

**(SOPHISTICATED INVESTOR - \$97,000 + S. 107(1)(d) EXEMPTION)
SUBSCRIPTION AGREEMENT FOR SHARES**

**OFFERED FOR SALE BY [ISSUER] PURSUANT TO AN OFFERING MEMORANDUM DATED
[OFFERING DATE] (THE "OFFERING MEMORANDUM")**

TO: [ISSUER]
[address]

The undersigned hereby subscribes for _____ Units (the "Units") in [ISSUER] (the "Issuer"), for that purchase price being the total of the amount of _____ (\$_____) DOLLARS for each of the Units being an aggregate subscription price of \$ _____ (\$_____) DOLLARS, payable by certified funds.

The undersigned hereby acknowledges that there is no assurance whatsoever that profits will be made by the Issuer and acknowledges receipt of a copy of the Offering Memorandum.

The undersigned acknowledges that participation is subject to the acceptance of this subscription by the Issuer, and to certain other conditions set forth in the Offering Memorandum. The undersigned agrees that this subscription is given for valuable consideration and shall not be withdrawn or revoked by the undersigned. The acceptance of this subscription shall be effective upon the deposit of a share certificate representing the purchase in the name of the undersigned of the number of Units set forth on the signature page, in the mail, addressed to the undersigned at the address indicated below.

The undersigned by executing this subscription agreement represents and warrants that: