**FFBA Disclosure**

***Please complete one copy of this form for each Investor.***

**TO: Elixir Technology Inc.**

|  |  |
| --- | --- |
| **To be completed by all Investors who initialed a box in section 2(c)(ii) of the Agreement.** | |
| I, the undersigned investor, certify that I am currently: | A close friend of \_\_(name)\_\_\_\_\_\_, \_\_(Position)\_\_\_\_\_\_ of Elixir Technology Inc.  *(Describe relationship being relied on for the exemption initialed in section 2(c)(ii)**of the Agreement, e.g. director of [name entity], spouse of [name person], child of [name person], close personal friend of [name person], close business associate of [name person], etc.)* |
|  | |
| **To be completed by Investors to whom a “close personal friend” or “close business associate” relationship is being relied upon pursuant to section 2(c)(ii) of the Agreement.** | |
| Length of relationship as a close personal friend or close business associate with person above: |  |
| Details of relationship or prior business dealings: |  |
|  | |
| *(If space is insufficient, attach additional sheets of paper)* | |

**You MUST sign this Appendix D (see the next page).**

**Meaning of “close personal friend”**

A “**close personal friend**” of a director, executive officer, founder or control person of an issuer is an individual who knows the director, executive officer, founder or control person well enough and has known them for a sufficient period of time to be in a position to assess their capabilities and trustworthiness. The term “close personal friend” can include a family member who is not already specifically identified in the exemptions if the family member satisfies the criteria described above.

The relationship between the individual and the director, executive officer, founder or control person must be direct. For example the exemption is not available to a close personal friend of a close personal friend of a director of the issuer.

An individual is not a close personal friend solely because the individual is:

## a relative,

## a member of the same organization, association or religious group, or

## a client, customer, former client or former customer.

Meaning of “close business associate”

A “close business associate” is an individual who has had sufficient prior business dealings with a director, executive officer, founder or control person of the issuer to be in a position to assess their capabilities and trustworthiness. An individual is not a close business associate solely because the individual is:

## a member of the same organization, association or religious group, or

## a client, customer, former client or former customer of the issuer.

The relationship between the individual and the director, executive officer, founder or control person must be direct. For example, the exemption is not available for a close business associate of a close business associate of a director of the issuer.

The undersigned acknowledges that the Corporation is relying on this information in determining to sell securities to the undersigned in a manner exempt from the registration and prospectus requirements of applicable securities laws and IF the undersigned is relying on a “close personal friend” or “close business associate” relationship, the undersigned certifies that it has reviewed and understands the guidance respecting the meaning of the phrase “close personal friend” or “close business associate” (as applicable) set out above.

Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

|  |  |
| --- | --- |
|  | Print name of Investor or person signing as agent on behalf of Investor |
|  | By:  Signature |