

EXHIBIT A



Nicholas Zaldastani Goals and Equity Grant

Goal: Provide leadership and mentoring to ensure that BrainTap Technologies reaches its maximum potential. Overall, guide the founders and help to move the company from “mom & pop” status to a thriving company that is positioned for a public offering or is purchased in 5-7 years and, in the interim, set up the company with a world-class executive team that would free up the founders to continue the growth of the company through ongoing product research and development.

Position: Chairman and Company Officer, interim COO

Term: May 1, 2016 to December 31, 2018; and renewable on or before December 2018.

Responsibility: Provide input and execution with overall company management, product strategy, marketing strategy, and funding. Furthermore, raise additional capital (\$1.5M proposed) as needed on the most advantageous terms for the company and the investors; assist in the future with finding the best qualified CEO/COO candidate, along with other executive level positions, such as director of sales, and help negotiate favorable employment contracts; assist with choosing marketing partner(s) and help negotiate favorable contract(s); assist with putting together a well-rounded board of directors; provide financial overview and guidance; engage with consultant's connections to further the growth of the company; assist the founders in the decisions that will affect the day-to-day operations of company.

Compensation: \$8333 monthly retainer. [note: to date \$8000 per month has been paid and will continue to be paid until \$250,000 is invested into the company – at which time the back pay of \$333 for each prior month will be paid and going forward from that point the full monthly retainer of \$8333 will be paid].

Equity Grant: 10% of LLC (null valuation) granted May 1, 2016, given that the two goals below are met. Company can reclaim ownership from Nicholas Zaldastani should either or all of the following not be completed.

- 1) **\$500K Raise:** Zaldastani must facilitate a raise of \$500,000 or 5% can be reclaimed back at the rate of 1% per \$100,000 not raise out of the \$500,000.
- 2) **Contract completion:** Zaldastani must complete the term of this contract, or .25% can be reclaimed for every month of the contract not completed starting on May 2017 through December 2018 (20 months). Should another raise be completed (currently set at \$1.5M), or that there is a sale of the company, or that the company completes an IPO the company will not have the right to reclaim any of Zaldastani's ownership.

Agreed and Approved:

A handwritten signature in cursive script that reads "Patrick K. Porter".

Patrick Porter, PhD
CEO Excel Management, LLC

05/01/16

Nicholas Zaldastani
Zaldastani Ventures

05/01/16

EXHIBIT B

Hughes Pittman & Gupton, LLP
1500 Sunday Drive, Suite 300
Raleigh, NC 27607
(919) 232-5900

October 11, 2018

Excel Management, LLC
DBA BrainTap Technology LLC
3515 Trent Road, Suite 1
New Bern, NC 28562

Excel Management, LLC:

We have prepared and enclosed your 2017 Limited Liability Company returns for the year ended December 31, 2017.

This return has been prepared for electronic filing. If you wish to have it transmitted electronically to the IRS, please sign, date, and return Form 8879-PE to our office. We will then submit your electronic return to the IRS. Do not mail the paper copy of the return to the IRS. Return federal Form 8879-PE to us as soon as possible.

No payment is required with this return when filed.

The North Carolina Form D-403 return has been prepared for electronic filing. If you wish to have it transmitted electronically to the NCDOR, please contact our office. We will then submit your electronic return to the NCDOR. Do not mail the paper copy of the return to the NCDOR. Return federal Form 8879-PE to us by October 15, 2018.

No payment is required with this return when filed.

Attached are Schedules K-1 for all members indicating their share of income, deductions and credits to be reported on their respective tax returns. These schedules should be immediately forwarded to each of the members.

Copies of the returns are enclosed for your files. We suggest that you retain these copies indefinitely.

Sincerely,

Lawrence A. Hamilton

Form **8879-PE**

**IRS e-file Signature Authorization
for Form 1065**

OMB No. 1545-0123

Department of the Treasury
Internal Revenue Service

▶ Return completed Form 8879-PE to your ERO. (Don't send to the IRS.)

▶ Go to www.irs.gov/Form8879PE for the latest information.

2017

For calendar year 2017, or tax year beginning , 2017, ending , 20

Name of partnership **Excel Management, LLC**
DBA BrainTap Technology LLC Employer identification number **[REDACTED]**

Part I Tax Return Information (Whole dollars only)

1	Gross receipts or sales less returns and allowances (Form 1065, line 1c)	1	1,760,364.
2	Gross profit (Form 1065, line 3)	2	1,146,785.
3	Ordinary business income (loss) (Form 1065, line 22)	3	-336,539.
4	Net rental real estate income (loss) (Form 1065, Schedule K, line 2)	4	
5	Other net rental income (loss) (Form 1065, Schedule K, line 3c)	5	

Part II Declaration and Signature Authorization of Partner or Member
(Be sure to get a copy of the partnership's return)

Under penalties of perjury, I declare that I am a partner or member of the above partnership and that I have examined a copy of the partnership's 2017 electronic return of partnership income and accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct, and complete. I further declare that the amounts in Part I above are the amounts shown on the copy of the partnership's electronic return of partnership income. I consent to allow my electronic return originator (ERO), transmitter, or intermediate service provider to send the partnership's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission and (b) the reason for any delay in processing the return. I have selected a personal identification number (PIN) as my signature for the partnership's electronic return of partnership income.

Partner or Member's PIN: check one box only

I authorize Hughes Pittman & Gupton, LLP to enter my PIN [REDACTED]
ERO firm name Don't enter all zeros
as my signature on the partnership's 2017 electronically filed return of partnership income.

As a partner or member of the partnership, I will enter my PIN as my signature on the partnership's 2017 electronically filed return of partnership income.

Partner or member's signature ▶ *Patrick K. Porter*
Title ▶ CEO Date ▶ 10-15-2018

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN. [REDACTED]
Don't enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2017 electronically filed return of partnership income for the partnership indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 3112, IRS e-file Application and Participation, and Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ _____ Date ▶ _____

ERO Must Retain This Form - See Instructions
Don't Submit This Form to the IRS Unless Requested To Do So

For Paperwork Reduction Act Notice, see instructions.

Form **8879-PE** (2017)

LHA

1065 U.S. Return of Partnership Income
 Form Department of the Treasury Internal Revenue Service
 For calendar year 2017, or tax year beginning _____, ending _____
Extension Granted to 09/17/18
 OMB No. 1545-0123
2017

A Principal business activity Teaching/Tutoring	Type or Print	Name of partnership Excel Management, LLC DBA BrainTap Technology LLC	D Employer identification number
B Principal product or service Self-Help		Number, street, and room or suite no. If a P.O. box, see the instructions. 3515 Trent Road, Suite 1	E Date business started 01/01/2013
C Business code number 711510		City or town, state or province, country, and ZIP or foreign postal code New Bern NC 28562	F Total assets \$ 403,448.

G Check applicable boxes: (1) Initial return (2) Final return (3) Name change (4) Address change (5) Amended return (6) Technical termination - also check (1) or (2)

H Check accounting method: (1) Cash (2) Accrual (3) Other (specify) ▶

I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ▶ **3**

J Check if Schedules C and M-3 are attached

Caution. Include only trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1 a Gross receipts or sales	1a	1,760,364.	
	b Returns and allowances	1b		
	c Balance. Subtract line 1b from line 1a	1c		1,760,364.
	2 Cost of goods sold (attach Form 1125-A)	2		613,579.
	3 Gross profit. Subtract line 2 from line 1c	3		1,146,785.
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)	4		
	5 Net farm profit (loss) (attach Schedule F (Form 1040))	5		
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)	6		
7 Other income (loss) (attach statement)	7	See Statement 1	2.	
8 Total income (loss). Combine lines 3 through 7	8		1,146,787.	
Deductions (see the instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)	9		253,860.
	10 Guaranteed payments to partners	10		50,000.
	11 Repairs and maintenance	11		1,024.
	12 Bad debts	12		
	13 Rent	13		48,968.
	14 Taxes and licenses	14	See Statement 2	284.
	15 Interest	15		130,623.
	16 a Depreciation (if required, attach Form 4562)	16a	18,223.	
	b Less depreciation reported on Form 1125-A and elsewhere on return	16b		18,223.
	17 Depletion (Do not deduct oil and gas depletion.)	17		
	18 Retirement plans, etc.	18		
	19 Employee benefit programs	19		3,787.
	20 Other deductions (attach statement)	20	See Statement 3	976,557.
	21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20	21		1,483,326.
22 Ordinary business income (loss). Subtract line 21 from line 8	22		-336,539.	

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of partner or limited liability company member: Date: **10-15-2018**

May the IRS discuss this return with the preparer shown below (see instr.)? Yes No

Paid Preparer Use Only

Print/Type preparer's name: **Lawrence A. Hamilton** Preparer's signature: Date: _____

Firm's name: **Hughes Pittman & Gupton, LLP** Firm's EIN:

Firm's address: **1500 Sunday Drive, Suite 300 Raleigh, NC 27607** Phone no.: **919-232-5900**

Check if self-employed PTIN:

LHA For Paperwork Reduction Act Notice, see separate instructions. Form **1065** (2017)

Schedule B Other Information			
1 What type of entity is filing this return? Check the applicable box:		Yes	No
a <input type="checkbox"/> Domestic general partnership	b <input type="checkbox"/> Domestic limited partnership		
c <input checked="" type="checkbox"/> Domestic limited liability company	d <input type="checkbox"/> Domestic limited liability partnership		
e <input type="checkbox"/> Foreign partnership	f <input type="checkbox"/> Other ▶		
2 At any time during the tax year, was any partner in the partnership a disregarded entity, a partnership (including an entity treated as a partnership), a trust, an S corporation, an estate (other than an estate of a deceased partner), or a nominee or similar person?			X
3 At the end of the tax year:			
a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization, or any foreign government own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership			X
b Did any individual or estate own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership		X	
4 At the end of the tax year, did the partnership:			
a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below			X
(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage Owned in Voting Stock
b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below			X
(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization
			(v) Maximum Percentage Owned in Profit, Loss, or Capital
5 Did the partnership file Form 8893, Election of Partnership Level Tax Treatment, or an election statement under section 6231(a)(1)(B)(ii) for partnership-level tax treatment, that is in effect for this tax year? See Form 8893 for more details		Yes	No
			X
6 Does the partnership satisfy all four of the following conditions?			
a The partnership's total receipts for the tax year were less than \$250,000.			
b The partnership's total assets at the end of the tax year were less than \$ 1 million.			
c Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return.			
d The partnership is not filing and is not required to file Schedule M-3			X
If "Yes," the partnership is not required to complete Schedules L, M-1, and M-2; Item F on page 1 of Form 1065; or Item L on Schedule K-1.			
7 Is this partnership a publicly traded partnership as defined in section 469(k)(2)?			X
8 During the tax year, did the partnership have any debt that was cancelled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt?			X
9 Has this partnership filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction?			X
10 At any time during calendar year 2017, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See the instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country.			X

Schedule B Other Information (continued)		Yes	No
11	At any time during the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the partnership may have to file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts. See instructions		X
12a	Is the partnership making, or had it previously made (and not revoked), a section 754 election? See instructions for details regarding a section 754 election.		X
b	Did the partnership make for this tax year an optional basis adjustment under section 743(b) or 734(b)? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions		X
c	Is the partnership required to adjust the basis of partnership assets under section 743(b) or 734(b) because of a substantial built-in loss (as defined under section 743(d)) or substantial basis reduction (as defined under section 734(d))? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions		X
13	Check this box if, during the current or prior tax year, the partnership distributed any property received in a like-kind exchange or contributed such property to another entity (other than disregarded entities wholly owned by the partnership throughout the tax year) <input type="checkbox"/>		
14	At any time during the tax year, did the partnership distribute to any partner a tenancy-in-common or other undivided interest in partnership property?		X
15	If the partnership is required to file Form 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, enter the number of Forms 8858 attached. See instructions		
16	Does the partnership have any foreign partners? If "Yes," enter the number of Forms 8805, Foreign Partner's Information Statement of Section 1446 Withholding Tax, filed for this partnership.		X
17	Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return.		
18a	Did you make any payments in 2017 that would require you to file Form(s) 1099? See instructions	X	
b	If "Yes," did you or will you file required Form(s) 1099?	X	
19	Enter the number of Form(s) 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations, attached to this return.		
20	Enter the number of partners that are foreign governments under section 892.		
21	During the partnership's tax year, did the partnership make any payments that would require it to file Form 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474)?		X
22	Was the partnership a specified domestic entity required to file Form 8938 for the tax year (See the Instructions for Form 8938)?		X

Designation of Tax Matters Partner (see instructions)

Enter below the general partner or member-manager designated as the tax matters partner (TMP) for the tax year of this return:

Name of designated TMP	Patrick K Porter	Identifying number of TMP	[REDACTED]
If the TMP is an entity, name of TMP representative		Phone number of TMP	[REDACTED]
Address of designated TMP	3515 Trent Road, Suite 1 New Bern, NC 28562		

Form 1065 (2017) **Excel Management, LLC DBA BrainTap Techn**

Page 4

Schedule K Partners' Distributive Share Items		Total amount	
Income (Loss)	1 Ordinary business income (loss) (page 1, line 22)	1	-336,539.
	2 Net rental real estate income (loss) (attach Form 8825)	2	
	3 a Other gross rental income (loss)	3a	
	b Expenses from other rental activities (attach statement)	3b	
	c Other net rental income (loss). Subtract line 3b from line 3a	3c	
	4 Guaranteed payments	4	50,000.
	5 Interest income	5	
	6 Dividends: a Ordinary dividends	6a	
	b Qualified dividends	6b	
	7 Royalties	7	
	8 Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8	
9 a Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a		
b Collectibles (28%) gain (loss)	9b		
c Unrecaptured section 1250 gain (attach statement)	9c		
10 Net section 1231 gain (loss) (attach Form 4797)	10		
11 Other income (loss) (see instructions) Type ▶	11		
Deductions	12 Section 179 deduction (attach Form 4562)	12	
	13 a Contributions See Statement 4	13a	2,099.
	b Investment interest expense	13b	
	c Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶	13c(2)	
d Other deductions (see instructions) Type ▶	13d		
Self-Employment	14 a Net earnings (loss) from self-employment	14a	-286,539.
	b Gross farming or fishing income	14b	
	c Gross nonfarm income	14c	1,146,787.
Credits	15 a Low-income housing credit (section 42(j)(5))	15a	
	b Low-income housing credit (other)	15b	
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable)	15c	
	d Other rental real estate credits (see instructions) Type ▶	15d	
	e Other rental credits (see instructions) Type ▶	15e	
	f Other credits (see instructions) Type ▶	15f	
Foreign Transactions	16 a Name of country or U.S. possession ▶		
	b Gross income from all sources	16b	
	c Gross income sourced at partner level	16c	
	Foreign gross income sourced at partnership level		
	d Passive category ▶ e General category ▶ f Other ▶	16f	
	Deductions allocated and apportioned at partner level		
	g Interest expense ▶ h Other ▶	16h	
	Deductions allocated and apportioned at partnership level to foreign source income		
	i Passive category ▶ j General category ▶ k Other ▶	16k	
	l Total foreign taxes (check one): Paid <input type="checkbox"/> Accrued <input type="checkbox"/>	16l	
m Reduction in taxes available for credit (attach statement)	16m		
n Other foreign tax information (attach statement)			
Alternative Minimum Tax (AMT) Items	17 a Post-1986 depreciation adjustment	17a	
	b Adjusted gain or loss	17b	
	c Depletion (other than oil and gas)	17c	
	d Oil, gas, and geothermal properties - gross income	17d	
	e Oil, gas, and geothermal properties - deductions	17e	
	f Other AMT items (attach statement)	17f	
Other Information	18 a Tax-exempt interest income	18a	
	b Other tax-exempt income	18b	
	c Nondeductible expenses See Statement 5	18c	37,447.
	19 a Distributions of cash and marketable securities	19a	187.
	b Distributions of other property	19b	
	20 a Investment income	20a	
b Investment expenses	20b		
c Other items and amounts (attach statement)			

Form 1065 (2017)

Analysis of Net Income (Loss)

1 Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 16l	1	-288,638.				
2 Analysis by partner type:	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt Organization	(vi) Nominee/Other
a General partners						
b Limited partners			-288,638.			

Schedule L Balance Sheets per Books

Assets	Beginning of tax year		End of tax year	
	(a)	(b)	(c)	(d)
1 Cash		58,651.		64,671.
2a Trade notes and accounts receivable	1,982.		1,780.	
b Less allowance for bad debts		1,982.		1,780.
3 Inventories		58,120.		48,179.
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)	Statement 6	0.		91,221.
7a Loans to partners (or persons related to partners)				
b Mortgage and real estate loans				
8 Other investments (attach statement)				
9a Buildings and other depreciable assets	56,950.		56,950.	
b Less accumulated depreciation	15,673.	41,277.	27,525.	29,425.
10a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12a Intangible assets (amortizable only)			100,018.	
b Less accumulated amortization				100,018.
13 Other assets (attach statement)	Statement 7	68,156.		68,154.
14 Total assets		228,186.		403,448.
Liabilities and Capital				
15 Accounts payable		51,865.		-1,894.
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)	Statement 8	155,957.		45,799.
18 All nonrecourse loans				
19a Loans from partners (or persons related to partners)				
b Mortgages, notes, bonds payable in 1 year or more				98,391.
20 Other liabilities (attach statement)	Statement 9	0.		561,000.
21 Partners' capital accounts		20,364.		-299,848.
22 Total liabilities and capital		228,186.		403,448.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note. The partnership may be required to file Schedule M-3 (see instructions).

1 Net income (loss) per books	-217,338.	6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize):		a Tax-exempt interest \$	
3 Guaranteed payments (other than health insurance)	50,000.	7 Deductions included on Schedule K, lines 1 through 13d, and 16l, not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$	6,372.
Stmt 11	15,306.	Stmt 12	152,375.
a Depreciation \$		8 Add lines 6 and 7	158,747.
b Travel and entertainment \$	22,141.	37,447.	
5 Add lines 1 through 4	-129,891.	9 Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5	-288,638.

Schedule M-2 Analysis of Partners' Capital Accounts

1 Balance at beginning of year	20,364.	6 Distributions: a Cash	187.
2 Capital contributed: a Cash		b Property	
b Property		7 Other decreases (itemize):	
3 Net income (loss) per books	-217,338.	Stmt 13	102,687.
4 Other increases (itemize):		8 Add lines 6 and 7	102,874.
5 Add lines 1 through 4	-196,974.	9 Balance at end of year. Subtract line 8 from line 5	-299,848.

**SCHEDULE B-1
(Form 1065)**

(Rev. September 2017)
Department of the Treasury
Internal Revenue Service

**Information on Partners Owning 50% or
More of the Partnership**

▶ Attach to Form 1065.

OMB No. 1545-0123

▶ Go to www.irs.gov/Form1065 for the latest information.

Name of partnership Excel Management, LLC DBA BrainTap Technology LLC	Employer identification number <div style="background-color: black; width: 100px; height: 20px; margin-top: 5px;"></div>
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Part I Entities Owning 50% or More of the Partnership (Form 1065, Schedule B, Question 3a)

Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, tax-exempt organization, or any foreign government that owns, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership (see instructions).

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Maximum Percentage Owned in Profit, Loss, or Capital

Part II Individuals or Estates Owning 50% or More of the Partnership (Form 1065, Schedule B, Question 3b)

Complete columns (i) through (iv) below for any individual or estate that owns, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership (see instructions).

(i) Name of Individual or Estate	(ii) Identifying Number (if any)	(iii) Country of Citizenship (see instructions)	(iv) Maximum Percentage Owned in Profit, Loss, or Capital
Patrick K Porter	<div style="background-color: black; width: 100px; height: 15px;"></div>	United States	80.00
Cynthia J Porter	<div style="background-color: black; width: 100px; height: 15px;"></div>	United States	80.00

Schedule K-1
(Form 1065)
Department of the Treasury
Internal Revenue Service

2017

Final K-1 Amended K-1 OMB No. 1545-0123

For calendar year 2017, or tax year

beginning ending

Partner's Share of Income, Deductions, Credits, etc.

▶ See separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
[REDACTED]

B Partnership's name, address, city, state, and ZIP code
Excel Management, LLC
DBA BrainTap Technology LLC
3515 Trent Road, Suite 1
New Bern, NC 28562

C IRS Center where partnership filed return
E-File

D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
[REDACTED]

F Partner's name, address, city, state, and ZIP code
Patrick K Porter
406 Tar Landing
New Bern, NC 28562

G General partner or LLC member-manager Limited partner or other LLC member

H Domestic partner Foreign partner

I What type of entity is this partner? Individual

J If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here

J Partner's share of profit, loss, and capital:

	Beginning	Ending
Profit	44.0000000%	40.0000000%
Loss	44.0000000%	40.0000000%
Capital	44.0000000%	40.0000000%

K Partner's share of liabilities at year end:

Nonrecourse	\$	239,220.
Qualified nonrecourse financing	\$	0.
Recourse	\$	28,571.

L Partner's capital account analysis:

Beginning capital account	\$	8,225.
Capital contributed during the year	\$	
Current year increase (decrease)	\$	-128,011.
Withdrawals & distributions	\$()
Ending capital account	\$	-119,786.

Tax basis GAAP Section 704(b) book
 Other (explain)

M Did the partner contribute property with a built-in gain or loss?
 Yes No
If "Yes," attach statement (see instructions)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1 Ordinary business income (loss) -134,616.	15 Credits
2 Net rental real estate income (loss)	16 Foreign transactions
3 Other net rental income (loss)	
4 Guaranteed payments	
5 Interest income	
6a Ordinary dividends	17 Alternative min tax (AMT) items
6b Qualified dividends	
7 Royalties	18 Tax-exempt income and nondeductible expenses
8 Net short-term capital gain (loss)	C* STMT
9a Net long-term capital gain (loss)	
9b Collectibles (28%) gain (loss)	19 Distributions
9c Unrecaptured sec 1250 gain	20 Other information
10 Net section 1231 gain (loss)	
11 Other income (loss)	
12 Section 179 deduction	
13 Other deductions A 840.	
14 Self-employment earnings (loss) A -134,616. C 458,715.	

*See attached statement for additional information.

For IRS Use Only

Excel Management, LLC DBA BrainTap Techn [REDACTED]Schedule K-1 Nondeductible Expenses, Box 18, Code C

<u>Description</u>	<u>Partner Filing Instructions</u>	<u>Amount</u>
Excluded meals and entertainment expenses	Nondeductible portion	8,856.
Penalties		5,676.
Officer's Health Insurance		447.
Total to Schedule K-1, Box 18, Code C		14,979.

Schedule K-1 Current Year Increases (Decreases)

<u>Description</u>	<u>Amount</u>	<u>Totals</u>
Ordinary income (loss)	-134,616.	
Schedule K-1 income subtotal		-134,616.
Charitable contributions	-840.	
Schedule K-1 deductions subtotal		-840.
Net Income (Loss) per Schedule K-1		-135,456.
Depreciation on return and not on books	2,549.	
Nondeductible expenses	-14,979.	
Accrual to Cash Adjustment	21,423.	
App Development	4,000.	
Prior Period Adjustment - No Tax Effect	-41,075.	
Website Development	35,527.	
Other increases or decreases subtotal		7,445.
Total to Schedule K-1, Item L		-128,011.

Schedule K-1 Footnotes

Losses may be limited, please consult your tax advisor

Schedule K-1
(Form 1065)
Department of the Treasury
Internal Revenue Service

2017

Final K-1 Amended K-1 OMB No. 1545-0123

For calendar year 2017, or tax year

beginning ending

Partner's Share of Income, Deductions, Credits, etc.

▶ See separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
[REDACTED]

B Partnership's name, address, city, state, and ZIP code
Excel Management, LLC
DBA BrainTap Technology LLC
3515 Trent Road, Suite 1
New Bern, NC 28562

C IRS Center where partnership filed return
E-File

D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
[REDACTED]

F Partner's name, address, city, state, and ZIP code
Cynthia J Porter
406 Tar Landing
New Bern, NC 28562

G General partner or LLC member-manager Limited partner or other LLC member

H Domestic partner Foreign partner

I1 What type of entity is this partner? **Individual**

I2 If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here

J Partner's share of profit, loss, and capital:

	Beginning	Ending
Profit	46.0000000%	40.0000000%
Loss	46.0000000%	40.0000000%
Capital	46.0000000%	40.0000000%

K Partner's share of liabilities at year end:

Nonrecourse	\$	239,219.
Qualified nonrecourse financing	\$	0.
Recourse	\$	28,570.

L Partner's capital account analysis:

Beginning capital account	\$	8,882.
Capital contributed during the year	\$	
Current year increase (decrease)	\$	-128,009.
Withdrawals & distributions	\$(
Ending capital account	\$	-119,127.

Tax basis GAAP Section 704(b) book

Other (explain)

M Did the partner contribute property with a built-in gain or loss?
 Yes No

If "Yes," attach statement (see instructions)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1 Ordinary business income (loss) -134,615.	15 Credits
2 Net rental real estate income (loss)	16 Foreign transactions
3 Other net rental income (loss)	
4 Guaranteed payments	
5 Interest income	
6a Ordinary dividends	17 Alternative min tax (AMT) items
6b Qualified dividends	
7 Royalties	18 Tax-exempt income and nondeductible expenses C* STMT
8 Net short-term capital gain (loss)	
9a Net long-term capital gain (loss)	
9b Collectibles (28%) gain (loss)	19 Distributions
9c Unrecaptured sec 1250 gain	20 Other information
10 Net section 1231 gain (loss)	
11 Other income (loss)	
12 Section 179 deduction	
13 Other deductions A 839.	
14 Self-employment earnings (loss) A -134,615. C 458,715.	

*See attached statement for additional information.

For IRS Use Only

Excel Management, LLC DBA BrainTap Techn

Schedule K-1 Nondeductible Expenses, Box 18, Code C

Description	Partner Filing Instructions	Amount
Excluded meals and entertainment expenses	Nondeductible portion	8,857.
Penalties		5,675.
Officer's Health Insurance		447.
Total to Schedule K-1, Box 18, Code C		14,979.

Schedule K-1 Current Year Increases (Decreases)

Description	Amount	Totals
Ordinary income (loss)	-134,615.	
Schedule K-1 income subtotal		-134,615.
Charitable contributions	-839.	
Schedule K-1 deductions subtotal		-839.
Net Income (Loss) per Schedule K-1		-135,454.
Depreciation on return and not on books	2,549.	
Nondeductible expenses	-14,979.	
Accrual to Cash Adjustment	21,423.	
App Development	4,000.	
Prior Period Adjustment - No Tax Effect	-41,075.	
Website Development	35,527.	
Other increases or decreases subtotal		7,445.
Total to Schedule K-1, Item L		-128,009.

Schedule K-1 Footnotes

Losses may be limited, please consult your tax advisor

Schedule K-1
(Form 1065)
Department of the Treasury
Internal Revenue Service

2017

Final K-1 Amended K-1 OMB No. 1545-0123

For calendar year 2017, or tax year

beginning ending

Partner's Share of Income, Deductions, Credits, etc.

▶ See separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
[REDACTED]

B Partnership's name, address, city, state, and ZIP code
Excel Management, LLC
DBA BrainTap Technology LLC
3515 Trent Road, Suite 1
New Bern, NC 28562

C IRS Center where partnership filed return
E-File

D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
[REDACTED]

F Partner's name, address, city, state, and ZIP code
Nicholas Zaldastani
2200 Pacific Ave #5B
San Francisco, CA 94115

G General partner or LLC member-manager Limited partner or other LLC member

H Domestic partner Foreign partner

I What type of entity is this partner? Individual

J If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here

J Partner's share of profit, loss, and capital:

	Beginning	Ending
Profit	10.0000000%	20.0000000%
Loss	10.0000000%	20.0000000%
Capital	10.0000000%	20.0000000%

K Partner's share of liabilities at year end:

Nonrecourse	\$	119,610.
Qualified nonrecourse financing	\$	0.
Recourse	\$	50,000.

L Partner's capital account analysis:

Beginning capital account	\$	3,257.
Capital contributed during the year	\$	
Current year increase (decrease)	\$	-64,005.
Withdrawals & distributions	\$(187.)
Ending capital account	\$	-60,935.

Tax basis GAAP Section 704(b) book

Other (explain)

M Did the partner contribute property with a built-in gain or loss?
 Yes No

If "Yes," attach statement (see instructions)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1 Ordinary business income (loss)	-67,308.	15 Credits
2 Net rental real estate income (loss)		16 Foreign transactions
3 Other net rental income (loss)		
4 Guaranteed payments	50,000.	
5 Interest income		
6a Ordinary dividends		17 Alternative min tax (AMT) items
6b Qualified dividends		
7 Royalties		18 Tax-exempt income and nondeductible expenses
8 Net short-term capital gain (loss)		C* STMT
9a Net long-term capital gain (loss)		
9b Collectibles (28%) gain (loss)		19 Distributions
9c Unrecaptured sec 1250 gain		A 187.
10 Net section 1231 gain (loss)		20 Other information
11 Other income (loss)		
12 Section 179 deduction		
13 Other deductions	A 420.	
14 Self-employment earnings (loss)	A -17,308.	
	C 229,357.	

*See attached statement for additional information.

For IRS Use Only

Excel Management, LLC DBA BrainTap Techn



Schedule K-1 Nondeductible Expenses, Box 18, Code C

Description	Partner Filing Instructions	Amount
Excluded meals and entertainment expenses	Nondeductible portion	4,428.
Penalties		2,838.
Officer's Health Insurance		223.
Total to Schedule K-1, Box 18, Code C		7,489.

Schedule K-1 Current Year Increases (Decreases)

Description	Amount	Totals
Ordinary income (loss)	-67,308.	
Schedule K-1 income subtotal		-67,308.
Charitable contributions	-420.	
Schedule K-1 deductions subtotal		-420.
Net Income (Loss) per Schedule K-1		-67,728.
Depreciation on return and not on books	1,274.	
Nondeductible expenses	-7,489.	
Accrual to Cash Adjustment	10,711.	
App Development	2,000.	
Prior Period Adjustment - No Tax Effect	-20,537.	
Website Development	17,764.	
Other increases or decreases subtotal		3,723.
Total to Schedule K-1, Item L		-64,005.

Schedule K-1 Footnotes

Losses may be limited, please consult your tax advisor

EXHIBIT C

Hughes Pittman & Gupton, LLP
1500 Sunday Drive, Suite 300
Raleigh, NC 27607
(919) 232-5900

October 8, 2018

Nicholas Zaldastani
2200 Pacific Ave #5B
San Francisco, CA 94115

Re: Excel Management, LLC
DBA BrainTap Technology LLC

Dear Member:

Attached is your copy of the 2017 Partnership Form 1065 Schedule K-1. This schedule summarizes your information from the partnership. This information has been provided to the Internal Revenue Service with the U.S. Partnership Return of Income, Form 1065.

The information provided on this schedule should be entered on your tax return, in accordance with the instructions in Schedule K-1, page 2. If your return will be prepared by your accountant or attorney, you should provide a copy of this schedule to the preparer with your other tax information.

We thank you for the opportunity to serve you.

Sincerely,

Liz Broadway

Schedule K-1
(Form 1065)
Department of the Treasury
Internal Revenue Service

2017

Final K-1 Amended K-1 OMB No. 1545-0123

For calendar year 2017, or tax year

beginning ending

Partner's Share of Income, Deductions, Credits, etc.

▶ See separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number
[REDACTED]

B Partnership's name, address, city, state, and ZIP code
Excel Management, LLC
DBA BrainTap Technology LLC
3515 Trent Road, Suite 1
New Bern, NC 28562

C IRS Center where partnership filed return
E-File

D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
[REDACTED]

F Partner's name, address, city, state, and ZIP code
Nicholas Zaldastani
2200 Pacific Ave #5B
San Francisco, CA 94115

G General partner or LLC member-manager Limited partner or other LLC member

H Domestic partner Foreign partner

I1 What type of entity is this partner? Individual

I2 If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here

J Partner's share of profit, loss, and capital:

	Beginning	Ending
Profit	10.0000000%	20.0000000%
Loss	10.0000000%	20.0000000%
Capital	10.0000000%	20.0000000%

K Partner's share of liabilities at year end:

Nonrecourse	\$	119,610.
Qualified nonrecourse financing	\$	0.
Recourse	\$	50,000.

L Partner's capital account analysis:

Beginning capital account	\$	3,257.
Capital contributed during the year	\$	
Current year increase (decrease)	\$	-64,005.
Withdrawals & distributions	\$	187.
Ending capital account	\$	-60,935.

Tax basis GAAP Section 704(b) book
 Other (explain)

M Did the partner contribute property with a built-in gain or loss?
 Yes No
If "Yes," attach statement (see instructions)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1 Ordinary business income (loss) -67,308.	15 Credits
2 Net rental real estate income (loss)	16 Foreign transactions
3 Other net rental income (loss)	
4 Guaranteed payments 50,000.	
5 Interest income	
6a Ordinary dividends	17 Alternative min tax (AMT) items
6b Qualified dividends	
7 Royalties	18 Tax-exempt income and nondeductible expenses C* STMT
8 Net short-term capital gain (loss)	
9a Net long-term capital gain (loss)	
9b Collectibles (28%) gain (loss)	19 Distributions A 187.
9c Unrecaptured sec 1250 gain	20 Other information
10 Net section 1231 gain (loss)	
11 Other income (loss)	
12 Section 179 deduction	
13 Other deductions A 420.	
14 Self-employment earnings (loss) A -17,308. C 229,357.	

*See attached statement for additional information.

For IRS Use Only

Excel Management, LLC DBA BrainTap Techn [REDACTED]Schedule K-1 Nondeductible Expenses, Box 18, Code C

<u>Description</u>	<u>Partner Filing Instructions</u>	<u>Amount</u>
Excluded meals and entertainment expenses	Nondeductible portion	4,428.
Penalties		2,838.
Officer's Health Insurance		223.
Total to Schedule K-1, Box 18, Code C		7,489.

Schedule K-1 Current Year Increases (Decreases)

<u>Description</u>	<u>Amount</u>	<u>Totals</u>
Ordinary income (loss)	-58,679.	
Schedule K-1 income subtotal		-58,679.
Charitable contributions	-420.	
Schedule K-1 deductions subtotal		-420.
Net Income (Loss) per Schedule K-1		-59,099.
Miscellaneous income on books and not on return	2,083.	
Depreciation on return and not on books	1,274.	
Nondeductible expenses	-7,489.	
App Development	2,000.	
Prior Period Adjustment - No Tax Effect	-20,537.	
Website Development	17,764.	
Other increases or decreases subtotal		-4,905.
Total to Schedule K-1, Item L		-64,004.

EXHIBIT D

**CONSENT OF THE INITIAL BOARD OF DIRECTORS OF
BRAINTAP, INC.
TO CORPORATE ORGANIZATION**

March 16, 2021

The undersigned, being the initial directors of BrainTap, Inc., a Delaware corporation (the “**Company**”), does hereby waive notice of the organizational meeting of the Board of Directors of the Company (the “**Board**”), and does hereby adopt the following resolutions by signing this consent (this “**Consent**”), pursuant to the provisions of Sections 108 and 141 of the Delaware General Corporation Law:

ADOPTION OF BYLAWS

RESOLVED, that the Bylaws attached hereto as **Exhibit A** be, and they hereby are, adopted as the Bylaws of the Company.

ADOPTION OF STOCK CERTIFICATE

RESOLVED, that the form of stock certificate presented to the Board be, and it hereby is, adopted as a form of certificate to be used in issuing the Common Stock of the Company and that a specimen copy of said form be filed by the Secretary with this Consent as **Exhibit B**.

ADOPTION OF CORPORATE SEAL

RESOLVED, that, pursuant to the Bylaws of the Company, the Board adopts as the corporate seal of the Company a circular seal containing the name of the Company and the state of its incorporation (or an abbreviation thereof) on the circumference and the word “Seal” in the center.

APPOINTMENT OF OFFICERS

RESOLVED, that the following persons be, and they hereby are, appointed as officers of the Company to serve in the office set forth opposite their respective names until their successors shall have been duly appointed and qualified:

<u>Name</u>	<u>Office</u>
Nicholas Zaldastani	President and Chief Executive Officer
Cynthia J. Porter	Secretary
Patrick K. Porter	Treasurer

ISSUANCE OF SHARES

WHEREAS, offers have been made to sell shares of common stock of the Company (the “Common Stock”), which offers have been accepted by the offerees; and

WHEREAS, the Board has determined that the consideration received or to be received for said shares is adequate.

NOW, THEREFORE, BE IT RESOLVED, that, pursuant to the foregoing offers and acceptances, an aggregate of ten million (10,000,000) fully paid and nonassessable shares of Common Stock are hereby issued pursuant to the Founder’s Agreement for each Shareholder listed below, in the aggregate amount of Seven Hundred Dollars (\$1,000.00), at the price of One Ten Thousandth of One Cent (\$0.0001) per share of Common Stock as follows:

<u>Shareholder</u>	<u>Number of Shares</u>
Nicholas Zaldastani	2,000,000
Cynthia J. Porter	4,080,000
Patrick K. Porter	3,920,000

RESOLVED FURTHER, that the proper officers of the Company be, and they hereby are, authorized and directed to issue share certificates in accordance with the foregoing resolution in such denominations as the stockholders shall direct;

RESOLVED FURTHER, that, upon issuance of such shares, the proper officers of the Company shall credit the stockholders’ equity on the Company’s books.

ADOPTION OF STOCK INCENTIVE PLAN

WHEREAS, the Board deems it to be in the best interest of the Company that it establishes a stock incentive plan.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby adopts the BrainTap, Inc. 2021 Stock Incentive Plan attached hereto and incorporated herein by reference as **Exhibit C** (the “**Plan**”);

RESOLVED FURTHER, that the Board hereby authorizes for issuance under the Plan up to One Million (1,000,000) shares of the common stock of the Company, subject to appropriate adjustments for stock splits, combinations and other similar events in the form of incentive stock options, nonqualified stock options or a combination of both; and

RESOLVED FURTHER, that the Board shall administer the Plan in accordance with its terms.

BANKING RESOLUTIONS

RESOLVED, that the proper officers be, and they hereby are, authorized and directed to select the financial depository of the Company (the “**Bank**”);

RESOLVED FURTHER, that the Bank, at its various branches, be, and it hereby is, designated as the depository of the Company and that funds deposited therewith may be withdrawn upon a check, draft, note or order of the Company, signed by an appropriate officer whose signature shall be certified to the Bank by the Secretary of the Company; and no checks, drafts, notes or orders drawn against such account shall be valid unless so signed;

RESOLVED FURTHER, that the Bank is hereby authorized to honor, receive, certify or pay all instruments signed in accordance with the foregoing resolutions even though drawn or endorsed to the order of any persons signing the same or tendered by him for cash, or in payment of the individual obligation of such person, or for deposit to his personal account; and the Bank shall not be required to inquire as to the circumstances of the issuance or use of any instrument signed in accordance with the foregoing resolution or the application or disposition of such instrument or the proceeds thereof;

RESOLVED FURTHER, that the printed form resolutions of the Bank are hereby incorporated and adopted by reference, and the officers of the Company are authorized to verify the same and deliver a certified copy to the Bank; and

RESOLVED FURTHER, that these resolutions shall remain in effect until rescinded or modified by resolution of the Board and until a certified copy of such resolution shall have been filed with the Bank.

FISCAL YEAR

RESOLVED, that the fiscal year of the Company be the twelve (12) month period ending December 31st of each year.

QUALIFICATION AS A FOREIGN CORPORATION

RESOLVED, that the proper officers of the Company be, and they hereby are, authorized and directed to take all steps necessary or appropriate to qualify the Company to do business as a foreign corporation in such jurisdictions and at such time as qualification becomes appropriate.

MISCELLANEOUS ITEMS IN ORDER TO COMPLETE THE ORGANIZATION OF THE COMPANY

RESOLVED, that the proper officers of the Company be, and they hereby are, authorized to pay or cause to be paid all fees and expenses incident and necessary to the organization of the Company;

RESOLVED FURTHER, that the proper officers of the Company be, and they hereby are, authorized to pay or cause to be paid any costs previously advanced on behalf of the Company or expenses incurred on behalf of the Company prior to or subsequent to the organization;

RESOLVED FURTHER, that the proper officers of the Company be, and they hereby are, authorized and directed to do and perform all acts and things necessary and appropriate to commence and carry on the business which the Company was formed to conduct;

RESOLVED FURTHER, that any action taken prior to the date hereof by the incorporator, officers or directors in connection with the incorporation and organization of the Company be, and it hereby is, ratified and adopted as the action of the Company, effective as of the date such action was taken;

RESOLVED FURTHER, that the officers of the Company are hereby authorized and directed to take such other action as they deem necessary or appropriate in connection with the transactions contemplated by the foregoing resolutions; and

RESOLVED FURTHER, that this Consent may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[Signature Page Follows]

These actions and these resolutions are effective as of the date set forth above.

BOARD OF DIRECTORS

DocuSigned by:
Nicholas Zaldastani
319D3CC9930040C...

Nicholas Zaldastani, Chairman

DocuSigned by:
Cynthia Porter
446878A03F24406...

Cynthia J. Porter, Director

DocuSigned by:
Patrick K. Porter
E109FFEFB0E84F5...

Patrick K. Porter, Director

[SIGNATURE PAGE TO THE CONSENT OF THE INITIAL BOARD OF DIRECTORS OF BRAINTAP, INC.]

EXHIBIT E



DukeOne Pledge # _____

Confirmation of equity pledge as part of DukeOne

This form is to help you confirm your intent to commit 1% or more of your company to supporting Duke University. By sharing this information, you are expressing your interest in supporting Duke University around a future liquidation event.

Thank you for your commitment to investing in the future of Duke University.

Name(s): BrainTap Technologies Class(es): _____

Address: 3515 Trent Road, Suite 1, New Bern, NC 28562

Email address: patrick@braintaptech.com

Please describe your intent: To gift 1% of the Company shares/member units.

Company Name: Braintap Technologies

Percent pledged: 1% 2% 3% 4% 5% other Optional Information:

1% pledged as of _____ (date) equals _____ shares/member units

How would you like to direct your gift?

- | | |
|---|---|
| <input type="checkbox"/> Duke Innovation Fund | <input type="checkbox"/> Nicholas School of the Environment |
| <input type="checkbox"/> Trinity College | <input type="checkbox"/> Sanford School of Public Policy |
| <input checked="" type="checkbox"/> Pratt School of Engineering | <input type="checkbox"/> Duke Law School |
| <input type="checkbox"/> Fuqua School of Business | <input type="checkbox"/> Other _____ |

**Note: you can choose how to direct your gift at the time of liquidation.*

Duke Entrepreneurial partners: Your pledge of support entitles you to become a member of the *Duke University Entrepreneurial Partners* and have your name listed with other alumni and friends who have signed the DukeOne pledge to support Duke University. You will also be invited to exclusive Duke Entrepreneurial Partner and Duke Angel Network events and coaching sessions.

Signature *Patric K. Portu* Date: 03-30-2017

This document does not bind you or your company. By signing this form, you are simply acknowledging your current intent to support Duke in the future and giving us guidance as to your intent.

Please mail this form and direct any questions to

Address: Duke University, Pratt School of Engineering, Box 90271, 325 Teer Bldg, Durham, NC 27708

Phone: (919) 660-5361

Email: DukeOne.pledge@duke.edu

EXHIBIT F



Investor Brief: Q1 2023

At BrainTap Inc, we believe in maintaining transparency and open communication with our shareholders. Our aim is to provide you with a comprehensive understanding of the things that have transpired inside the company that could affect our shareholders.

It is with this ideal in mind that we share the background of the following two situations.

Background of situation one, Nicholas Zaldastani

On June 8, 2022, a letter was sent to Nicholas outlining the board's concerns, which was later attached to the August 29, 2022, meeting minutes. Nicholas faced several allegations, including breaching confidence and disparaging Dr. Porter by spreading negative comments about him to team members and external parties. He was also accused of breaching fiduciary responsibility, such as making unauthorized statements about business deals and not being transparent about legal matters and cash flow needs. Furthermore, Nicholas failed to manage the company's affairs properly, leading to a lack of employment contracts, poor cash flow management, and a culture of blame and frustration. Additionally, he was asked about certain decisions and transactions, that involved spending money without board approval, including an unauthorized reimbursement to himself for a personal donation to Duke University, unauthorized payment of personal expenses from company funds without the board's knowledge or approval, and directing key resources towards developing a new biohacking bundle without board input. Lastly, he was asked to explain his poor performance as board chairman by not calling regular meetings, failing to establish effective board processes, and not providing the board with key decision-making information.

During the board meeting on August 29, the June 8 letter and numerous additional concerns were discussed, and the board resolved that Nicholas should answer questions, provide explanations, schedule regular follow-up meetings, and present a plan to rectify the concerns. However, none of these actions were taken by Nicholas. Consequently, a special meeting was held on October 27, 2022, to terminate his employment and remove him from the board.

Since his termination, Nicholas has additionally received two requests from legal counsel to provide information and documentation concerning these assertions, but to date he has failed to respond to these requests.

After BrainTap terminated Nicholas' employment, it was discovered that App development was mismanaged under Nicholas across two separate vendors and that the responsibility of maintaining custody of access credentials to business-critical systems including V2 and V3 applications was abdicated to the software development vendors. This ultimately led to the company's inability to correct the January, 2023 catastrophic failure of the V2 application and



the emergency launch of the V3 application, and has additionally created a dispute with one of the vendors as shown below.

Background of situation two, Pathos Ethos

There is currently an active dispute with Pathos Ethos, a vendor hired to maintain the “BrainTap Pro” (V2 Application) and develop the V3 “BrainTap: Brain Fitness” (V3 Application). In an attempt to regain custody of the company’s access credentials and to amicably disengage from Pathos Ethos’ services, BrainTap entered into an escrow agreement, which called for the release of funds to Pathos Ethos upon BrainTap’s receipt of all credentials along with instructional documentation. BrainTap Inc. is asserting that Pathos Ethos has violated the escrow agreement through non-performance of certain contractual obligations during the change of custody of the “BrainTap Pro” Application and the “BrainTap: Brain Fitness” Application. BrainTap was forced to execute an emergency migration to the new "BrainTap: Brain Fitness" app due to Pathos' conduct, which caused significant damage to BrainTap. This includes reputational harm, loss of subscribers, data loss, loss of affiliate commissions, and incurring various fees. Pathos Ethos also failed to deliver necessary credentials and overcharged BrainTap for their services. Pathos Ethos is alleging some equity ownership, but no documentation has surfaced substantiating these claims outside of the overbilling on invoices.

Risk Mitigation Strategy

While we are confident in our ability to resolve the current disputes, we understand the potential impact to the company's reputation and financial stability should a lawsuit materialize. We have developed a risk mitigation strategy in consultation with our legal advisors, which includes setting aside a contingency fund to cover potential legal costs and working closely with our public relations team to minimize any negative publicity.

In conclusion, BrainTap Inc is committed to safeguarding the interests of our shareholders and ensuring the long-term success of the company. We are taking proactive measures to address the concerns raised and to minimize the risk of a potential lawsuit. We will continue to keep you informed about any significant developments in this matter and appreciate your continued support.

Warm regards,

Patrick K. Porter, PhD
CEO, BrainTap Inc.

EXHIBIT G

From: Hagenbuch, Christopher christopher.hagenbuch@dentons.com 
Subject: RE: Nicholas Zaldastani reply to your investigation
Date: April 6, 2023 at 9:05 PM
To: Nicholas Zaldastani nicholas@zaldastani.com
Cc: Shoval, Amit amit.shoval@dentons.com

Dear Mr. Zaldastani,

I acknowledge receipt of your note and would like to inform you that we will be reviewing your assertions and providing a response in due course.

Regarding your request for a copy of the referenced documents, Delaware law allows for five business days to respond to a proper demand for inspection. Your request for a response within 24 hours is not feasible or required under Delaware law.

We will respond to you as soon as possible.

Sincerely,

Chris Hagenbuch

 大成 DENTONS

Christopher Hagenbuch

What's Next? The answer is Talent. With more than 20,000 people, 12,000 lawyers and 200 locations, Dentons has the talent for what you need, where you need it.

D +1 212 398 5244 | US Internal 15244
christopher.hagenbuch@dentons.com
[Website](#)

Dentons US LLP



Zaanouni Law Firm & Associates > LuatViet > Fernanda Lopes & Associados > Guevara & Gutierrez > Paz Horowitz Abogados > Sirote > Adepetun Caxton-Martins Agbor & Segun > Davis Brown > East African Law Chambers > For more information on the firms that have come together to form Dentons, go to dentons.com/legacyfirms

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From: Nicholas Zaldastani <nicholas@zaldastani.com>

FROM: Nicholas Zaldastani <nicholas@zaldastani.com>

Sent: Wednesday, April 05, 2023 11:37 PM

To: Hagenbuch, Christopher <christopher.hagenbuch@dentons.com>

Subject: Nicholas Zaldastani reply to your investigation

[WARNING: EXTERNAL SENDER]

Dear Mr. Hagenbuch,

After a 6 months of investigation that you, your team at Dentons, Patrick Porter, Phd, Cynthia Porter, Supporting Strategies, and anyone at BrainTap have not found the supporting documents of my ownership. Have you not reviewed Excel Management, LLC and BrainTap, Inc. tax returns; BrainTap, Inc. Series A filing documentation; and Board Meeting notes associated with Tax Returns and Series A filing? I would point your investigation in that direction, and am not sure if such documents have been intentionally or fraudulently ignored.

Each year's tax returns were always reviewed and signed off by Dr. Patrick Porter and Cynthia Porter before submission to the IRS. And of course, the entire board: Dr. Patrick Porter, Cynthia Porter, and I electronically signed off on the Series A paperwork. You will see in all these documents that I have clear ownership of 2,000,000 Common Shares of BrainTap, Inc. and 292,093 Series A Preferred Shares of BrainTap, Inc.

To assist your "investigation" which is an embarrassment to the fine reputation of Dentons, I, while having no legal obligation to do so, have attached my 2018 K-1 showing my 20% ownership in the Excel Management, LLC which converted to 2M shares in BrainTap, Inc., and the \$50K payment to me for consulting services that was used to purchase my 292,093 Series A Preferred Shares of BrainTap, Inc. You will see the same supporting documentation in the Series A filing and in 2019, 2020, and 2021 tax filings.

1. By April 6th, you are hereby required to respond to this email with copies of the filings referenced above or to acknowledge that your investigation has not uncovered them. You have acknowledged that I am listed in the cap table with over 10% ownership, and are compelled by Delaware law to provide such Documentation.
2. Any adjustment to the cap table will be met with public response, and legal filing with the SEC and Delaware AG office. Myself and the majority of investors are prepared to file, with significant amounts of documentation, to the self dealing and corporate fraud committed by the Porters.
3. Please advise if you are personal counsel to the Porters, or only BrainTap. As they have continued to defame me to investors, I will be perusing legal action against them personally.

Sincerely,

Nicholas Zaldastani

EXHIBIT H

FRAZEE LEGAL
+1.650.619.1631
david@frazeelegal.com

Via electronic mail

Chris S. Edwards
Ward and Smith, P.A.
127 Racine Drive
Wilmington, NC 28406-7068

August 1, 2024

Dear Mr. Edwards:

Mr. Nicholas Zaldastani and other stockholders of Braintap, Inc. (the “**Company**”) have not been provided with corporate information necessary for their ability to protect their interests as stockholders. Mr. Zaldastani has been requesting such information for some time now, as have other stockholders. Many stockholders are rightfully concerned about the lack of transparency, potential self-dealing, interested party transactions, nepotism, as well as the general declining financial health, lack of fundraising, and the potential for insolvency of the Company.

The stockholders have rights under Delaware’s General Corporate Law, the financing documents, and bylaws, among other things. Because it would be easy to demonstrate to a Court the legitimacy of all requested information, we would prefer simply to have the Company provide this information without the need for legal enforcement so the stockholders can meaningfully assess their rights.

Mr. Zaldastani requests this information be provided equally, fully, and simultaneously to all stockholders of the Company. I would suggest that transparency and openness would assist the Company in its relationship with its stockholders.

Please provide the following information by Friday, August 9, 2024:

Documentary Information Requests

1. All 2022 income statements and balance sheets, including monthly, quarterly and annual.
2. All 2023 income statements and balance sheets, including monthly, quarterly and annual.
3. All 2024 income statements and balance sheets, including monthly and quarterly.
4. Any other documents necessary to break down revenue and costs by hardware, subscriptions, services, and other revenue categories customarily used by the Company.
5. All audited financials from inception of the Company, including the 2023 audited financials promised to stockholders in the December 2023 stockholder call.
6. List of current board members and executives. (I have the list of directors from your email dated July 15, 2024, but all stockholders should be provided this information formally.)
7. The current capitalization table maintained by the Company as well as a secretary’s certification as to its accuracy.
8. A copy of any loans or indebtedness taken or incurred by the Company, as well as all current balances and repayments made and yet owed, plus copies of all required approvals.
9. The minute book of the Company from inception, including minutes of all meetings of the Board of Directors as well as all approvals by the Board of Directors, including those by unanimous written consent.

10. All stockholder minutes of the Company from inception, including annual meeting and special meeting minutes, and all stockholder consents, including those in lieu of a meeting.
11. A list of all payments to Cynthia or Patrick Porter or their affiliates from inception of the Company with backup documentary support showing the calculation of the payments, including, without limitation, all royalty payments to the Porters or their affiliates and the backup of all royalty calculations.
12. A list of all payments to family members of the Porters and their affiliates with backup documentary support showing the calculation of the payments. Family includes any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, nephews, nieces, aunts, uncles, and cousins of the Porters.

Narrative Information

1. An update on the status of the SAFE and the raising of the Series B Preferred round.
2. The date of the next stockholder meeting and the next annual meeting date.
3. A list of all equity promised to anyone which has yet to be issued by the Company.

Confirmation of Events

Please confirm that since inception of the Company, the Company has taken none of the following actions. Please provide details and backup documents of any of these actions if they occurred, as well as any approvals obtained from the Board or stockholders:

1. Sold, assign, licensed, pledged, or encumbered material technology or intellectual property.
2. Incurred any aggregate indebtedness or issued any bonds, notes or other obligations in excess of \$200,000 in the aggregate in any fiscal year.
3. Approved an annual operating or capital budget or made any capital expenditure (including those that are employment related) in excess of \$200,000.
4. Entered into or became a party to any transaction with any director, officer, or employee of the Company or any "associate" (as defined in Rule 12b-2 promulgated under the Exchange Act) of any such Person, including without limitation any "management bonus" or similar plan providing payments to employees in connection with a Deemed Liquidation Event, as such term is defined in the Certificate of Incorporation.
5. Adopted or increased the number of shares of Common Stock reserved for issuance under any equity incentive or phantom equity plan. In fact, please provide a copy of any equity incentive plan, as, to the stockholder's knowledge, no plan was ever approved.

We look forward to your prompt response.

Very truly yours,

FRAZEE LEGAL



David Frazee

EXHIBIT I



PAYTON COLLIER BULLARD, Attorney at Law

751 Corporate Center Drive
Suite 300 (27607)
Post Office Box 33009
Raleigh, NC 27636-3009

P: 919.277.9120
F: 919.277.9177
pcbullard@wardandsmith.com

August 16, 2024

VIA U.S. POSTAL SERVICE

VIA EMAIL (david@frazeelegal.com and dab@bluellp.com)

David Frazee
Frazee Legal, LLC

Dhamian Blue
Blue, LLP
205 Fayetteville Street, Suite 300
Raleigh, North Carolina 27601

Re: *Braintap, Inc. v. Nicholas Zaldastani*
Court File: 24-CVS-1535
Our File: 221528-00007

David:

We are in receipt of your August 1, 2024, demand letter ("Demand") on behalf of your client, Nicholas Zaldastani. This letter will respond.

First, Mr. Zaldastani is not a legitimate stockholder in BrainTap, Inc. ("BrainTap") as defined in Del. Code Ann. tit. 8, § 220(a) (2024). As detailed in the pleadings in BrainTap's Third Party Complaint in the above-referenced lawsuit, Zaldastani wrongfully and without board approval attempted to issue stock to himself while serving as BrainTap's CEO. The alleged stock issued to Zaldastani is invalid. As such, Zaldastani has no stockholder rights in BrainTap to invoke.

Second, the notion that any BrainTap stockholders have not been provided necessary financial information about the company is false. BrainTap regularly uploads pertinent financial and company information to its Carta Shareholder Management portal ("Carta") to provide updates to stockholders.

Third, neither Zaldastani nor any legitimate stockholders have requested information from BrainTap that BrainTap has not provided.

Fourth, even if Zaldastani held a legitimate interest in BrainTap (which he does not), the Demand does not comply with the requirements of Delaware law. As a

WARD AND SMITH, P.A.


David Frazee
August 16, 2024
Page 2

preliminary matter, the Demand is not made under oath or through a power of attorney authorizing you to act on Zaldastani's behalf as required by Del. Code Ann. tit. 8, § 220(b) (2024). Additionally, the Demand does not include documentary evidence of Zaldastani's alleged stock ownership in BrainTap. *Id.* Furthermore, the Demand seeks information outside the scope of what legitimate BrainTap stockholders are entitled to. In general, the Demand's requests seek information outside the scope of applicable law. For example, stockholders of BrainTap are not entitled to demand "narrative information" concerning the Series B Preferred round of fundraising.

Finally, even if Zaldastani were a legitimate stockholder with a legitimate purpose for requesting the information sought in the Demand, the majority of any responsive information can be found in BrainTap's Carta portal. Upon information and belief, despite not being a legitimate stockholder in BrainTap, Zaldastani still has access to BrainTap's Carta portal because he created BrainTap's account within the platform. To the extent that Zaldastani wishes to review financial information about BrainTap, he already has had access to that information through the Carta portal.

For these reasons, at this time, BrainTap cannot and will not be providing any additional records or information in response to Zaldastani's Demand. Please feel free to contact me directly if you have any questions or concerns with the above.

Yours truly,

DocuSigned by:

58B43845A12448A...
Payton Collier Bullard, Esq.

cc: Christopher S. Edwards, Esq.
Joseph A. Schouten, Esq.

ND:4886-9881-3143, v. 1