

AWARD OVERVIEW AND CRITERIA

Subject to compliance with the qualifications set forth below, the winner of the New Venture Competition (the "**Competition**") will be offered a non-binding term sheet (the "**Term Sheet**") from the Rowan Innovation Venture Fund ("**RIVF**") for an investment up to \$25,000 in the form of a convertible note (the "**Convertible Note**"). The terms of the Convertible Note will consist, among other things, of an eight percent (8%) interest rate per annum, a twenty percent (20%) discount upon conversion during the company's next qualified financing of \$100,000 or more, a mutually agreed upon valuation cap, a most-favored nation provision, and a twenty-four (24) month term (extendable in the sole discretion of RIVF).

In the event the winner of the Competition is ultimately determined not to comply with the qualifying criteria, the Term Sheet offer will "roll down" to the second-place finisher. In the event the second-place finisher is ultimately determined not to comply all of the qualifying criteria, the Term Sheet offer will "roll down" to the third-place finisher. The Term Sheet offer will not roll down to any finisher below third place.

In order to qualify for the Convertible Note, the recipient must meet all of the following criteria:

(1) the company is a for-profit entity which has already been incorporated or organized (or will be incorporated or organized prior to RIVF's investment and all other eligibility criteria set forth below has been met);

(2) the company is majority owned (greater than 50% equity and voting interests) and managed by at least one (1) Rowan student who must demonstrate commitment to remaining involved with the venture in a full-time capacity post-graduation;

(3) the company has received less than \$250,000 in outside equity investments prior to RIVF's Convertible Note (competition and grant funding not included);

(4) pre-existing progress toward commercialization of the product/service has been demonstrated as part of the company's New Venture Competition application and pitch; and

(5) the company has prepared realistic financial projections and a proposed budget for use of R I V Investment funds.

Compliance with the qualification criteria set forth above will be determined by R I V Managing Director in his sole discretion.