CMV CRITICAL MINERALS VERTICAL

Membership Agreement & Mutual NCNDA — Executive Summary

One document, one signature, full membership. The CMV Membership Agreement combines the membership terms and a mutual non-circumvention & non-disclosure agreement (NCNDA) between the joining member and CMV — the 50/50 joint venture of Critical Infrastructure Technologies (CIT) and airth.io. It is built to operate like a co-op: members bring technologies and relationships, CMV connects them on one operating core (airth Core mOS), and the economics reward the members who grow the network.

WHAT MEMBERS GET

Qualified introductions to mining companies and projects; inclusion in CMV bundled deployments, pursuits, and workshops; an integration pathway to airth Core mOS; and business development, capture, and teaming support. One-year term, auto-renewing, 30-day exit notice — no long lock-in.

THE ECONOMICS

Membership fee	US $5,000 / year (technology companies), due within 30 days of signing.
CIT members — this year	Already a CIT member with this year's dues paid? Your CMV fee is waived for the current year — no duplicate payment.
From next year on	The CMV fee is a separate vertical fee, in addition to CIT membership and any other CIT vertical dues — those are paid to their own programs and don't offset the CMV fee (or vice versa).
Success fee	10% of engagement revenues goes to CMV on each introduction finalized with success — including renewals, expansions, and follow-ons. The deployed technology vendor retains 90%.
Bundled deployments	When multiple member technologies deploy in one implementation, CMV receives 10% of the whole project / bundled implementation value; participating members together retain 90%, each bearing the fee on their own share.
Referral credit	US $1,000 off the annual fee per member you enroll, applied every year the referred member remains active — 5 active referrals = a free year; extra credits roll forward. If a referred member drops, its credit lapses.
Referral success share	When a member you introduced closes a deal: you earn 1 point of the deal value out of CMV's 10% (CMV keeps 9%), paid within 30 days of CMV receiving its fee.
Payment timing	Success fees are earned at contract signing and payable within 30 days after each customer or milestone payment is received.

THE PROTECTIONS (MUTUAL NCNDA)

Confidentiality runs both ways and covers introduced relationships, pipeline data, technical IP, and data on airth Core mOS — 5 years after disclosure, indefinite for trade secrets. Non-circumvention is symmetrical: members cannot bypass CMV to deal directly with introduced mines (including through affiliates), CMV cannot use a member's information to displace it from its own opportunities, and members cannot circumvent each other on opportunities introduced inside the vertical. A proven circumvention makes the avoided fees recoverable, on top of injunctive relief.

GOVERNANCE & RISK

Parties remain independent — membership creates no partnership, equity, or governance rights. Arizona law, Pima County venue, mediation/arbitration first. CMV's liability is capped at 12 months of membership fees (carve-outs for fraud, confidentiality breach, and nonpayment). Fee obligations on identified introductions survive termination, with fair cause-based carve-outs in both directions.

Business summary for discussion purposes; the signed Agreement controls. Draft subject to review by counsel.