

BleedIO Tech — Seed Round Term Sheet

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Date: March 2026 **Status:** Indicative — Non-Binding

Offering Summary

Issuer	BleedIO Tech, Inc.
Entity Type	Delaware C-Corporation (incorporated May 2024)
Headquarters	851 Duportail Rd, 2nd Floor, Chesterbrook, PA 19087
Round	Seed
Target Raise	\$900,000
Minimum Investment	\$25,000
Instrument	Post-Money SAFE (YC standard template)
Valuation Cap	\$5,000,000 post-money
Discount	See Early Investor Program below
Pro Rata Rights	Yes — proportional right to participate in the next priced round

Early Investor Program

BleedIO offers preferential terms to investors who commit early, rewarding conviction and helping the Company close the round efficiently.

Tier	Commitment Window	Investment	Effective Cap	Discount	Benefit
Founding Investor	First 30 days	\$100K+	\$4,500,000	10%	Lowest entry price + pro rata + quarterly calls with CEO
Early Investor	First 30 days	\$25K–\$99K	\$4,500,000	10%	Discounted cap + pro rata rights
Standard Investor	After 30 days	\$25K+	\$5,000,000	None	Standard terms + pro rata rights

How the discount works: Early investors receive a SAFE with a \$4.5M post-money cap (10% below the standard \$5M cap). This means their investment converts into equity at a lower price per share, resulting in more ownership for the same investment.

Example: A \$100K Founding Investor at the \$4.5M cap receives ~2.2% ownership, compared to ~2.0% at the standard \$5M cap — a 12% ownership premium.

Availability: The 10% discount applies to the first \$200K committed within 30 days of the term sheet date. Once the \$200K early allocation is filled, all subsequent investments are at the standard \$5M cap.

Use of Proceeds

Allocation	Percentage	Description
Go-to-Market	60% (~\$540K)	Customer delivery, pilot conversion, channel expansion, public-safety pipeline, sales execution
Product & Engineering	25% (~\$225K)	Firmware development, locMESH maturity, netMESH roadmap progress, deployment tooling
Legal & Operations	15% (~\$135K)	Patent filings, compliance, operating infrastructure, diligence readiness

Current Capitalization (Pre-Round)

Common Stock — 760,000 shares authorized and issued

Holder	Role	Shares	Ownership
Stanislav Podolski	CEO / Cofounder	450,000	59.2%
Mikhail Kolobov	Cofounder / Hardware & Engineering	250,000	32.9%
Leonardo Beup	Cofounder / CMO & Go-to-Market	60,000	7.9%

All common stock subject to 4-year vesting.

Options Outstanding

Holder	Role	Options Granted	Vesting
Brad Niems	Cofounder / Sales & Commercial	20,600	4-year vest, 1-year cliff (granted Jul 2024)
Rodion Rodionov	Engineering	22,560	4-year vest, 1-year cliff (granted Sep 2024)

Existing Convertible Instruments

Instrument	Holder	Date	Amount	Valuation Cap	Discount
SAFE	Prox SG	July 11, 2024	\$100,000	\$2,000,000	None

Note: The existing Prox SG SAFE converts at a \$2M cap. New investors in this round will invest at a \$5M post-money cap, reflecting the company's progress since that initial SAFE was issued.

Key Terms

Conversion

The SAFE converts into preferred stock at the next priced equity financing round. Conversion price is the lower of (a) the price per share in the priced round, or (b) the price implied by the valuation cap divided by the company's fully diluted capitalization.

Most Favored Nation (MFN)

If the Company issues subsequent SAFEs with more favorable terms (lower valuation cap or higher discount) before conversion, investors in this round will have the option to adopt those terms.

Information Rights

Investors who invest \$50,000 or more will receive:

- Quarterly financial updates (revenue, burn, runway)
- Annual financial summary
- Material event notifications (new rounds, major customer contracts, IP milestones)

Board and Governance

The Company is currently founder-managed. No board seats are offered in this round. The Company anticipates forming a formal board of directors in connection with its first priced equity round.

Company Highlights

- **Revenue:** ~\$3K-\$4K MRR (current), targeting ~\$25K MRR by end of 2026
 - **Product:** locMESH (commercial, deployed) + netMESH (strategic platform, in development)
 - **Traction:** Chevron POC (zero failures in live refinery), Snap-on, Lufthansa Industry Solutions, Oracle Red Bull Racing, fire departments
 - **IP:** Proprietary software stack, provisional patent filings, vendor-agnostic architecture
 - **Team:** 4 full-time cofounders spanning strategy, engineering, sales, and marketing
 - **Partnerships:** 4 active channel partners, 100+ on wait list
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Milestones for the Seed Round

Upon closing, the Company expects to achieve the following within 12–18 months:

1. Convert active pilots into recurring revenue contracts
2. Expand the public-safety / firefighter market wedge
3. Achieve \$25K+ MRR through direct enterprise and channel sales
4. Advance the netMESH platform to demonstrable prototype stage
5. File formal patents on core mesh routing and provisioning IP
6. Build operational readiness for a Series A or institutional follow-on

Path to Series A

The Seed round positions BleedIO to convert current pilots into signed contracts and build repeatable revenue across multiple verticals. The following table illustrates the projected ARR and valuation trajectory at Series A, expected 18–24 months after Seed close.

Target Contract Pipeline

Customer / Channel	Relationship Type	Estimated Annual Contract Value
Chevron (renewed + expanded)	Direct enterprise	\$150K–\$250K
2nd Oil & Gas major	Direct enterprise	\$100K–\$200K
Lufthansa Digital Services	Channel partner (resells to aviation clients)	\$200K–\$400K
Snap-on (embedded integration)	Channel / OEM (built into their products)	\$300K–\$500K
50 Fire Departments	End users (B2G)	\$250K–\$500K
Organic pipeline	Direct + partner	\$50K–\$100K

Series A Valuation Scenarios

Scenario	Projected ARR	Revenue Multiple	Pre-Money Valuation	Typical Raise
Conservative	\$1.0M	15–20x	\$15M–\$20M	\$3M–\$5M
Base case	\$1.5M	20–25x	\$30M–\$37M	\$5M–\$8M
Upside	\$2.0M+	25–30x	\$50M–\$60M	\$8M–\$12M

Why Multiples Are Above Median SaaS

- **Channel-validated distribution:** Lufthansa Digital Services reselling to aviation clients and Snap-on embedding BleedIO into their product line proves the platform scales beyond founder-led sales. Investors pay a premium for de-risked distribution.
- **Infrastructure-layer stickiness:** BleedIO is foundational network infrastructure, not an application. Switching costs are high and contracts are multi-year.

- **Multi-vertical proof:** Oil & gas, aviation, industrial tooling, and public safety — all on the same platform. Demonstrates horizontal market potential.
- **Strategic acquisition premium:** Comparable infrastructure exits (Cradlepoint at 8.5x, Nozomi at ~\$1B) validate that acquirers pay significant premiums for mission-critical connectivity.

Seed-to-Series A Return for Current Investors

Entry Cap	Series A Pre-Money (Base)	Paper Multiple
\$5M (Seed)	\$30M-\$37M	6x-7.4x
\$4.5M (early commitment w/ 10% discount)	\$30M-\$37M	6.7x-8.2x

Risk Factors

This is an early-stage investment with material risk. Key risk factors include:

- **Revenue risk:** Current revenue is early-stage; conversion of pilots to contracts is not guaranteed
- **Product risk:** netMESH remains in development; execution timelines may shift
- **Market risk:** Enterprise and municipal sales cycles can be long and unpredictable
- **Capital risk:** The Company is lean on cash; delays in fundraising could require bridge financing
- **Concentration risk:** Current traction is concentrated in a small number of pilots and relationships

Process and Contacts

Point of Contact	Stan Podolski, CEO
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Data Room	Available upon request or NDA

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