

Helios and Matheson Analytics Inc.

September 28, 2017

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- a) (i) An offering and sale of registered securities pursuant to the Company's existing shelf registration statement and/or (ii) a private offering and sale by the Company, in either or both cases to one or more Covered Parties who are "accredited investors" as defined in Rule 501 of Regulation D under the Securities Act, conducted as either a registered offering or a private placement pursuant to Rule 506(b) or (c) of Regulation D promulgated under the Securities Act of 1933, as amended (the "Securities Act") or pursuant to other applicable U.S. or foreign securities laws, rules and regulations, or any registered offering and sale of Company securities in which the Advisor acts as an underwriter or placement agent (each, an "Offering") including, without limitation, a placement of equity, equity-linked debt (including, notes, bonds or other debt securities, as well as loans provided by financial institutions that are not deemed to be "securities" under applicable law), convertible securities or other financial instrument in such amount as the parties may agree upon ("Placement Amount").
- b) a strategic alliance (a "Strategic Alliance") that involves a definitive agreement with a Covered Party that may, either directly or indirectly, enter into any type of sales, marketing and/or management agreement that provides capital to the Company;
- c) the sale or other disposition by the Company (a "Sale" or "Merger"), whether by merger, reverse merger, stock sale or sale in one or more transactions, of all or substantially all of the assets of the Company to a Covered Party or where the shareholders of the Company immediately prior to the Sale or Merger own less than a majority of the surviving entity (immediately following the Sale or Merger);
- d) the sale of a portion of the Company (a "Sale Transaction"), whether by merger, stock sale or sale in one or more transactions, of a portion of the assets of the Company to one or more Covered Parties;
- e) a recapitalization or restructuring (a "Recapitalization") involving the issuance or exchange of any indebtedness or equity securities by the Company to a Covered Party which may or may not involve, among other items, an extraordinary dividend being paid or equity securities being repurchased by the Company, whether as a standalone transaction or in connection with a related transaction; and
- f) a strategic acquisition (an "Acquisition") pursuant to which (i) the Company consummates a merger, consolidation or other business combination with a Covered Party, where the Company is the surviving entity (or its shareholders own a majority of the equity in the surviving entity) in such business combination, or (ii) the Company acquires a majority of the total equity ownership of a Covered Party, or all or substantially all of the assets of a Covered Party.

Description of Services

The Advisor will use its best efforts to conduct an Offering during the Term with a goal of raising at least \$5 million and up to \$10 million for an investment into the Company on terms as the Company and the Covered Parties shall mutually agree. If the Company and the Advisor agree, the Advisor will, to the extent requested by the Company, assist the Company in pursuing other Transactions according to the terms and conditions of this Agreement and may undertake certain activities that may include the following:

- a) analyzing Transaction options available to the Company;