QUALIFIED INVESTOR REPRESENTATION LETTER

The undersigned, __________(insert name)______ and _________________(if Husband and wife) whose address is, __________________________________City __________________, State _________, Zip __________ in order to induce the Company to invest in Shares of restricted Series B, Preferred Stock acknowledge as follows:

RECITALS

ACKNOWLEDGED AND UNDERSTAND, that for individuals with **extremely high net worth**, the landscape of investment opportunities and the nature of communications from investment or even for those who just meet the baseline accredited investor criteria. This elite group is often categorized further as **Qualified Purchasers** or **Ultra-High-Net-Worth Individuals (UHNWIs)**.

ACKNOWLEDGED AND UNDERSTAND, for Tiers of **High-Net-Worth Investors** The SEC has established specific definitions to identify investors who are financially sophisticated and able to bear the risks of certain investments that are ***not*** subject to the same disclosure requirements as those offered to the general public.

- **Accredited Investor:** This is the foundational tier for high-net-worth investing. Under current SEC regulations, an individual is generally considered an accredited investor if they have:
    - A **net worth** of over $1 million, excluding the value of their primary residence, either individually or with a spouse.
    - An **annual income** of over $200,000 (or $300,000 with a spouse) in each of the two most recent years, with a reasonable expectation of reaching the same level in the current year.
- **Qualified Purchaser:** This is a more exclusive category, representing a higher level of wealth and investment experience. A qualified purchaser is generally an individual or a family-owned business with at least **$5 million in investments**. This status provides access to a broader range of private investment funds.
- **Ultra-High-Net-Worth Individual (UHNWI):** While not a formal SEC designation in the same way as the others, this industry term typically refers to individuals with **$30 million or more in investable assets**. UHNWIs receive the highest level of personalized service and access to the most exclusive investment opportunities.

ACKNOWLEDGED AND UNDERSTAND, that **Investment Opportunities for the Extremely Wealthy:** Individuals who meet the criteria for a Qualified Purchaser or are considered UHNWIs have access to a wide array of investment vehicles that are not available to the general public, including:

- **Hedge Funds:** These are professionally managed investment funds that use a variety of strategies to generate returns, often employing leverage and complex investment techniques.
- **Private Equity:** This involves investing directly in private companies or engaging in the buyout of public companies.
- **Venture Capital:** This is a subset of private equity that focuses on providing capital to startup companies and small businesses with high growth potential.
- **Private Placements:** These are non-public offerings of securities to a limited number of chosen investors.
- **Co-investment Opportunities:** This allows high-net-worth individuals to invest in specific deals alongside a private equity or venture capital firm.

NOW THEREFORE, the below investor request the opportunity to acquire _______ shares of Series B, Preferred stock for a total investment of $______________.

1. The undersigned is/are a **QUALIFIED INVESTOR** as defined above.
2. The shares of the Company's Common Stock (the "Securities") which are being acquired by the undersigned are being acquired for his or her own account and for investment and not with a view to the public resale or distribution thereof.
3. The undersigned will not sell, transfer, or otherwise dispose of the securities except in compliance with the Securities Act of 1933, as amended (the "Act") and
4. The undersigned is aware that the securities are "restricted securities" as that term is defined in Rule 144 or the general rules and regulations under the Act.

5. That he SEC has established specific definitions to identify investors who are financially sophisticated and able to bear the risks of certain investments that are not subject to the same disclosure requirements as those offered to the general public.

6. The undersigned acknowledges and understands that the securities are unregistered and must be held indefinitely unless they are subsequently registered under the Act or an exemption form such registration is available.

7. That only the Company may register its securities under the Act. Furthermore, the Company has not made any representations, warranties, or covenants to the purchaser regarding the registration of the securities being acquired by the undersigned.

8. The undersigned further acknowledges being fully aware of the applicable limitations on the resale of the securities. These restrictions are set forth in Rule 144. The rule permits sales of "restricted securities" upon compliance with the requirements of such rule. If the rule is available to the undersigned, the undersigned may make only routine sales of securities, in limited amounts, in accordance with the terms and conditions of that rule.

9. The undersigned further acknowledge that any share certificate issued shall contain the following restricted Legend:

LEGEND: THESE SHARES OF STOCK THAT HAVE BEEN ACQUIRED SOLELY FOR INVESTMENT AND HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), OR ANY STATE SECURITIES LAWS. SUCH SECURITIES MAY NOT BE SOLD, OFFERED FOR SALE, PLEDGED OR HYPOTHECATED IN THE ABSENCE OF SUCH REGISTRATION OR AN OPINION OF COUNSEL SATISFACTORY TO THE COMPANY AND ITS COUNSEL THAT SUCH SALE, OFFER, PLEDGE OR HYPOTHECATION IS EXEMPT FROM THE REGISTRATION AND PROSPECTUS DELIVERY REQUIREMENTS OF THE ACT AND OF ANY APPLICABLE STATE SECURITIES LAWS.

10. I am capable of bearing the economic risks of loss of investment in the securities.

11. My present financial condition is such that I am under no present or contemplated future need to dispose of any portion of the securities to satisfy any existing or contemplated undertaking, need, or indebtedness.

12. I represent and warrant that this investment is less than Ten (10%) Percent of my net worth and my annual income.

13. The purchaser further agrees that the Company shall have the right to issue stop-transfer instruction to its transfer agent and acknowledges that the Company has informed the undersigned of its intention to issue such instructions.

Investor /s/___________________________________ ____________________

(Signature) (Date)

(Printed Name)

(Street Address)

(City, State, Zip)

U. S. Citizen Yes/No (Circle) FID

Accepted /s/__________________________________ (Date) ________________

Real Time Safety Solutions Holdings, Inc.