

TERM SHEET

GRIT

Work Hard Play Hard Train Hard, Inc.

Private Placement of up to 1,506,376 shares of common stock

Purchase Price: \$4.65 per Share

Maximum Offering Amount is \$7,000,000

October 2019

Overview

Issuer	Work Hard Play Hard Train Hard, Inc. a Delaware corporation (the “Company”)
Investors	Accredited Investors who purchase Shares in the offering contemplated by this term sheet (the “Offering”).
Closing	The Company expects that this Offering will close on a rolling basis commencing on or about November 1, 2019 (the “Closing”) and continue thereafter for up to 180 days) following the initial closing (subject to extension in the discretion of the Company) or until the Maximum Amount (as defined below) has been reached.
Purpose of Financing	The Company is seeking to raise capital in this Offering for opening of a club in San Francisco and a second New York City club, marketing and working capital. See Use of Proceeds below.
Securities Offered; Maximum Amount	The Company is offering up to a maximum (the “Maximum Amount”) of 1,505,376 shares of common stock (the “Shares”) on a best efforts basis. All funds will be deposited directly into the Company’s bank account and immediately accessible to the Company. Thereafter, for up to 180 days following the initial closing (subject to extension in the discretion of the Company), the Company may continue to sell Shares until the Maximum Amount is sold. The initial closing shall occur promptly upon the Company having received any subscriptions for Shares. Subsequent closings will occur on a rolling basis thereafter, until the maximum is met, subject to the over-allotment.
Security Being Sold	Shares of the Company’s common stock
Purchase price per share	\$4.65
Bets Efforts	The Offering is being sold on a best efforts basis, with no minimum raise required in order for the Company to engage in a closing.
Minimum Individual Investment	The minimum individual investment is \$50,000, which amount can be waived by the Company
Use of Proceeds	The Company intends to use the proceeds for the opening of an additional gym in San Francisco and an additional facility in New York. In addition, a portion of the financing will be used to complete a public offering (the “Public Offering”), including for the payment legal expenses, marketing expenses and other costs associated with the Offering. In addition, any excess proceeds will be used for marketing of the products, general and corporate expenses.

Shares Will Be Sold Only to Accredited Investors

The Shares will be sold only to accredited investors within the meaning of the Securities Act pursuant to the exemption from the registration requirements of the Securities Act provided by Rule 506(c) of Regulation D promulgated under the Securities Act or Regulation S.

Restricted Securities

The Shares will be restricted securities and may be resold only when such securities are registered under the Securities Act or exempt from registration thereunder, including via Rule 144 under the Securities Act. It is expected that, if and when a Public Offering may occur, pursuant to Rule 144, such securities will become available for resale beginning six months following the Public Offering(subject to the limitations set forth in Rule 144), and one year following the Public Offering, without regard to the availability of current public information about the Company. The Company will be under no obligation to register, or cause the Company to register, the resale of such securities under the Securities Act. The Company does not intend to have the Shares quoted on any exchange.

High Risk Investment

An investment in the Shares involves a high degree of risk and is suitable only for accredited investors who can afford to lose their entire investment. Among other things, if the Company is unable complete a public offering, it is highly unlikely that the Shares will be liquid. This investment is an illiquid investment and investors should have an investment horizon of three to five years.

Subscription Subject to the Company's Discretion

The Company reserves the right, in its discretion, to reject any subscription proposed in connection with the Offering, in whole or in part, for any reason or to allot to any investor proposing a subscription in connection with the Offering, less than the number of Shares for which such investor proposed to subscribe.