



POWER HERO CORP.
ACCREDITED INVESTOR QUESTIONNAIRE

An accredited investor is defined as an investor falling within any of the following categories at the time of the relevant purchase and sale of securities. Each prospective purchaser of securities should check the appropriate box(es) below to indicate which (if any) of the following categories describe each such prospective purchaser:

- ☐ I have a net worth or joint net worth with my spouse in excess of \$1,000,000 at the time of my purchase. Please remember that your net worth for the purposes of this item should not include the value of your principal residence if owned (unless it is negative), but should include the net value of any shares of stock or options held by you and your spouse and your and your spouse's owned personal property (e.g. furniture, jewelry, other valuables, etc.).
- ☐ I had an individual income in excess of \$200,000 in each of the two most recent calendar years or a joint income with my spouse in excess of \$300,000 in each of those years, and I have a reasonable expectation of reaching the same income level in the current year.
- ☐ I am a corporation, partnership, limited liability company or other organization described in Section 501(c)(3) of the Internal Revenue Code, or Massachusetts or similar business trust, not formed for the specific purpose of acquiring the Interest, with total assets in excess of \$5,000,000.
- ☐ I am an entity which falls within one of the following categories of accredited investor set forth in Rule 501(a) of Regulation D ("Regulation D") under the Securities Act of 1933 (the "Securities Act"):
- ☐ A bank as defined in Section 3(a)(2) of the Securities Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or a fiduciary capacity.
- ☐ A broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934.
- ☐ An insurance company as defined in Section 2(13) of the Securities Act.
- ☐ An investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act.
- ☐ A Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958.
- ☐ Any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such a plan has total assets in excess of \$5,000,000.
- ☐ Any private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940.
- ☐ An employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such act, which is either a bank, savings and loan association, insurance company or registered investment adviser or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors as described in one or more of the categories set forth herein.
- ☐ A trust, with total assets in excess of \$5,000,000 not formed for the specific purpose of acquiring the Interest, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D.
- ☐ I am an entity in which all of the equity owners are accredited investors as described in one or more of the categories set forth herein.

The undersigned understands that the Company will rely upon the accuracy and completeness of the responses to the foregoing questions.

Name of prospective investor: _____ Amount: _____
(type or print) (If applicable)

Signature of prospective investor: _____ Date: _____

Address: _____, _____, _____, _____, _____
Address City State Country ZipCode

Please sign, date, scan and email this Questionnaire back to: esmond@powerhero.com with
"Questionnaire" in the email Subject line. Thank you.