trading Pty Ltd
2024/180360/07
14 Clivia Crescent, Sugarbush Estate
Noordheuwel
Krugersdorp
0137

FOUNDING IMPACT INVESTOR AGREEMENT

Between

IMRS Trading (Pty) Ltd
("the Company")

And

("the Investor")



1. PURPOSE OF AGREEMENT

This Agreement sets out the terms under which the Investor will participate as a Founding Impact Investor in the SpaceTablet LMS Programme, including capital contribution and revenue share participation.

2. EFFECTIVE DATE

This Agreement shall commence on:

Date: _____

3. INVESTMENT CONTRIBUTION

The Investor agrees to invest the following amount into the SpaceTablet Programme:

Investment Amount (ZAR): _____

The investment will be allocated toward:

- LMS deployment
- School onboarding
- Operational support during pilot phase
- Subsidy model implementation
- Platform optimisation and scaling preparation



4. REVENUE SHARE STRUCTURE

The Investor will receive a revenue share based on the selected investment tier:

Investment Amount	Interest rate annually	Monthly Subscription Revenue Share
R30 000	15%	1%
R50 000	18%	2%
R100 000	22%	3%
R200 000	25%	5%

4.1 Scope of Revenue Share

Revenue share applies to:

- LMS subscription revenue (B2B schools)
- LMS subscription revenue (B2C parents)
- Any directly attributable revenue generated by the SpaceTablet LMS during the agreed term

5. TERM

This Agreement shall remain valid for a period of:

12 to 18 months, commencing from the Effective Date.



6. RETURNS & PAYMENTS

6.1 Payment Structure

- Revenue share payments will be made periodically (monthly or quarterly), based on actual revenue received
- Final reconciliation will occur at the end of the Agreement term

6.2 Target Returns

- Target returns range between 12% – 25%, depending on performance
- Returns are performance-based and not guaranteed

7. CAPITAL REPAYMENT

The Company will aim to return the Investor's capital within the 12–18 month cycle, subject to:

- Revenue performance
- Project cash flow
- Operational sustainability
- Capital repayment is dependent on project success

8. USE OF FUNDS

The Company commits to utilising invested funds strictly for:

- SpaceTablet LMS implementation
- Programme rollout and support
- Business operations linked to the pilot phase



9. INVESTOR POSITION

The Investor acknowledges that:

- This is a revenue participation agreement, not equity ownership
- The Investor does not hold shares in the Company under this Agreement
- No voting rights or management control are granted

10. REPORTING & TRANSPARENCY

The Company will provide:

- Regular performance updates (monthly or quarterly), including:
 - o User adoption
 - o Revenue performance
 - o Programme progress

11. RISK DISCLOSURE

The Investor acknowledges:

- This is an early-stage project
- Returns depend on:
 - o User adoption
 - o Subscription conversion
 - o Market conditions
- There are no guaranteed returns
- The subsidy model may impact early revenue



12. CONFIDENTIALITY

Both parties agree to maintain confidentiality regarding:

- Business operations
- Financial information
- Technical architecture
- Investor terms

13. NON-TRANSFERABILITY

This Agreement and its benefits may not be transferred without prior written consent from the Company.

14. TERMINATION

This Agreement may be terminated:

- By mutual written agreement
- If either party materially breaches the terms

15. DISPUTE RESOLUTION

Any disputes arising from this Agreement shall be resolved through:

- Good faith negotiation
- Mediation
- Arbitration (if required)



16. GOVERNING LAW

This Agreement shall be governed by the laws of the Republic of South Africa.

17. ENTIRE AGREEMENT

This document constitutes the entire agreement between the parties and supersedes all prior discussions or understandings.

18. SIGNATURES

For IMRS Trading (Pty) Ltd

Name: _____

Signature: _____

Date: _____

Investor

Name: _____

Signature: _____

Date: _____

Witnesses

Name: _____

Name: _____

Signature: _____

Signature: _____

Date: _____

Date: _____



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ANNEXURES

A: PROJECT OVERVIEW

The SpaceTablet LMS is a subscription-based education platform with:

- 5,000+ learners in pilot phase
- Subsidised school adoption model (40% reduction)
- B2C parent access layer
- Scalable national rollout potential

B: Banking Details

IMRS Trading Pty Ltd

Capitec

Account Nr: 1053549628

End of Agreement
