IC GROUP HOLDINGS INC.
PRIVATE PLACEMENT OF UNITS
TERM SHEET

Issuer	IC Group Holdings Inc.
Listing	The Issuer's Common shares are listed on the TSX Venture Exchange under the symbol “ICGH".
Offering	Up to 8,000,000 units (Units), each unit comprised of one Common share in the capital of the Issuer (Unit Share) and one-half of one non-transferrable Common share purchase warrant (Warrant).
Issue Price	CDN$0.50 per Unit.
Gross Proceeds	Up to CDN$4,000,000.
Warrants	Each whole Warrant will entitle the holder thereof, on exercise, to purchase one Common share in the capital of the Issuer (a Warrant Share) at an exercise price of CDN$0.75 per Warrant Share until the close of business on the day which is 24 months from its date of issue.
Currency	All settlements will be in Canadian dollars (CDN$).
Use of Proceeds	The Issuer intends to use the net proceeds of the Offering primarily to expand sales and marketing initiatives across its business units, driving growth and deeper market penetration. A significant portion will be invested in technology platform development, including the continued integration of Rich Communication Services (RCS) and the Fannex engagement platform, to enhance the company’s digital infrastructure and service capabilities. Remaining funds will support working capital and general corporate purposes, as well as transaction and offering-related expenses, as further described in the Offering Document.
Offering Basis	Non-brokered private placement to purchasers resident in all jurisdictions of Canada, except Quebec, as permitted by applicable exemptions from registration and prospectus requirements in such jurisdictions.
Eligibility	Purchasers resident in Canada, except Quebec, are eligible in accordance with the following exemption from the prospectus requirement under applicable Canadian securities legislation: ● Listed Issuer Financing Exemption
Resale Restrictions	Unit Shares, Warrants, and Warrant Shares will not be subject to resale restrictions under applicable Canadian securities legislation.
Commissions	The Issuer may pay finder’s fees on a portion of the Offering, subject to compliance with the policies of the TSX Venture Exchange and applicable securities legislation and as further described in the Listed Issuer Financing Document.
Subscription	Participation by subscribers in the Offering is subject to a minimum subscription amount of CDN $5,000.

Except for the Listed Issuer Financing Document related to this Offering that can be accessed under the Issuer’s profile at www.sedarplus.ca and at www.icgroupinc.com, which prospective investors should read prior to making an investment decision, no offering memorandum or other disclosure document has been or will be prepared or distributed in connection with the Offering. The Offering is not being made as, and any subscription for Units does not constitute, an offer to sell or the solicitation of an offer to buy the Units in any jurisdiction where, or to any person to whom, it is unlawful to make such offer or solicitation.