



Toolbase AI Private Limited

SALES CONTRACTOR AGREEMENT

This Sales Contractor Agreement ("Agreement") is made and entered into as of July 12, 2024, by and between:

Toolbase AI Private Limited ("Company"), a company incorporated and existing under the laws of Singapore, with its principal place of business located at 2 Venture Dr, #19-21, Singapore, 608526,

and

NOPPOL LIENGBOONCHU ("Contractor"), born on 17/06/1996, residing at 88 Chan 16 yak 12 Thungwaddon, Sathorn, BKK 10120, holding Passport Number AC3996160.

1. Engagement The Company hereby engages the Contractor to act as a Sales Contractor, and the Contractor agrees to faithfully perform the duties connected with this role, specifically targeting the Thai market for Toolbase AI.

2. Compensation The Contractor will receive a commission of 20% on the build fee and a recurring 20% commission on the revenue from clients they secure. To maintain the recurring commission, the Contractor agrees to act as account manager, which includes being the point of contact for clients and delivering monthly reports. Commissions are paid monthly.

3. Duties and Responsibilities include but are not limited to:

- Generate sales pipeline and assist in closing deals.
- Provide ongoing support for Thai language marketing and development.
- Produce content to support the Company's offerings on personal social media, with reasonable support from the Company.
- Analyze market trends and provide feedback to the Company to aid in product and service development tailored for the Thai market.
- Engage in networking activities to expand the Company's reach and visibility within relevant Thai business communities.
- Participate in training and development sessions to stay updated with the Company's technology and sales strategies.

4. Termination and Churn Upon termination of this agreement or customer churn, the Contractor will cease receiving ongoing commissions. The agreement may be terminated by either party with 30 days written notice.

5. Tax Liability The Contractor acknowledges that they are not an employee of the Company and are responsible for all personal tax liabilities.

6. Non-Disclosure and Confidentiality The Contractor agrees to adhere to the terms of the Non-Disclosure Agreement signed on July 12, 2024.

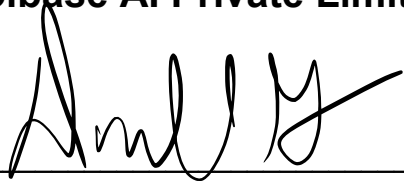
7. Governing Law This Agreement shall be governed by and construed in accordance with the laws of Singapore, without regard to conflicts of law principles.

8. Entire Agreement This Agreement constitutes the entire agreement between the parties regarding its subject matter and supersedes all prior agreements and understandings, both written and oral.

9. Exclusivity Clause Contractor agrees to maintain an exclusive working relationship with Toolbase AI, not engaging in any business dealings with competitors or potential competitors during the term of this agreement without the prior written consent of Toolbase AI.

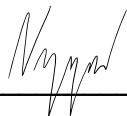
IN WITNESS WHEREOF, the parties hereto have executed this Sales Contractor Agreement as of the day and year first above written.

Toolbase AI Private Limited

By:  _____

Donald S. Gray, Jr.
Co-founder | CEO

Contractor

By:  _____

NOPPOL LIENGBOONCHU