



APPENDIX I
ACCREDITED INVESTOR QUESTIONNAIRE
Re: SOLE GEAR Design Inc. dba SOLEGEAR Bioplastics Inc.

The Subscriber is an “accredited investor”, as such term is defined in National Instrument 45-106 “Prospectus and Registration Exemptions” published by the Canadian Securities Administrators and adopted by the Commissions (“**NI 45-106**”) and, as at the time the subscription is accepted by the Issuer (“**Closing**”), the Subscriber will fall within one or more of the following categories (Indicate, by checking one or more of the categories listed below, at least one category that properly describes the Subscriber.)

(Note: Unless otherwise indicated, section references in this Appendix are references to sections of NI 45-106. Upon the request of the Subscriber, the Issuer will provide the Subscriber with a copy of NI 45-106 as currently published by the Canadian Securities Administrators.)

- (a) a Canadian financial institution, or a Schedule III bank,
- (b) the Business Development Bank of Canada incorporated under the Business Development Bank of Canada Act (Canada),
- (c) a subsidiary of any person referred to in paragraphs (a) or (b), if the person owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of that subsidiary,
- (d) a person registered under the securities legislation of a jurisdiction of Canada as an adviser or dealer, other than a person registered solely as a limited market dealer under one or both of the *Securities Act* (Ontario) or the *Securities Act* (Newfoundland and Labrador),
- (e) an individual registered or formerly registered under the securities legislation of a jurisdiction of Canada as a representative of a person referred to in paragraph (d),
- (f) the Government of Canada or a jurisdiction of Canada, or any crown corporation, agency or wholly owned entity of the Government of Canada or a jurisdiction of Canada,
- (g) a municipality, public board or commission in Canada and a metropolitan community, school board, the Comité de gestion de la taxe scolaire de l’île de Montréal or an intermunicipal management board in Québec,
- (h) any national, federal, state, provincial, territorial or municipal government of or in any foreign jurisdiction, or any agency of that government,
- (i) a pension fund that is regulated by either the Office of the Superintendent of Financial Institutions (Canada) or a pension commission or similar regulatory authority of a jurisdiction of,
- (j) an individual who, either alone or with a 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,
- (k) an individual whose net income before taxes exceeded \$200,000 in each of the 2 most recent calendar years or whose net income before taxes combined with that of a spouse exceeded \$300,000 in each of the two most recent calendar years



and who, in either case, reasonably expects to exceed that net income level in the current,

- (l) an individual who, either alone or with a spouse, has net assets of at least \$5,000,000,
- (m) a person, other than an individual or investment fund, that has net assets of at least \$5,000,000 as shown on its most recently prepared financial statements,
- (n) an investment fund that distributes or has distributed its securities only to: (i) a person that is or was an accredited investor at the time of the distribution; (ii) a person that acquires or acquired securities in the circumstances referred to in sections 2.10 [*Minimum amount investment*], and 2.19 [*Additional investment in investment funds*], or (iii) a person described in paragraph (i) or (ii) that acquires or acquired securities under section 2.18 [*Investment fund reinvestment*],
- (o) an investment fund that distributes or has distributed securities under a prospectus in a jurisdiction of Canada for which the regulator or, in Québec, the securities regulatory authority, has issued a receipt,
- (p) a trust company or trust corporation registered or authorized to carry on business under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in a jurisdiction of Canada or a foreign jurisdiction, acting on behalf of a fully managed account managed by the trust company or trust corporation, as the case may be,
- (q) a person acting on behalf of a fully managed account managed by that person, if that person: (i) is registered or authorized to carry on business as an adviser or the equivalent under the securities legislation of a jurisdiction of Canada or a foreign jurisdiction; and (ii) in Ontario, is purchasing a security that is not a security of an investment fund,
- (r) a registered charity under the *Income Tax Act* (Canada) that, in regard to the trade, has obtained advice from an eligibility adviser or an adviser registered under the securities legislation of the jurisdiction of the registered charity to give advice on the securities being traded,
- (s) an entity organized in a foreign jurisdiction that is analogous to any of the entities referred to in paragraphs (a) to (d) or paragraph (i) in form and function,
- (t) a person in respect of which all of the owners of interests, direct, indirect or beneficial, except the voting securities required by law to be owned by directors, are persons that are accredited investors,
- (u) an investment fund that is advised by a person registered as an adviser or a person that is exempt from registration as an adviser, or
- (v) a person that is recognized or designated by the securities regulatory authority or, except in Ontario and Québec, the regulator as: (i) an accredited investor; or (ii) an exempt purchaser in Alberta or British Columbia after this Instrument comes into force.

For the purposes hereof, the following definitions are included for convenience:

“**affiliate**” means an issuer connected with another issuer because



- (a) one of them is the subsidiary of the other, or
- (b) each of them is controlled by the same person or corporation;

“beneficial” or “beneficially”, when used to describe an ownership interest, includes

- (a) for the purposes of British Columbia law, when a person beneficially owns securities that are beneficially owned by
 - (i) an issuer controlled by that person, or
 - (ii) an affiliate of that person or an affiliate of an issuer controlled by that person;

“Canadian financial institution” means (a) an association governed by the *Cooperative Credit Associations Act* (Canada) or a central cooperative credit society for which an order has been made under section 473(1) of that Act, or (b) a bank, loan corporation, trust company, trust corporation, insurance company, treasury branch, credit union, caisse populaire, financial services cooperative, or league that, in each case, is authorized by an enactment of Canada or a jurisdiction of Canada to carry on business in Canada or a jurisdiction of Canada;

“control” occurs if, for the purposes of British Columbia law,

- (i) voting securities of a first party (person or corporation) are held, other than by way of security only, by or for the benefit of a second party (person or corporation), and
- (ii) the voting rights attached to those voting securities are entitled, if exercised, to elect a majority of the directors of the first party; and

“director” means, for the purpose of British Columbia law, a director of a corporation or an individual occupying or performing, with respect to a corporation or any other person, a similar position or similar functions;

“financial assets” means (a) cash, (b) securities, or (c) a contract of insurance, a deposit or an evidence of a deposit that is not a security for the purposes of securities legislation;

“foreign jurisdiction” means a country other than Canada or a political subdivision of a country other than Canada;

“jurisdiction” means a province or territory of Canada except when used in the term foreign jurisdiction;

“local jurisdiction” means the jurisdiction in which the applicable securities regulatory authority is situate;

“mutual fund” includes an issuer of securities that entitles the holder to receive on demand, or within a specified period after demand, an amount computed by reference to the value of a proportionate interest in the whole or in a part of the net assets, including a separate fund or trust account, of the issuer of the securities;

“person” or “company” includes, for the purposes of British Columbia law, an individual, corporation, partnership, party, trust, fund, association and any other organized group of persons and the personal or other legal representative of a person to whom the context can apply according to law;



“regulator” means (a) the Executive Director, as defined under section 1 of the *Securities Act* (Alberta), (b) the Executive Director, as defined under section 1 of the *Securities Act* (British Columbia) and (c) such other person as is referred to in Appendix D of National Instrument 14-101 – Definitions;

“related liabilities” means (a) liabilities incurred or assumed for the purpose of financing the acquisition or ownership of financial assets, or (b) liabilities that are secured by financial assets;

“securities legislation” means securities legislation as such term is defined in National Instrument 14-101 – Definitions;

“securities regulatory authority” means (a) the British Columbia Securities Commission, (b) the Alberta Securities Commission, (c) the Ontario Securities Commission, and (d) in respect of any local jurisdiction other than Alberta, British Columbia or Ontario, means the securities commission or other regulatory authority listed in Appendix C of National Instrument 14-101 – Definitions;

“subsidiary” means an issuer that is controlled directly or indirectly by another issuer and includes a subsidiary of that subsidiary;

“voting security” means any security which (a) is not a debt security, and (b) carries a voting right either under all circumstances or under some circumstances that have occurred and are continuing; and

“\$” means Canadian Dollars.