

Original held by Carta
COPY

PS1-7

18,689

Smileyscope

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

This certifies that **Peach Superannuation Fund** is the stockholder of **Eighteen Thousand Six Hundred Eighty-Nine (18,689)** fully paid and non-assessable shares of Series Seed -1 Preferred Stock, par value \$ 0.00001, of Smileyscope, hereinafter designated the "Corporation", transferable on the books of the Corporation in person or by duly authorized attorney upon surrender of the certificate properly endorsed. This Certificate and the shares represented hereby, are issued and shall be held subject to all of the provisions of the Certificate of Incorporation and the bylaws of the Corporation, to all of which each holder, by acceptance hereof, assents, and agrees to be bound.

A statement of the rights, preferences, privileges and restrictions granted to or imposed upon each class or series of shares of stock of the Corporation authorized to be issued and upon the holders thereof as established by the Certificate of Incorporation or by any certificate of amendment may be obtained by any stockholder upon request and without charge at the principal office of the Corporation. TRANSFER OF THE SHARES REPRESENTED BY THIS CERTIFICATE MAY BE RESTRICTED. SEE LEGENDS ON REVERSE SIDE.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers, effective as of December 10, 2019.

Evelyn Chan

Evelyn Chan, President

Evelyn Chan

Evelyn Chan, Secretary

THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES LAWS OF ANY STATE, AND MAY NOT BE SOLD, TRANSFERRED, ASSIGNED, PLEDGED OR HYPOTHECATED UNLESS AND UNTIL REGISTERED UNDER SUCH ACT AND/OR APPLICABLE STATE SECURITIES LAWS, OR UNLESS THE COMPANY HAS RECEIVED AN OPINION OF COUNSEL OR OTHER EVIDENCE, REASONABLY SATISFACTORY TO THE COMPANY AND ITS COUNSEL, THAT SUCH REGISTRATION IS NOT REQUIRED.

THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO (1) RESTRICTIONS ON TRANSFERABILITY AND RESALE, INCLUDING A LOCK-UP PERIOD IN THE EVENT OF A PUBLIC OFFERING, AS SET FORTH IN AN INVESTORS' RIGHTS AGREEMENT, AND (2) VOTING RESTRICTIONS AS SET FORTH IN A VOTING AGREEMENT AMONG THE COMPANY AND THE ORIGINAL HOLDERS OF THESE SHARES, COPIES OF WHICH MAY BE OBTAINED AT THE PRINCIPAL OFFICE OF THE COMPANY.

THE SHARES EVIDENCED HEREBY ARE SUBJECT TO A VOTING AGREEMENT (A COPY OF WHICH MAY BE OBTAINED FROM THE ISSUER) AND BY ACCEPTING ANY INTEREST IN SUCH SHARES THE PERSON HOLDING SUCH INTEREST SHALL BE DEEMED TO AGREE TO AND SHALL BECOME BOUND BY ALL THE PROVISIONS OF SAID VOTING AGREEMENT.



Acceptance agreement

When accepting this certificate on Carta, the share holder agreed to the following:

The undersigned hereby accepts and acknowledges the receipt of the following electronic certificate PS1-7 to Peach Superannuation Fund for 18,689 shares of Series Seed - Preferred Stock (the "Shares") and further agrees to accept this and all other electronic certificates issued by Smileyscope (the "Company") in lieu of or in replacement of an existing paper stock certificate or previously issued electronic certificate in the undersigned's name and representing the Shares (the "Prior Certificate").

In the event the Company has previously issued a paper stock certificate or electronic certificate as a representation of the share ownership reflected in the electronic certificate PS1-7, to induce the Company to acknowledge the loss, destruction or return of a previously issued stock certificate, to refuse to recognize any person or entity other than the undersigned as the owner of the Shares, and to reissue to the undersigned a replacement electronic stock certificate representing the shares of the Company's capital stock, the undersigned hereby declares that the undersigned:

(a) is the owner of the Prior Certificate;

(b) has either (i) made a thorough search and is unable to find the Prior Certificate and believes it to be lost, (ii) destroyed the Prior Certificate, or (iii) returned, or will immediately hereafter return, the Prior Certificate to the Company or to the legal counsel of the Company; and

(c) has not (i) pledged or sold the Shares or any part thereof represented by the Prior Certificate, (ii) assigned, endorsed, deposited, hypothecated, or disposed or made any transfer thereof or of the rights or interests therein, or (iii) signed any power of attorney, stock power or other assignment or authorization respecting the Prior Certificate or right or interest therein, which is now outstanding or in force.

The undersigned hereby requests the Company's acknowledgement of the loss, destruction or return of the Prior Certificate in the records of the Company and the replacement of the Prior Certificate with a new electronic certificate.

In the event the undersigned has not received the Prior Certificate or the Company or the Company's legal counsel is in possession of the Prior Certificate, the undersigned acknowledges and agrees to the destruction of any such Prior Certificate by the Company or the Company's legal counsel and the replacement of the Prior Certificate with a new electronic certificate.

In consideration of the Company issuing the new certificate, the undersigned agrees, for itself and on behalf of its affiliates, successors and assignees, to defend and indemnify the Company and hold it and its affiliates and successors, and their respective directors, officers, employees or agents harmless from any claim, expense, damage, loss or liability caused by, or in any way relating to, the loss, destruction or return of the Prior Certificate, or the issuance of the new electronic certificate. In the event that the Prior Certificate should be discovered or come into the possession of the undersigned or any of its successors or assignees, the undersigned agrees to either (A) return it, marked canceled, to the Company promptly, or (B) destroy it.

Executed April 23rd, 2020

By: Peach Superannuation Fund

Nicholas Gruen


Nicholas Gruen

04/23/2020  9dc10ef7-fed4-4584-b477-2d4c4ef28078

Shareholder

Name	Peach Superannuation Fund
Email	ngruen@gmail.com
Status	Outstanding

Certificate

Share class	Series Seed -1 Preferred (certificated)
Quantity	18,689 shares
Cash paid ⓘ	\$33,892.50 (USD)
Share class price per share ⓘ	\$1.8135 (USD)
Price per share ⓘ	\$1.8135 (USD)
Certificate front and back	

Issuer

Issued by	Smileyscope
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Issue date

Dec. 10, 2019

Share class details

Legend: Current certificate

Share class	Seniority	Original price	Conversion price	Conversion ratio	Multiplier
Common	2	-	-	-	-
Series Seed -1 Preferred	1	\$1.8134999999999988987	\$1.8134999999999988987	Not entered	1x
Series Seed -2 Preferred	1	\$0.6800000000000004885	\$0.6800000000000004885	Not entered	1x

Lowest seniority number gets paid out first.

Dividends

Legend: Current certificate

Share class	Cumulative	Dividend rate	Dividend accrual	Compound interest	Compound period
Series Seed -1 Preferred	No	-	-	-	-
Series Seed -2 Preferred	No	-	-	-	-

Participation

Legend: Current certificate

Share class	Participating	Participation cap
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Share class	Participating	Participation cap
Series Seed -1 Preferred	No	-
Series Seed -2 Preferred	No	-

Personnel details

Legend


Transfer restrictions are described by the following legend included on this certificate.

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Approvals

✓ **Initiated by Brian Koji**
Approved April 16, 2020  1282a55394eb4d6bab884f86599afcf0

✓ **Signed by Evelyn Chan**
Approved April 23, 2020  3df2cc9f247548738c3755db19f96c16

✓ **Received by Nicholas Gruen**
Approved April 23, 2020  9dc10ef7fed44584b4772d4c4ef28078