

Risk Disclosure Statement for Investment within Reg D 506(c)

This Risk Disclosure Statement (the "Statement") is being provided to you in accordance with Regulation D, Rule 506(c) under the Securities Act of 1933, as amended (the "Securities Act"), which allows issuers to engage in a general solicitation of securities offerings. The purpose of this Statement is to inform you, as a potential investor, of the various risks associated with investing in private securities offerings.

Securities Offering Risk: The investment opportunity being offered under Regulation D, Rule 506(c) involves securities that have not been registered under the Securities Act and are being offered and sold pursuant to an exemption from registration. As a result, the securities being offered are subject to certain restrictions on transferability, and you may be required to bear the economic risk of your investment for an indefinite period unless a market for the securities develops.

Lack of Liquidity: The securities being offered under Regulation D, Rule 506(c) are considered illiquid investments. Unlike publicly traded stocks and bonds, which can be readily bought and sold on exchanges, there may not be a market for the securities being offered, and it may be difficult, if not impossible, to sell or transfer your investment. Distributions, if any, paid by the issuer may be irregular or delayed.

Investment Risk: Investing in private securities involves significant risks, including the potential loss of your entire investment. The success of the investment and the ultimate return on investment are not guaranteed, and past performance should not be considered indicative of future results. You should carefully consider the risk factors described in the private placement memorandum or other offering materials provided to you, including risks related to the issuer's business model, industry, competition, regulatory environment, and other factors that may impact the performance of the investment.

Dilution: Certain investments made under Regulation D, Rule 506(c) may involve multiple rounds of financing or the issuance of additional securities in the future. These subsequent rounds or issuances may result in dilution of your ownership percentage or the value of your investment.

Legal and Regulatory Compliance: Compliance with applicable securities laws and regulations, including ongoing reporting obligations, may be costly and time-consuming for the issuer. Failure to comply with these obligations could result in adverse consequences for the issuer and may impact the value of your investment.

Lack of Information: Unlike publicly traded companies, issuers of private securities offerings may not be required to provide the same level of financial information or disclosures as publicly reporting companies. This lack of public information may make it difficult for you to make an informed investment decision and to assess the issuer's financial condition and prospects.

Potential Lack of Professional Guidance: Investing in private securities requires a thorough understanding of the risks associated with such investments. You should carefully evaluate the merits and risks of investing and should consider consulting with legal, tax, and financial advisors regarding the investment and its suitability for your individual circumstances.

By proceeding with an investment under Regulation D, Rule 506(c), you acknowledge and understand the risks described in this Statement. You should read all offering documents, including the private placement memorandum, subscription agreement, and any other related disclosures, in their entirety before making any investment decision. The information provided in this Statement is not exhaustive and does not constitute legal, financial, or investment advice.

Please consult with your own advisors before deciding to invest in any private securities offering.

Date: _____

Investor Name: _____

Investor Signature: _____