

NON-NEGOTIABLE PROMISSORY DEMAND NOTE

\$375,000.00

June 30, 2022

FOR VALUE RECEIVED, Versity Invest, LLC, a Delaware limited liability company ("Payor"), promises to pay to Hayworth Tanglewood LeaseCo, LLC, a Delaware limited liability company ("Payee"), at such place as Payee may designate in writing, the principal sum of up to Three Hundred Seventy Five Thousand and No/100 Dollars (\$375,000.00) pursuant to the terms of this non-interest bearing Non-Negotiable Promissory Demand Note (this "Note").

1. Payments. The principal amount of the indebtedness evidenced hereby, or any lesser amount as may be requested by Payee, shall be due and payable within five (5) business days of when request for payment is made therefor (the "Payment Date"). Payor may prepay this Note at any time without premium or penalty. This Note shall not bear interest. After all amounts due on this Note have been paid in full, or forgiven and released by Payee, this Note shall be surrendered to Payor for cancellation and shall not be reissued.

2. Event of Default. The following shall each constitute an "Event of Default" hereunder:

a) The failure of Payor to pay the principal on this Note on the Payment Date; or

b) Payor shall dissolve, liquidate, merge, consolidate or cease to be in existence for any reason, provided, however, that if Payor's successor assumes Payor's obligations under this Note, no Event of Default shall have occurred.

3. Remedies. Upon the occurrence of an Event of Default or at any time thereafter during the continuance thereof, all amounts owing under this Note shall immediately become due and payable, and Payee may exercise any and all remedies and other rights provided in this Note or available under applicable laws.

4. Severability. Whenever possible, each provisions of this Note will be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Note is held to be prohibited by or invalid under applicable law in any jurisdiction, such provision will be ineffective only to the extent of such prohibition or invalidity, without invalidating any other provision of this Note.

LAW OR CONFLICT OF LAW PROVISION OR RULE (WHETHER OF THE STATE OF DELAWARE OR ANY OTHER JURISDICTION) THAT WOULD CAUSE THE APPLICATION OF LAWS OF ANY JURISDICTION OTHER THAN THE STATE OF DELAWARE.

[signature page to follow]

VERSITY INVEST, LLC,
a Delaware limited liability company

By:

Name: Tanya Muro

Its: Manager

A handwritten signature in black ink, appearing to read 'Tanya Muro', is written over a horizontal line.