

ANNEX 2
STATUS CERTIFICATION LETTER
[Letterhead of service provider]

Re: Accredited Investor Verification of _____ [NAME OF SUBSCRIBER]

_____ [NAME OF SUBSCRIBER] (“**Subscriber**”) has requested that the undersigned provide this Status Certification Letter (this “**Certification Letter**”) to verify the Subscriber’s status as an “accredited investor” as defined by Rule 501(a) of the Securities Act of 1933, in connection with the Subscriber’s purchase of unsecured investment notes offered by Toolbox OS, Inc.

The undersigned certifies that [I/we/it] [am/are/is]:

- ☐ a registered broker-dealer registered with FINRA;
- ☐ an investment adviser registered with the Securities and Exchange Commission;
- ☐ licensed attorney in good standing in the State of _____, State Bar No _____; or
- ☐ a certified public accountant duly registered and in good standing in the State of _____ CPA License/Certification No. _____.

Based on the review of the supporting documentation identified below, I hereby attest that the Subscriber satisfies one of the following criteria to qualify as an accredited investor (select only one):

- ☐ an individual (not a partnership, corporation, etc.) whose individual net worth, or joint net worth with his or her spouse or spousal equivalent, presently exceeds \$1,000,000, exclusive of the value of his or her primary residence;[1]
- ☐ an individual (not a partnership, corporation, etc.) who had an income in excess of \$200,000 in each of the two most recent years, or joint income with his or her spouse or spousal equivalent in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;
- ☐ an investment adviser or exempt reporting adviser registered with the Securities and Exchange Commission or U.S. state regulatory authority;
- ☐ a person holding General Securities Representative license (Series 7), the Private Securities Offerings Representative license (Series 82), and the Licensed Investment Adviser Representative (Series 65);
- ☐ an entity such as an Individual Retirement Account (“**IRA**”) or Simplified Employee Pension (“**SEP**”) Retirement Account, and all beneficial owners meet one of the standards defined in bullets 1 and 2 above;
- ☐ an employee benefit plan within the meaning of Title 1 of ERISA and the plan has total assets in excess of \$5,000,000;

[1] In calculating net worth, you must exclude equity in the Subscriber’s primary residence and deduct any negative equity in the primary residence (if any, as stated by the Subscriber) or any indebtedness incurred on the primary residence within the 60 days prior to verification.

- ☐ a corporation, partnership, Massachusetts business trust, or non-profit organization within the meaning of Section 501(c)(3) of the Internal Revenue Code with total assets in excess of \$5,000,000;
- ☐ a trust with total assets in excess of \$5,000,000;
- ☐ a business in which all owners are Accredited Investors;
- ☐ a bank, insurance company, registered investment company, business development company, or small business investment company;
- ☐ a rural business investment company (“**RBIC**”) as defined in Section 384A of the Consolidated Farm and Rural Development Act;
- ☐ is a family office as defined in Rule 202(a)(11)(G)-1 under the Advisers Act: (i) with assets under management in excess of \$5,000,000, (ii) that was not formed for the specific purpose of acquiring the securities offered, and (iii) whose prospective investment is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment;
- ☐ is a family client as defined in Rule 202(a)(11)(G)-1 under the Advisers Act, of a family office meeting the requirements in new Rule 501(a)(12); or
- ☐ is not an entity, of a type not listed in Rule 501(a)(1), (a)(2), (a)(3), (a)(7) or (a)(8), has investments (as defined in Rule 2a51-1(b) under the Investment Company Act), in excess of \$5,000,000 and was not formed for specific purpose of acquiring the securities offered.

In connection with this Certification Letter, the undersigned has reviewed the original or photocopies of the following documents:

- ☐ Forms 1040 and supporting Forms W-2, Forms 1099, Schedules K-1 of Form 1065 for the two-most recent years;
- ☐ Bank statements, brokerage statements, certificates of deposit or tax assessments;
- ☐ Credit report from at least one of the nationwide consumer reporting agencies;
- ☐ Proof of registration or licensure; and
- ☐ Other documents (please specify and attach a list if necessary)

This Certification Letter will operate as verification on which an offeror may reasonably rely, provided such verification is dated within 90 days of Subscriber’s subscription to the offeror’s offering:

SIGNATURE:_____

NAME:_____

COMPANY:_____

TITLE:_____

DATE:_____