

**MEMORANDUM OF TERMS FOR THE PRIVATE PLACEMENT OF  
PREFERRED STOCK SHARES SERIES C CERTIFICATES OF  
TEMPLE ROSE HOLDING COMPANY INC., A WYOMING CORPORATION**

**THIS TERM SHEET SUMMARIZES THE PRINCIPAL TERMS OF THE PROPOSED FINANCING OF TEMPLE ROSE HOLDING COMPANY INC. (THE “COMPANY”). THIS TERM SHEET IS FOR DISCUSSION PURPOSES ONLY; THERE IS NO OBLIGATION ON THE PART OF ANY PARTY UNTIL DEFINITIVE AGREEMENTS ARE SIGNED BY ALL PARTIES. THIS TERM SHEET DOES NOT CONSTITUTE EITHER AN OFFER TO SELL OR AN OFFER TO PURCHASE SECURITIES.**

- Amount to be Raised:* Up to \$3,500,000.
- Type of Security:* 140,000 shares of Cumulative Callable Nonvoting Preferred Stock designated as Series C Preferred Stock.
- Security:* Net equity of the company.
- Terms of purchase:* Investors may purchase up to 140,000 shares of Temple Rose Holding Company Inc. Cumulative Callable Nonvoting Preferred Stock Shares Series C at the discount rate of \$25.00 per share. The par value for each share of Preferred Stock is \$100, which pays a preferred annual dividend rate of 10%. The dividend is payable on a semi-annual basis on June 30<sup>th</sup> (5% is \$5.00 per share) and December 31<sup>st</sup> (5% is \$5.00 per share) for each year starting December 31<sup>st</sup>, 2025, for three payments totaling \$15 per share. The Preferred Stock shares are cumulative, in that any unpaid dividends accumulate if the company stops dividend payments for any reason. The Preferred Stock is also callable, in that the Company, at its sole discretion, has the right to call in or redeem the stock at \$110 per share after December 31, 2026. The purchaser of the Preferred Shares also receives a warrant to purchase an amount of Common Stock of Temple Rose Holding Company Inc. equal to the amount of Preferred Stock purchased, at the rate of \$1.00 per Common Stock share until December 31, 2026, when the warrant expires.
- Closing Date:* The initial closing of the issuance and sale of the Preferred Stock shall occur upon mutual agreement of the purchasers and the Company, and the Company shall retain the right to issue additional Preferred Shares from time to time until a maximum of \$3,500,000 has been raised or June 30, 2025.

***Definitive Agreements:***

The issuance and sale of the Preferred Stock will be pursuant to a Preferred Stock Purchase Agreement in customary form.

***Purchasers:***

Participation in the offering is subject to a minimum \$500 investment.

***Use of Proceeds:***

The Company will use the proceeds of the offering for general corporate purposes at the Company's discretion. It is anticipated that \$1,650,00 will be used to fund residential loans issued by a subsidiary of the company's primary operating company (Internal Lending company), \$350,000 will be used as startup operating capital and capital reserve for the Internal Lending subsidiary, \$1,000,000 will be used as startup operating capital and capital reserve for the Company, and \$500,000 will be used as startup operating capital and capital reserve for another subsidiary of the company's primary operating company (Real Estate Investment Management company).