

NORTHWEST TERRITORIAL MINT

Term Sheet for
Section 363 Asset Consignment Sale

July 5, 2018

Subject to bankruptcy court approval, the following is a summary of proposed terms and conditions by which Paul Wagner would sell certain assets of Northwest Territorial Mint LLC (the “Seller”) used or useful in the operation of its business pursuant to Section 363 of the Bankruptcy Code. This is a non-binding term sheet, and does not create any legally binding obligation of any party. Any obligations of the parties will arise only upon execution of an Asset Consignment Sale Agreement (the “ACSA”) that is acceptable to each party in its sole and absolute discretion and which is approved by the Bankruptcy Court.

Seller	Northwest Territorial Mint, as debtor in possession
Consignee	Paul Wagner
Consigned Assets	The proposed assets of Seller listed in the attached spreadsheet. Namely, the assets are of the stock, on-line store that has failed to liquidate by the Seller in its normal course. No buyers or related parties have expressed interest in purchasing the assets, in part or in whole; most of the valuable assets considered “stock” inventory has already sold through normal course.
Consignee Responsibilities	The Seller will transfer the assets into local storage in Western Washington. Consignee will package, label and set-up the assets through mainstream on-line merchants, namely Amazon and eBay. Consignee will ship assets into the on-line merchant warehouses where necessary to liquidate. Consignee will own and manage the on-line accounts in order to maximize sell-through as quickly as possible. Proceeds will be delivered to the Seller at which time the Seller will compensate Consignee based on a percentage of the proceeds.
Assumed Liabilities	Consignee will not assume any liabilities or obligations of the Seller, whether currently known or unknown.
Representations and Warranties	The parties would provide customary representations and warranties to one another provided in connection with a Section 363 sale.
Bankruptcy Procedures	Immediately upon execution of the ACSA, Seller shall file a motion

	with the Bankruptcy Court seeking approval of the proposed transactions. Such motion shall be set for the earliest available date.
Indemnification	The ACSA will contain indemnification provisions customary for a transaction of this type.
Governing Law	State of Washington

Signature

Date