

RELIEF AI INC.

TERM SHEET

PRIVATE PLACEMENT OF COMMON SHARES

Company:	Relief AI Inc. (the “ Company ”).
Offering:	A private placement of common shares (each, a “ Common Share ”) in the capital of the Company (the “ Offering ”).
Size of Offering:	Up to \$5,000,000, or such other amount as the Company may determine.
Offering Price:	CDN\$0.75 per Common Share.
Offering Jurisdiction:	The Units will be offered for sale to “accredited investors” and other qualified investors resident in: (i) all provinces of Canada subject to compliance with applicable securities regulatory requirements and pursuant to private placement exemptions as set out in <i>National Instrument 45-106 – Prospectus Exemptions</i> ; and (ii) jurisdictions outside of Canada, in each case in accordance with all applicable laws provided that no prospectus, registration statement or similar document is required to be filed in such jurisdiction and the Company does not thereafter become subject to continuous disclosure obligations in such jurisdiction or other restrictions that may apply.
Currency:	All amounts in Canadian dollars.
Resale Restrictions:	<p>The Common Shares issued pursuant to the Offering will be subject to a hold period of four months and a day from the later of the closing date and the date the Company becomes a reporting issuer in any province or territory.</p> <p>The Company is a private company and is not a reporting issuer in any jurisdiction. Accordingly, there is no market for the securities of the Company nor any assurance that one will develop. As a private company the Company is not subject to the same reporting or corporate governance obligations as those that exist for reporting issuers. Investors should consider these and other risks inherent in private issuers.</p>
Closing Date:	On or about June 2, 2025, as the Company may determine.
Use of Proceeds:	Continue development and commercial launch of Relief AI platform and general working capital purposes.
U.S. Notice:	The Shares distributed pursuant to this Offering have not and will not be registered under the U.S. Securities Act or any U.S. state securities laws and may not be offered or sold in the United States unless the securities have been registered under the U.S. Securities Act and any applicable state securities laws, or in compliance with the requirements of an exemption therefrom.