

SMARTNOTETM

SECURED MULTI-ASSET RETURNS



SERIES SEVENOAKS

TERM SHEET

SERIES SEVENOAKS - HIGHLIGHTS

Proceeds from the sale of Series Sevenoaks Notes will be used to securely invest in the Property via first secured mortgage and to finance the costs associated with gaining planning permission on changing the use of the

Issuer: Special Purpose Vehicle ("SPV") Wyoming LLC

Issued Notes: Series Sevenoaks Asset-Backed Notes

Currency: Issued in CAD or USD

Interest Rate: 7.50%

Profit Share: 20.0% of Net Sales Proceeds

Term: 2 - 5 Years

Amortization: Interest compounding until maturity

No Deductions: 100% of the SMARTNOTE proceeds will be invested in the Property and the Development Plan

Eligible Subscribers: Eligible Accredited investors

This document should be read in conjunction with supporting material contracts and is not intended, in itself, to be an offer for sale of any security in any jurisdiction.

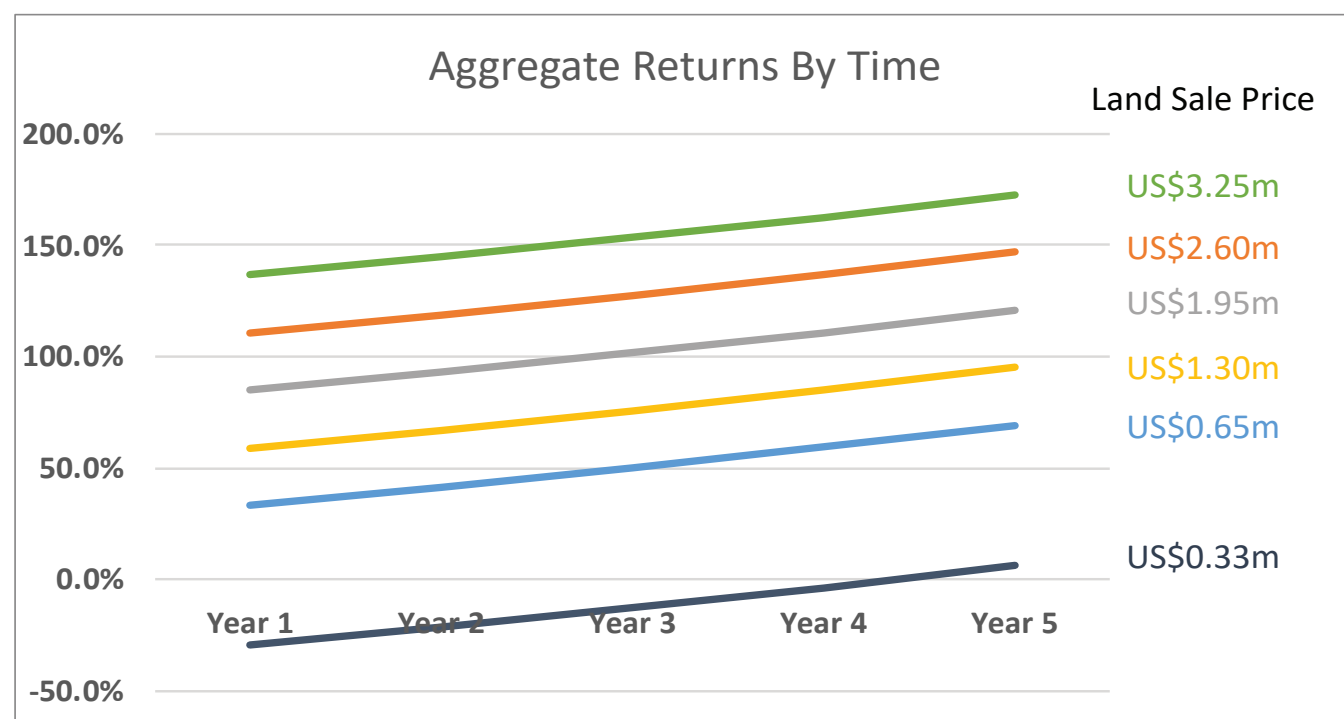
COLLATERAL OVERVIEW

The collateral for the SMARTNOTES™ will consist a first mortgage on approximately 8.6 acres of land located at The Stables at The Old Palace, Bull Lane, Wrotham Sevenoaks Kent TN15 7RF United Kingdom (the “Land”).

Cash flows arising from the sale of the Property will be used to make payments of interest and principal on the SMARTNOTES™

RETURN AS A FUNCTION OF SALE PRICE

Returns on the SMARTNOTES™ are comprised of accrued interest at the Note Interest Rate of 7.50% **PLUS** 20.0% of the Net Sale Proceeds. The chart below is an estimate of total return based on an example of net Property sale prices ranging from US\$325,000 to the target US\$3.30m.



This document ("Term Sheet") outlines the private placement offering ("Offering") of Series Sevenoaks Asset-Backed 7.50% Notes (the "SMARTNOTES™") of a to be incorporated Wyoming LLC, SMARTNOTE Series Sevenoaks LLC (the "Company"). This Term Sheet is not, nor does it purport to be, a complete description of the Offering. This Term Sheet does not constitute an offering of securities to any persons in any jurisdiction. Persons considering an investment in the SMARTNOTES™ pursuant to the Offering should understand that no Offering Memorandum is being provided in respect of the SMARTNOTES™ and are encouraged to review a proposed investment with their professional legal, accounting, income tax and investment advisors. All terms and conditions of the SMARTNOTES™ described below are subject to the legal agreements governing the creation of such securities and the business agreements governing the operations of the Company (as defined below). An investment in SMARTNOTES™ is appropriate only for Subscribers who are prepared to invest money for a long period of time and who have the capacity to absorb a loss of some or all of their investment. Any investment in the acquisition of SMARTNOTES™ involves a high degree of risk.

No securities regulatory authority has assessed the merits of the securities being offered by the Company or reviewed this Term Sheet. Any representation to the contrary is an offence.

TERM SHEET

Private Placement Offering

October 1, 2025

SERIES SEVENOAKS SENIOR ASSET-BACKED 7.50% NOTES

US\$500,000 Maximum Aggregate Principal Amount

OFFERING TERMS

Issuer: Special Purpose Vehicle ("SPV") Wyoming LLC

Securities Offered: Series Sevenoaks Senior Asset-Backed SMARTNOTE (the "SMARTNOTES").

Minimum / Maximum Offering:	Aggregate principal amount as follows:		
	<u>Series</u>	<u>Minimum Offering</u>	<u>Maximum Offering</u>
	SMARTNOTE Series Sevenoaks	US\$300,000	US\$500,000

Interest Rate: 7.50%

Profit Share: 20% of the Net Sale Proceeds of the Property upon successful re-zoning approval and the granting of planning permission.

Term: The earlier of 5 years from Closing and when the Property is sold (each a Maturity Event")

Amortization: Interest accrued over the Term.

Minimum Subscription Amount Per Subscriber: \$10,000 for each class of SMARTNOTES™ subscribed for.

Payment Terms: Payment in full by cheque, bank draft or electronic funds transfer of the aggregate subscription amount is to be made with the delivery of a duly executed and completed Subscription Agreement.

No Deductions: 100% of the net subscription amount will be used to purchase the Mortgage Note and finance the Development Costs.

Offering Period: Closings will occur per the Company's published closing date schedule until December 31, 2025 (the "Offering Period").

Interest Payment: Interest will be compounded and accrued at the Note Interest Rate over the term of the SMARTNOTES™.

Manager: The Company operates under the direction of IP Group, LLC (the “Manager”), who is an affiliate and related party to the Company, is responsible for directing the operations of our business and directing the day-to-day affairs of the Company.

Expected Full Principal Repayment: The earlier of (a) the date when the Property is sold and (b) December 31, 2029 (each a Maturity Event”).

Use of Proceeds: The net proceeds from the sale of the SMARTNOTES™ will be used in their entirety, on a dollar-for-dollar basis, first to purchase the Mortgage Note and then, to the extent subscriptions exceed the Minimum Offering, finance the Development Costs relating to the Property.

The SMARTNOTES™ are collateralized by the assets of the Company.

The Mortgage Note is collateralized by the Property. Cash flows arising from the sale of the Property will be used to make payments of accrued interest and principal on the SMARTNOTES™ upon maturity.

Use of Proceeds from the Offering	Minimum	Maximum
Proceeds from the Offering	\$300,000	\$500,000
Mortgage Note Investment	\$300,000	\$300,000
Development Costs	0	\$200,000

Reporting: Subscribers will have access to quarterly reports from the Company with respect to the SMARTNOTES™, commencing after the Closing Date (the “Issuance Date”).

Events of Default: The following events shall each constitute an “Event of Default”:

- (i) If the Company fails to pay the principal and interest of any Note of the Series when the same becomes due and payable, or
- (i) If the Company makes a general assignment for the benefit of creditors; or a proceeding is instituted by or against the Company seeking to adjudicate it bankrupt or insolvent, or seeking liquidation, winding up, reorganization, arrangement, adjustment, protection, relief, or composition of it or its debts.

Eligible Subscribers: The SMARTNOTES™ are offered through the Company, registered distributors and market participants to Investors where such investments may be legally sold to accredited Investors pursuant to Rule 501(a) of Regulation D, promulgated under the Securities Act of 1933 (“Accredited Investors”).

Risk Factors: For a discussion of the risks relating to our business, relating to an investment in the SMARTNOTES™ and the Company’s investment in the Mortgage, see “Risk Factors”.

TRANSACTION OVERVIEW

The Company is a special purpose limited liability company to be formed for the purposes of this transaction under the laws of the State of Wyoming that will periodically issue SMARTNOTES™, incur certain other related obligations and use the Net Sale Proceeds of the SMARTNOTES™ issued during the Offering Period to invest in a secured first mortgage of the Property (the “Mortgage Note”) and to finance the reports, studies and other expenses required to rezone the Property (the “Development Costs”).

Upon receiving the Minimum Subscription of US\$300,000, the transaction will close and the Mortgage Note will be funded, followed by further Closings until the Maximum Subscription has been achieved. There can be no assurance that the Maximum Subscription will be achieved or that the Company will achieve all its objectives in respect of development of the Property.

The SMARTNOTES™ will be collateralized by the Company’s ownership interest in the Mortgage Note. There will be no other charges permitted on the Property. The Company may have no other sources of funds to make principal and interest payments on the SMARTNOTES™ other than the Mortgage Note and income derived therefrom.

Transaction Structure

The diagram in Appendix “A” depicts the major components of the transaction.

TERMS OF THE SMARTNOTES

Note Interest Rate

The SMARTNOTES™ will bear fixed interest at the rate of **7.50%** per annum (the “Note Interest Rate”). The SMARTNOTES™ will accrue interest at the Note Interest Rate, calculated and compounded monthly, payable on a Maturity Event.

Profit Share

The SMARTNOTES™ will be entitled to a **bonus payment in the amount of 20.0% of Net Sale Proceeds** upon the SMARTNOTES™ of the Property.

On the Final Payment Date, distributions to be made with respect to interest and principal on the SMARTNOTES™ will be paid to the holder of the SMARTNOTES™ (the “Noteholder”).

Repayment of the SMARTNOTES

The SMARTNOTES™ have a 5-year term. The date on which full repayment of the SMARTNOTES™ is expected to occur is referred to as the “Expected Final Payment Date”. The Expected Final Payment Date for the SMARTNOTES™ is December 31, 2029. However, no event of default shall occur unless the entire amount of the principal has not been repaid by a final outside date (the “Final Scheduled Payment Date”). The Final Scheduled Payment Date for the SMARTNOTES™ is December 31, 2030.

Senior Ranking Notes

The SMARTNOTES™ are senior ranking notes of the Company and may not be subordinated to any new issuance of debt of the Company, or otherwise.

THE MORTGAGE NOTE

Terms of the Mortgage Note

The sole source of funds available for the payment of interest and principal on the SMARTNOTES™ will be the interest and profit share earned and principal repaid on the Mortgage Note.

<u>Ranking</u>	<u>Principal</u>	<u>Term</u>	<u>Interest Rate</u>
Senior, secured first mortgage	US\$300,000	5 years	7.50%

Profit Share:

SMARTNOTE™ holders will share *pro rata* 20.0% of the Net Sales Proceeds (as defined herein) upon sale of the Property.

THE DEVELOPMENT

The Property

The freehold property is comprised of 8.6 acres (34,777 sqm) of land located at The Stables at The Old Palace, Bull Lane, Wrotham Sevenoaks Kent TN15 7RF under registered land title K792197 (the "Property").

Strategic Location

The Property is strategically located in the southeastern part of England. It's conveniently situated near major motorways, with junctions for the M20 and M26 from the property. London Victoria is just a 40-minute train ride away from the nearby Borough Green and Wrotham train station, offering easy access to the capital. The Property is only 20 minutes from the Dartford Tunnel, facilitating travel to and from Essex and beyond. Its location is also convenient for those crossing to/from France, making it a perfect stopover for international travelers.

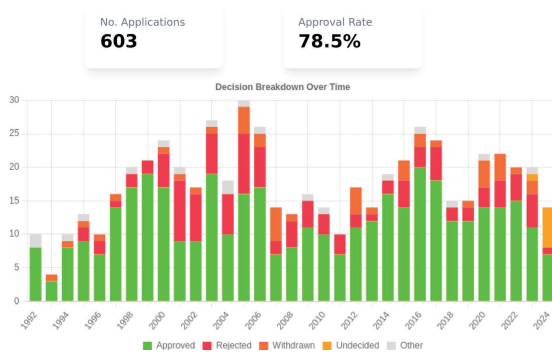
The Kent UK Housing Market

Housing shortages in Kent, United Kingdom are having significant impacts on borough councils in the region, including Sevenoaks council where the Property is located. Kent is experiencing an severe housing shortage, particularly for affordable homes. This is putting pressure on local councils to find ways to increase housing supply. For example, in Sevenoaks, 93% of the district, including the Property, is designated as green belt land, severely limiting areas for new development. Planning officers have described the housing shortage there as "acute".

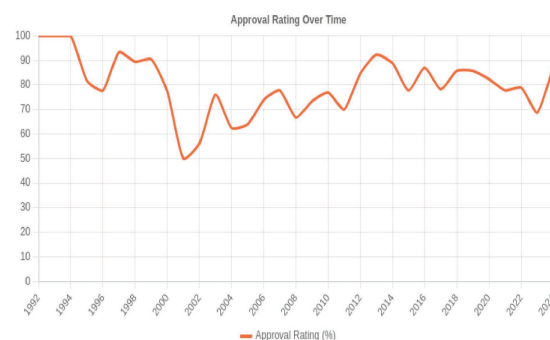
In order to meet demand, councils must create "local plans" to determine housebuilding and meet government housing targets. This often involves controversial decisions about developing green belt land. The potential re-designation of some green belt as "grey belt" by the new government is expected to lead to more countryside development in local planning.

Councils are working on zoning reforms to facilitate more housing development: Currently, there is a push for zoning reform to allow for more diverse housing types, as 97.8% of vacant land zoned for residential use in Kent County is currently restricted to single-family housing. Efforts are being made to streamline approval processes and address regulatory barriers that hinder affordable housing development.

Residential planning applications in a 2km radius of the Property:



Approval rating over time:



The year 2024 saw a 78.5% approval rate and a continuing upward trend in approvals in a 2km radius of the Property. Source: Searchland Title Report 2024.

The Local Plan

The Property is currently covered by two overriding planning department policies – Green Belt and Area Of Natural Beauty. Our objective is to secure planning consent over the next 2-5 years with the longer term being through the Local Plan via a *Call for Sites* process where the Property is promoted as sustainable and deliverable in order to meet the councils housing requirements.

The Company has received a development proposal from our Advisor outlining the strategy and estimated timing/costs to remove the current restrictions and enable the Property to be developed. Possible uses

would be a long-term care home, which the Advisor believes makes best use of the land and would theoretically provide the optimum resale value, somewhere in the target range of £2.0 - £2.5m (US\$2.6m - US\$3.3m). Alternatives would be residential C3 or commercial use due to the Property's strategic location.

There are several ways to approach the council and these include putting the site forward in the call for sites process which could run concurrently with other suggestions to include a pre-application meeting with the council to garner their comments in relation to the change of use from amenity land and then a full application if the response was positive. Alternatively we could market the site confidentially to invite interest from the care sector, residential and commercial developers. Any interest would be subject to planning, but once again would start a process of overturning the negative policies.

NET SALE PROCEEDS

Once planning approvals have been granted, the Company plans to market the sale of the Property to UK developers and share the net sale proceeds (Gross sales proceeds, less estate agency fees, land transfer taxes, income or capital gains taxes and legal fees (the "Net Sales Proceeds") with SMARTNOTE™ holders as follows:

	<u>Estimate</u>
Gross sale proceeds	TBD
Less: Estate agent fees	1.0%-3.5%
Land transfer taxes.....	2.0%
Taxes on gain	<u>18.0%</u>
Net Sale Proceeds	TBD

Priority of Distributions of the Net Sale Proceeds

Upon the sale of the Property, the Company will apply the Net Sale Proceeds in the following order of priority:

1. Commissions payable to any Estate Agents involved with the sale of the Property; Taxes and fees due to the UK government, including but not limited to stamp duty land tax and capital gains tax;
2. Legal and closing fees related to the sale of the Property;
3. Principal and accumulated interest due on the SMARTNOTES™;
4. Profit Share equal 20.0% of the Net Sale Proceeds;
5. Other miscellaneous fees, expenses and/or taxes; and
6. Any remaining amounts retained by the Company.

The Advisor

Our Manager has complete discretion on selecting the advisor in respect of development of the Property (the "Advisor"). On Closing, SJD Projects Ltd. of Tunbridge Wells United Kingdom will be appointed as the Advisor to the Company under the terms and conditions of a services agreement (the "Services Agreement"). See: <https://www.sjd-projects.co.uk> The Advisor will be paid a management fee in respect of services provided to the Company

THE MANAGER

The manager to the Company is IP Group LLC, (the "Manager") an affiliate to, and sole Member of, the Company. The Company has entered into a management agreement with the Manager to The Manager will receive a management fee of US\$2,000 per month to manage the Company's affairs.

RELATED PARTIES

The Note Issuer, Manager and the Servicer are affiliates and have certain common directors and officers. Certain directors and officers of affiliates may be regarded as performing similar roles for the Company. The Servicer is paid fees by the Company from revenue earned from the Mortgage Note.

RISK FACTORS

The SMARTNOTES™ offered by this Term Sheet are highly speculative in nature, involve a high degree of risk and should be purchased only by persons who can afford to lose their entire investment. There can

be no assurance that the Company's investment objectives will be achieved or that a secondary market will ever develop for the SMARTNOTES™. The risks described in this section should not be considered an exhaustive list of the risks that prospective investors should consider before investing in a SMARTNOTES™. A purchaser of SMARTNOTES™ may be referred to herein as an "investor". Prospective investors should obtain their own legal and tax advice prior to making an investment in SMARTNOTES™ and should be aware that an investment in SMARTNOTES™ may be exposed to other risks of an exceptional nature from time to time. The following considerations are among those that should be carefully evaluated before making an investment in SMARTNOTES™.

The Company was recently formed, has a short track record and limited operating history from which you can evaluate the Company or an investment in a SMARTNOTES™.

The Company and Manager were recently formed, has generated no revenues and has limited operating history upon which prospective investors may evaluate their performance. No guarantee can be given that the Company will achieve its investment objectives, the Development Plan or that the value of a SMARTNOTE will hold its value and generate returns over any time frame.

The performance of the real estate market is uncertain.

The performance of the Mortgage Note depends on a number of factors, including general economic conditions, unemployment levels, interest rates, the circumstances of individual obligors, the underwriting standards at origination and the success of the Advisor's strategies in respect of the Development Plan. Consequently, no accurate prediction can be made of how the real-estate market will perform, so there is no guarantee that the Company will realize any return on its ownership in the Mortgage Note.

There can be no assurance that we will be successful in rezoning the Property.

The return on the SMARTNOTES™ depends solely on the principal, profit share and interest earned on the Mortgage Note which, in turn, depends on the successful rezoning and sale of the Property. There is a risk that rezoning will be denied in which case the property would have to be sold at a reduced value with current zoning and the proceeds then distributed to Noteholders.

Risks related to potential conflicts of interest.

The ability of the Manager and its officers and other personnel to engage in other business activities, including managing other similar companies, may reduce the time the Manager spends managing the business of our Company and may result in certain conflicts of interest.

Our Manager also serves as manager to other companies operating in various lending and related business. These other business activities may reduce the time the Manager and its personnel spend managing our business. Further, if and when there are turbulent conditions or distress in the credit markets or other times when we will need focused support and assistance from the Manager, the attention of the Manager's personnel and executive officers and the resources of the Manager may also be required by other affiliated companies. In such situations, we may not receive the level of support and assistance that we may receive if we were internally managed or if we were not managed by the Manager. In addition, these persons may have obligations to other entities, the fulfillment of which might not be in the best interests of us or any of our SMARTNOTE™ holders.

There are conflicts of interest among the Company, the Manager and its affiliates.

Our Manager, is also the sole member of the Company. All the agreements and arrangements between the Manager and its affiliates, on the one hand, and the Company on the other, including those relating to compensation, are not the result of arm's-length negotiations. The Manager and its affiliates will try to balance their interests with those of the Company. However, to the extent that such parties take actions that are more favorable to other entities than to the Company, these actions could have a negative impact on the financial performance of the SMARTNOTES™ and, consequently, on payments to investors with respect to the SMARTNOTES™.

The Company's operating agreement provides the Manager with broad powers and authority which may exacerbate the existing conflicts of interest among your interests and those of the Manager, its executive officers and its other affiliates. Potential conflicts of interest include, but are not limited to, the following:

- the Manager has a financial interest in the Property. The Manager set the terms of the Mortgage Note that the Company will finance, which price may be higher than appraised values or comparable asset prices;
- the Manager, its executive officers and its other affiliates may continue to offer other investment opportunities, including debt offerings similar to this offering, and may make investments in assets for their own respective accounts, whether or not competitive with our business;

- the Manager, its executive officers and its other affiliates will not be required to disgorge any profits or fees or other compensation they may receive from any other business they own separately from us, and you will not be entitled to receive or share in any of the profits or fees or other compensation from any other business owned and operated by the Manager, its executive officers and/or its other affiliates for their own benefit;
- we may engage the Manager or affiliates of the Manager to perform services at prevailing market rates. Prevailing market rates are determined by the Manager based on industry standards and expectations of what the Manager would be able to negotiate with third party on an arm's length basis;
- the Manager or affiliates of the Manager may provide advances or loans to us and charge reasonable market rates of interest, which are determined by the Manager based on the Manager's determination of market rates for mortgages of a similar character and term at the time; and
- the Manager, its executive officers and its other affiliates are not required to devote all of their time and efforts to our affairs.

The characteristics of the SMARTNOTES™, including interest rate and lack of liquidity, may not satisfy your investment objectives.

The SMARTNOTES™ may not be a suitable investment for you, and we advise you to consult your investment, tax and other professional financial advisors prior to purchasing SMARTNOTES™. The characteristics of the notes, including interest rate, lack of liquidity and lack of guaranteed redemption, may not satisfy your investment objectives. The SMARTNOTES™ may not be a suitable investment for you based on your ability to withstand a loss of interest or principal or other aspects of your financial situation, including your income, net worth, financial needs, investment risk profile, return objectives, investment experience and other factors. Prior to purchasing any SMARTNOTES™, you should consider your investment allocation with respect to the amount of your contemplated investment in the SMARTNOTES™ in relation to your other investment holdings and the diversity of those holdings.

There are no secondary trading markets for our securities.

There are currently no secondary trading markets, whether public or private, for the SMARTNOTES™ and an active market is not expected to develop. If an active public or private secondary trading market for the SMARTNOTES™ does not develop, it may be difficult or impossible for you to resell your SMARTNOTES™ at any price. Even if a secondary market does develop, the resale price of a SMARTNOTES™ could decline below the amount you paid for your SMARTNOTES™.

Investing in private placements like this offering involves significant risks not present in investments in public offerings.

Investing in private placements involves a high degree of risk. Securities sold through private placements are typically not publicly traded and, therefore, are less liquid. Additionally, investors may receive restricted securities that may be subject to holding period requirements. Companies seeking private placement investments tend to be in earlier stages of development and have not yet been fully tested in the public marketplace. Investing in private placements requires high risk tolerance, low liquidity concerns, and long-term commitments. Investors must be able to afford to lose their entire investment. Investment products are not FDIC insured, may lose value, and there is no bank guarantee.

There may be state law restrictions on an investor's ability to sell the SMARTNOTES™ making it difficult to transfer, sell or otherwise dispose of the SMARTNOTES™.

Each state has its own securities laws, often called "blue sky" laws, which limit sales of securities to a state's residents unless the securities are registered in that state or qualify for an exemption from registration. Before a security is sold in a state, there must be a registration in place to cover the transaction, or it must be exempt from registration. There may be significant state blue sky law restrictions on the ability of investors to sell, and on other purchasers to buy from investors, the SMARTNOTES™. Investors should consider the resale market for the SMARTNOTES™ to be limited. Investors may be unable to resell their SMARTNOTES™.

Holders of SMARTNOTES™ will have no voting rights.

Holders of SMARTNOTES™ will have no voting rights and therefore will have no ability to control the Company. The SMARTNOTES™ do not carry any voting rights and therefore the holders of the SMARTNOTES™ will not be able to vote on any matters regarding the operation of the Company. As a SMARTNOTE™ holder, investors will have no right to vote upon or receive notice of any corporate actions we may undertake which you might otherwise have if you owned equity in our Company.

The assets underlying the Mortgage Note are limited and constitute the sole source of payments

for the Mortgage Note held by the Company.

The Note Issuer has no additional assets or sources of funds designated for the payment of the Mortgage Note beyond the Property. Should the Property with respect to which the Mortgage Note is issued fall short of covering payments required under the Mortgage Note (e.g., interest payments), the Company will face a risk of incurring losses on its investments in the Mortgage Note.

Neither the Offering nor the securities have been registered under federal or state securities laws, leading to an absence of certain regulation applicable to us.

No governmental agency has reviewed or passed upon this Offering, our Company or the SMARTNOTES. We also have relied on exemptions from securities registration requirements under applicable state securities laws. Investors, therefore, will not receive any of the benefits that such registration would otherwise provide. Prospective investors must therefore assess the adequacy of disclosure and the fairness of the terms of our Offering on their own or in conjunction with their personal advisors.

The Company is reliant on the continued service of the Advisor, and other third-parties.

The Company and Manager place significant reliance on the Advisor in connection with the Development Plan. The Advisor may, in turn, place significant reliance on one or more sub advisors in performing such advisory functions. In the event the Advisor or any such sub advisor fails to perform its advisory functions, the Development Plan may be impaired and/or delayed, which could result in reduced or delayed payment on the Mortgage Note. A delay in payment on the Mortgage Note held by the Company would reduce any return on investment therefrom, which would have an adverse effect on an investment in the SMARTNOTES™.

ELIGIBILITY FOR INVESTMENT

You should consult your own professional advisers to obtain advice on the income tax consequences that apply to you.

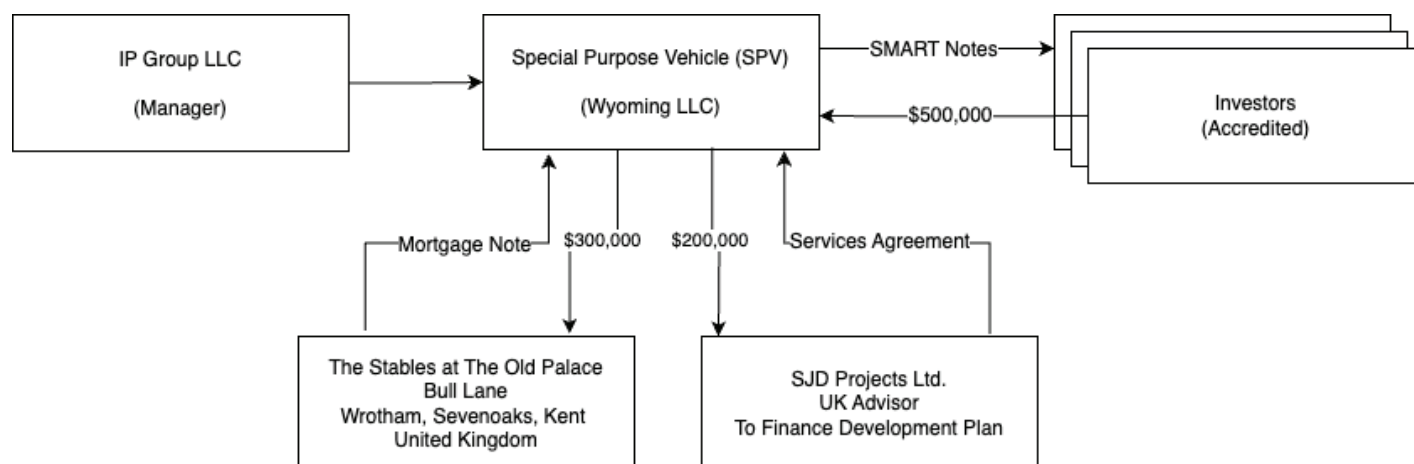
The SMARTNOTES™ are offered through registered distributors and market participants to Investors where such investments may be legally sold (the “Offering Jurisdictions”) to accredited Investors pursuant to Rule 501(a) of Regulation D, promulgated under the Securities Act of 1933 (“Accredited Investors”).

SELLING AND MARKETING AGENTS

No selling compensation will be paid to any selling agent from the proceeds received by the Company from the sale of the SMARTNOTES™. The entire amount of the purchase price relating to a subscriber’s investment in SMARTNOTES™ will be used to purchase the Mortgage Note and finance the Development Costs.

The Company is entitled to pay a maximum commission to selling agents of up to 3.0% of the gross proceeds raised. Any such commission will be paid from the Company or one of its related companies’ resources and not from proceeds raised by the sales of the SMARTNOTES™.

APPENDIX A - TRANSACTION STRUCTURE



SMARTNOTETM

Contact a SMARTNOTE representative for answers to all of your due diligence questions!



E-mail:
info@smartnote.llc