

## Membership Application

Name: \_\_\_\_\_

Address:

\_\_\_\_\_

\_\_\_\_\_ Postal Code: \_\_\_\_\_

Preferred Phone: (\_\_\_\_) \_\_\_\_\_ Cell: (\_\_\_\_) \_\_\_\_\_ Fax: (\_\_\_\_) \_\_\_\_\_

Email:

\_\_\_\_\_

New Member:  Renewing Member:

If new member, Sponsoring Current First Angel Network Member:

\_\_\_\_\_

### TO QUALIFY FOR MEMBERSHIP, I AGREE THAT:

I am an "Accredited Investor" as defined under the Multilateral Instrument 45-106, *Capital Raising Exemptions*, by virtue of the fact that I am:

- an individual who, either alone or jointly with my spouse, beneficially owns, directly or indirectly, financial assets having an aggregate realizable value that before taxes, but net of any related liabilities, exceeds \$1,000,000; or
- an individual whose net income before taxes exceeded \$200,000 in each of the two most recent years or whose net income before taxes combined with that of my spouse exceeded \$300,000 in each of the two most recent years and who, in either case, reasonably expects to exceed that net income level in the current year; and
- I have such knowledge and experience in financial and business matters to be capable of evaluating the relative merits and risks of any investment.

I agree to abide by the terms and rules of First Angel Network's: By Laws; Code of Conduct; Confidentiality Requirements; this Membership Agreement; Operating Agreement; and Membership Requirements.

- I understand that First Angel Network Association (FAN) is not a venture fund, investment bank, broker/dealer, investment clearinghouse, investment portal, or any other form of investment advisor or otherwise, and is not registered with the Nova Scotia Securities Commission or any provincial securities commission. FAN does not provide advice, recommendation, or any other indication of appropriateness or inappropriateness for a particular investment. FAN does not endorse any investment opportunity provided by companies submitting to FAN for presentation or otherwise.
- I must conduct my own analysis and due diligence to determine the appropriateness of any investment I make in any company to which I am introduced through FAN. As a result, I recognize and agree that neither FAN nor its representatives or agents are responsible or liable for any investment decision I make as a result of being a member of FAN. The choice to use and the manner of utilization of information and knowledge gained through FAN is my individual and personal choice.
- I understand that any purchase of equity or other investment transaction shall be with the respective company, without involvement of, or participation by FAN.

- I understand that FAN meetings are not an offer to sell or solicitation to buy any security by FAN or any other entity.
- I agree to pay the annual membership dues as set by FAN.

#### **MEMBERSHIP CODE OF CONDUCT:**

- I will conduct myself in a professional manner at all times.
- I will respect the privacy of other members and not provide their name to any third party without their permission.
- I will keep membership information confidential.
- I understand and recognize that FAN meetings and communications are focused on investment pursuits and will not solicit another member for business.
- I will disclose to the group any relationship I have or may have with a presenting company, including any personal gain I may receive from the company.

#### **DISCLAIMER:**

FAN is not a venture fund, an investment bank, a broker dealer, investment clearing-house, or an investment advisor, but rather a forum in which investors may be educated on aspects of investment and business, as well as introduced to companies for possible investment. FAN is not registered with any provincial securities commission. Each member of FAN is responsible for his or her own investment decisions, and FAN is not recommending any particular company for investment. All investments in entrepreneurial companies involve a high degree of risk, and investors should be able to bear the risk of complete financial loss. The choice to use and manner of utilization of information and knowledge gained through FAN is each member's individual and personal choice. No guidance shall be given, nor shall any person affiliated with FAN (or FAN itself) be responsible for an individual member's use of the information, investment decision, or the results of any investment. FAN makes no representations or warranties regarding these companies. Investors must conduct their own due diligence and negotiate the terms of any investment they elect to make.

#### **Please forward your application to:**

First Angel Network Association  
Suite 202 – 1869 Upper Water Street  
Halifax, Nova Scotia  
B3J 1S9

Read, understood, and agreed to by:

\_\_\_\_\_ Date: \_\_\_\_\_

Submitting Applicant Member

Please submit this membership agreement with annual membership dues of \$ 975.00 plus 15% H.S.T. of \$146.25. (Total amount \$1,121.25) Please make the cheque payable to **First Angel Network Association**. Your cheque will not be cashed until your application for membership has been accepted.

HST # 84422 9542 RT0001