



ZuLoo®



EXHIBIT D

SUBSCRIPTION INFORMATION & INSTRUCTIONS

FOR ACCREDITED INVESTORS ONLY

The effective date of this Memorandum is January 1, 2025

HOW TO SUBSCRIBE

To subscribe, you must:

1. Read the Memorandum in its entirety;
2. Complete, date and sign the following documents and deliver to the Company:
 - (a) Suitability Questionnaire; and
 - (b) Subscription Agreement.
3. Deliver the above documents together with a check payable to “ZuLoo Enterprises USA LLC” to the following address:

ZuLoo Enterprises USA LLC
c/o Kenneth W. Biesinger, CPA
4778 North 300 West, Suite 200
Provo, Utah 84604 USA
Telephone: +1.833.36.ZULOO (98566)
E-mail: contact@zuloo.com

BANK WIRE COORDINATES:

U.S. BANK
1220 South State Street
Orem, Utah 84097 USA
Attn: Nathan Thomas, Branch Manager
Telephone: +1.801.222.3220
ABA Routing No. 124302150
International SWIFT Code: USBKUS44IMT
Account Name: ZuLoo Enterprises USA LLC
Account Number: 153155166751

SUITABILITY QUESTIONNAIRE

IMPORTANT NOTICE TO ALL SUBSCRIBERS: The securities of ZuLoo Enterprises USA LLC, a Utah limited liability company (“we”, “our”, “us”, “ZuLoo”, or the “Company”), will not be registered under the U.S. Securities Act of 1933, as amended, nor under the laws of any state or foreign jurisdiction. Accordingly, in order to ensure that the offer and sale of our securities are exempt from registration and in order to determine your suitability for this investment, we must be reasonably satisfied that you, or your representative(s), if used, have such knowledge and experience in investing and/or financial and business matters that you are (or together with your representative(s) are) capable of evaluating the merits and risks of investing in the Company. Also, we need adequate assurance that you are able to bear the economic risk of participating and that you meet the financial requirements to be one of our investors. This confidential Suitability Questionnaire is designed to provide us with the information necessary to make a determination of whether you satisfy these suitability requirements. The information supplied in this confidential Suitability Questionnaire will be disclosed to no one without your consent other than to (i) the Company’s employees, officers, managers, agents, accountants and counsel, (ii) securities authorities or other regulatory organizations, if deemed necessary to use such information to support an exemption from registration under the U.S. Securities Act of 1933 and state law or the applicable law of other non-U.S. jurisdictions, or (iii) other Members only to the extent it is necessary to vote or conduct Company business. BECAUSE WE WILL RELY ON YOUR ANSWERS IN ORDER TO COMPLY WITH SECURITIES LAWS, IT IS IMPORTANT FOR YOU TO CAREFULLY ANSWER EACH OF THE FOLLOWING QUESTIONS.

PLEASE TYPE OR PRINT THE FOLLOWING INFORMATION BELOW:

Subscriber Information:

Full legal name(s) of Subscriber(s):

Address:

City:

State / Province:

Zip or Postal Code:

Current Country of Citizenship:

E-mail (mandatory)*: :

*(NOTICE: By providing this e-mail address, you authorize us to transmit notices, reports, updates and otherwise communicate with you exclusively using this e-mail address instead of sending paper copies to your physical or mailing address. If this e-mail address does not function or if it changes, you must provide us with an alternate e-mail address. We are not responsible for returned, bounced or otherwise undelivered communications.)

Telephone:

Mobile / Cell Phone:

Individual Taxpayer Identification Number (ITIN) or Social Security Number (SSN):

Please check this box: if you either are or have been a party to any present or past litigation or similar proceedings involving securities or financial matters. If not, then leave blank. If checked, please attach a brief written description of such proceeding(s) to this Questionnaire.

SUBSCRIBER SUITABILITY:

(If applicable to you, please initial and check applicable boxes as appropriate on the following pages and attach the described evidence in support)

FOR INDIVIDUAL INVESTORS

(please fill out if applicable to you; otherwise, skip to the next page)

IF YOU ARE QUALIFYING BASED UPON YOUR **NET WORTH**:

(INITIAL HERE): I am a natural person whose individual net worth (not including the value of my primary residence), or joint net worth with my spouse, presently exceeds USD \$1,000,000. As evidence of this assertion, I am attaching the following supporting documentation upon which you may reasonably rely (please attach the following and check the items in any of the paragraphs below, as may be applicable):

Copies of (1) my most recent (within the past 3 months) bank statements, brokerage statements, tax assessments, or other independent documentation showing my assets, AND (2) my most recent (within the past 3 months) credit report from one of the national consumer reporting agencies showing my liabilities.

OR

Written confirmation from the following independent third party that they have taken reasonable steps to verify my status as an Accredited Investor:

FINRA registered broker-dealer or investment advisor;

Attorney in good standing;

Certified public accountant (CPA) in good standing; or

Other:

OR

I have a pre-existing relationship with the Company's management and was not publicly solicited to invest.

OR

I am not a U.S. Person as defined in the Memorandum.

FOR INDIVIDUAL INVESTORS

(please fill out if applicable to you; otherwise, skip to the next page)

IF YOU ARE QUALIFYING BASED UPON YOUR **INCOME**:

(INITIAL HERE): I am a natural person who had an individual income in excess of USD \$200,000 in each of the two most recent years or joint income with my spouse in excess of USD \$300,000 in each of those years and I reasonably expect reaching the same income level in the current year. As evidence of this assertion, I am attaching the following supporting documentation upon which you may reasonably rely (please attach the following and check the items in any of the paragraphs below, as may be applicable):

A copy of my U.S. federal tax returns for the past two (2) most recent years, AND I reasonably expect to reach at least the same level of income in the current year as the past two (2) most recent years.

OR

Written confirmation from the following independent third party that they have taken reasonable steps to verify my status as an Accredited Investor:

FINRA registered broker-dealer or investment advisor;

Attorney in good standing;

Certified public accountant (CPA) in good standing; or

Other:

OR

I have a pre-existing relationship with the Company's management and was not publicly solicited to invest.

OR

I am not a U.S. Person as defined in the Memorandum.

FOR INDIVIDUAL INVESTORS

(please fill out if applicable to you; otherwise, skip to the next page)

IF YOU ARE A “**KNOWLEGEABLE EMPLOYEE**” OR AFFILIATE OF THE COMPANY:

(INITIAL HERE): I am a manager, director, executive officer, beneficial owner of the Company and/or its Managing Member or am a “knowledgeable employee” of the same. (please attach the following and check the items in any of the paragraphs below, as may be applicable):

A copy of my employment or management agreement with the Company.

OR

A copy of resolutions or minutes appointing me to my position with the Company.

OR

Other (please describe attachment(s)):



FOR INDIVIDUAL INVESTORS

(please fill out if applicable to you; otherwise, skip to the next page)

IF YOU ARE A “**SECURITIES PROFESSIONAL**” OR OTHER QUALIFYING PERSON:

(INITIAL HERE): I hold one or more of the following professional certifications, designations, or other credentials which are currently in good standing (please check applicable box(es)):

FINRA Licensed General Securities Representative (Series 7);
 FINRA Licensed Investment Adviser Representative (Series 65); and
 FINRA Licensed Private Securities Offerings Representative (Series 82).

OR

I am an investment adviser registered with the SEC
 I am a state-registered investment adviser
 I am an exempt reporting adviser
 I am a rural business investment company

(please attach the following and check the items in any of the paragraphs below, as may be applicable):

Copies of my above-referenced certifications, designations, or other credentials.

OR

Other (please describe attachment(s)):

FOR CORPORATIONS, PARTNERSHIPS, LIMITED LIABILITY COMPANIES, OR OTHER BUSINESS ENTITIES

(please fill out if applicable to you; otherwise, skip to the next page)

IF THE ENTITY WAS **FORMED FOR THE PURPOSES OF INVESTING** AND/OR HAS ASSETS OF **LESS THAN** USD \$5,000,000:

(INITIAL HERE): I am a corporation, partnership, limited liability company, or other entity in which all of the equity owners are "Accredited Investors" (meeting at least one of the suitability requirements for individual Subscribers). As evidence of this assertion, I am attaching the following supporting documentation upon which you may reasonably rely (please attach the following and check the items in any of the paragraphs below, as may be applicable):

Copies of the entity's organizational documents including the list of owners.

AND EITHER

IF QUALIFYING BASED UPON **NET WORTH**:

Copies of each of the owners' most recent (within the past 3 months) bank statements, brokerage statements, tax assessments, or other independent documentation showing their assets, AND copies of each of the owners' most recent (within the past 3 months) credit report from one of the national consumer reporting agencies showing their liabilities.

IF QUALIFYING BASED UPON **INCOME**:

Copies of each of the owners' U.S. federal tax returns for the past two (2) most recent years, AND each owner reasonably expects to reach at least the same level of income in the current year as the past two (2) most recent years.

AND

Written confirmation from the following independent third party that they have taken reasonable steps to verify my status as an Accredited Investor:

FINRA registered broker-dealer or investment advisor;

Attorney in good standing;

Certified public accountant (CPA) in good standing; or
Other:

OR

The owners have a pre-existing relationship with the Company's management and were not publicly solicited to invest.

OR

The owners are not U.S. Persons as defined in the Memorandum.

FOR CORPORATIONS, PARTNERSHIPS, LIMITED LIABILITY COMPANIES, OR OTHER BUSINESS ENTITIES

(please fill out if applicable to you; otherwise, skip to the next page)

IF THE ENTITY WAS **NOT** FORMED FOR THE PURPOSES OF INVESTING **AND** HAS ASSETS OF USD \$5,000,000 OR MORE:

(INITIAL HERE): I am a corporation, partnership, limited liability company, or a "Massachusetts" or similar business trust with total assets in excess of USD \$5,000,000 and was not formed for the specific purpose of investing, the executive officer, manager or trustee of which has such knowledge and experience in financial and business matters that they are capable of evaluating the merits and risks of the Company. As evidence of this assertion, I am attaching the following supporting documentation upon which you may reasonably rely (please attach the following and check the items in any of the paragraphs below, as may be applicable):

Copies of the entity's organizational documents.

AND

Biographical information of the executive officer, manager or trustee.

AND EITHER

Copies of the entity's audited financial statements.

OR

Written confirmation from the following independent third party that they have taken reasonable steps to verify my status as an Accredited Investor:

FINRA registered broker-dealer or investment advisor;

Attorney in good standing;

Certified public accountant (CPA) in good standing; or

Other:

OR

The entity or the executive officer, manager, or trustee of the entity has a pre-existing relationship with the Company's management and was not publicly solicited to invest.

OR

The entity is not a U.S. Person as defined in the Memorandum.

FOR CORPORATIONS, PARTNERSHIPS, LIMITED LIABILITY COMPANIES, OR OTHER BUSINESS ENTITIES

(please fill out if applicable to you; otherwise, skip to the next page)

IF YOU ARE A “FAMILY CLIENT” OR “FAMILY OFFICE”:

(INITIAL HERE): I am a “family client” of a family office per Rule 202(a)(11)(G)-1 of the Investment Advisers Act of 1940, as amended (the “Advisers Act”), and said family office also itself qualifies as an accredited investor as described in the Memorandum, and my investment is being 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. (please attach the following and check the items in any of the paragraphs below, as may be applicable):

Copies of the family client’s or family office’s organizational documents.

AND

Biographical information of the executive officer, manager or trustee of the family client or family office.

AND EITHER

Copies of the family client’s or family office’s audited financial statements.

OR

Written confirmation from the following independent third party that they have taken reasonable steps to verify my status as an Accredited Investor:

FINRA registered broker-dealer or investment advisor;

Attorney in good standing;

Certified public accountant (CPA) in good standing; or

Other:

OR

The family client or family office or the executive officer, manager, or trustee of such has a pre-existing relationship with the Company’s management and was not publicly solicited to invest.

OR

The family client or family office is not a U.S. Person as defined in the Memorandum.

FOR LIVING TRUSTS, FAMILY TRUSTS, REVOCABLE TRUSTS, ETC.

(please fill out if applicable to you; otherwise, skip to the next page)

(INITIAL HERE): I am a revocable or family trust the settlor(s) or grantor(s) of which (i) may revoke the trust at any time and regain title to the trust assets; and (ii) meet(s) at least one of the suitability requirements for individual Subscribers as set forth in the Memorandum. As evidence of this assertion, I am attaching the following supporting documentation upon which you may reasonably rely (please attach the following and check the items in any of the paragraphs below, as may be applicable):

A copy of the trust agreement.

AND EITHER

IF QUALIFYING BASED UPON **NET WORTH**:

Copies of each of the settlors' or grantors' most recent (within the past 3 months) bank statements, brokerage statements, tax assessments, or other independent documentation showing their assets, AND copies of each of the settlors' or grantors' most recent (within the past 3 months) credit report from one of the national consumer reporting agencies showing their liabilities.

IF QUALIFYING BASED UPON **INCOME**:

Copies of each of the settlors' or grantors' U.S. federal tax returns for the past two (2) most recent years, AND each reasonably expects to reach at least the same level of income in the current year as the past two (2) most recent years.

AND

Written confirmation from the following independent third party that they have taken reasonable steps to verify my status as an Accredited Investor:

FINRA registered broker-dealer or investment advisor;

Attorney in good standing;

Certified public accountant (CPA) in good standing; or

Other:

OR

The settlor(s) or grantor(s) has/have a pre-existing relationship with the Company's management and were not publicly solicited to invest.

OR

The settlor(s) or grantor(s) are not U.S. Persons as defined in the Memorandum.

FOR INDIVIDUAL RETIREMENT ACCOUNTS

(please fill out if applicable to you; otherwise, skip to the next page)

(to be initialed by the Subscriber, not the IRA custodian)

(INITIAL HERE): I am an individual retirement account administered in accordance with the U.S. Tax Code the participant of which meets at least one of the suitability requirements for individual Subscribers as described in the Memorandum. As evidence of this assertion, I am attaching the following supporting documentation upon which you may reasonably rely (please attach the following and check the items in any of the paragraphs below, as may be applicable):

A copy of most recent (within the past 3 months) IRA account statement, including the name, contact information, etc., of the IRA custodian.

AND EITHER

IF QUALIFYING BASED UPON **NET WORTH**:

Copies of (1) my most recent (within the past 3 months) bank statements, brokerage statements, tax assessments, or other independent documentation showing my assets, AND (2) my most recent (within the past 3 months) credit report from one of the national consumer reporting agencies showing my liabilities.

IF QUALIFYING BASED UPON **INCOME**:

A copy of my U.S. federal tax returns for the past two (2) most recent years, AND I reasonably expect to reach at least the same level of income in the current year as the past two (2) most recent years.

AND

Written confirmation from the following independent third party that they have taken reasonable steps to verify my status as an Accredited Investor:

FINRA registered broker-dealer or investment advisor;

Attorney in good standing;

Certified public accountant (CPA) in good standing; or

Other:

OR

I have a pre-existing relationship with the Company's management and was not publicly solicited to invest.

OR

I am not a U.S. Person as defined in the Memorandum.

SUBSCRIBER REPRESENTATION: In order to further induce the Company to accept this subscription, I represent and warrant the following to be true:

Am I a “U.S. Person”? YES NO

Am I purchasing Securities for or on behalf of a “U.S. Person”: YES NO

If I checked “Yes” to any of the questions above, I QUALIFY AS AN “ACCREDITED INVESTOR” UNDER RULE 501(a) OF THE ACT AND I AM NOT DEPENDENT UPON THE FUNDS I AM INVESTING. In any event, I further represent that I satisfy any other minimum income and/or net worth standards imposed by the jurisdiction in which I reside, if different from any standards set forth by the Company. If I am acting in a representative capacity for a corporation, partnership, LLC, trust or other entity, or as agent for any person or entity, I hereby represent and warrant that I have full authority to subscribe for the Company’s Shares in such capacity. If I am subscribing for the Company’s securities in a fiduciary capacity, the representations and warranties herein shall be deemed to have been made on behalf of the person or persons for whom I am subscribing.

Under penalty of law, I certify that (1) the number provided herein is my correct U.S. Taxpayer Identification Number or Social Security Number; and (2) I am not subject to backup withholding either because I have not been notified that I am subject to backup withholding as a result of a failure to report all interest or dividends, or the Internal Revenue Service has notified me that I am no longer subject to backup withholding. In addition, I represent and warrant that the funds I am using to subscribe in the Offering were not and are not directly or indirectly derived from any activities that contravene U.S. federal, state or international laws and regulations, including anti-money laundering laws and regulations.

By subscribing in the Offering I represent and warrant that none of: (1) myself; (2) any person controlling or controlled by me; (3) if I am a privately-held entity, any person having a beneficial interest in me; or (4) any person for whom I am acting as agent or nominee in connection with this subscription is a country, territory, entity or individual named on a list maintained by the Office of Foreign Asset Control (OFAC) of the U.S. Department of Treasury, or a person or entity prohibited under OFAC Programs as described in the Memorandum. By subscribing in the Offering, I agree to promptly notify the Company should I become aware of any change in the information set forth in any of my representations as made herein or otherwise. I understand that the Company may be obligated by law to “freeze the account” of any Subscriber, including my own, either by prohibiting additional subscriptions to it, declining any redemption requests from it and/or segregating the assets in the account in compliance with governmental regulations, and that the Company may also be required to report such action and to disclose my identity to the OFAC. Also, by subscribing in the Offering I represent and warrant that none of: (1) myself; (2) any person controlling or controlled by me; (3) if I am a privately-held entity, any person having a beneficial interest in me; or (4) any person for whom I am acting as

agent or nominee in connection with my subscription is a senior foreign political figure, or any immediate family member or close associate of a senior foreign political figure (as those terms are defined by law or regulations) of a country, territory, entity or individual named on an OFAC list, or a person or entity prohibited under the OFAC Programs.

Also, if I am affiliated with a non-U.S. banking institution (a "Foreign Bank"), or if I receive deposits from, make payments on behalf of, or handle other financial transactions related to a Foreign Bank, I represent and warrant to the Company that: (1) the Foreign Bank has a fixed address, and not solely an electronic address, in a country in which the Foreign Bank is authorized to conduct banking activities; (2) the Foreign Bank maintains operating records related to its banking activities; (3) the Foreign Bank is subject to inspection by the banking authority that licensed the Foreign Bank to conduct its banking activities; and (4) the Foreign Bank does not provide banking services to any other Foreign Bank that does not have a physical presence in any country and that is not a regulated affiliate.

BY EXECUTING BELOW, I REPRESENT AND WARRANT THAT THE INFORMATION CONTAINED IN THIS QUESTIONNAIRE IS TRUE, ACCURATE AND COMPLETE.

Authorized Signature

Second Authorized Signature (if applicable)

Print Name

Print Name

Date

Date

Title (if applicable)

Title (if applicable)

Name of Entity (if applicable)

Name of Entity (if applicable)

SUBSCRIPTION INFORMATION & INSTRUCTIONS



SUBSCRIPTION AGREEMENT

TO: ZuLoo Enterprises USA LLC
560 South 100 West, Suite 1
Provo, Utah 84601 USA
Telephone: +1.833.36.ZULOO (98566)
E-mail: contact@zuloo.com

From:
Full legal name(s) of Subscriber(s)

Ladies and Gentlemen:

The undersigned (“I”, “me”, “my”, “mine”, “Investor” or “Subscriber”) hereby subscribes for Units of Class A Convertible Preferred Membership Interest for the amount of USD \$ (the “Subscription Price”) in accordance with the terms of the ZuLoo Enterprises USA LLC (the “Company”) Offering Memorandum as may be amended and supplemented from time to time (the “Memorandum”), which Memorandum is incorporated into this Subscription Agreement by reference as if fully set forth.

I understand this Offering is being made only to (1) “accredited” investors pursuant to Sections (4)(a) (2), 4(a)(5) and/or Rule 506(c) of Regulation D promulgated under the U.S. Securities Act of 1933, as amended (the “Act”), and/or other applicable U.S. federal and state law exemptions from registration; and/or (2) “non-U.S. persons,” as defined in Regulation S of the Act (the “Offering”).

To induce your acceptance of my subscription for the Company’s above-referenced securities, I hereby make the following representations:

I am an “accredited investor” as defined by Rule 501(a) of the Act and/or I have sufficient knowledge and experience in business and financial matters (or am represented by such persons) that I am capable of evaluating the merits and risks of investing in the Company’s securities as evidenced by my representations on my attached Suitability Questionnaire which is incorporated herein by reference.

If I am not a U.S. Person, I hereby warrant that: (i) I am not a U.S. Person as that term is defined in Regulation S promulgated pursuant to the Act; and (ii) I am purchasing the Securities for my own account and not for the account or benefit of a U.S. person. In such case I hereby agree that if I sell the Securities I will do so only in accordance with the provisions of Regulation S (Rule 901 through Rule 905, and Preliminary Notes), pursuant to registration under the Act, or pursuant to an available exemption from registration; and I agree to not engage in hedging transactions with regard to the Securities unless in compliance with the Act. With regard to the foregoing

representation, I hereby declare all of these representations under penalty of perjury.

Likewise, if I am not a “U.S. Person” (as defined in the Memorandum) I hereby represent and warrant (i) that I am not a “U.S. Person” (as defined in the Memorandum); (ii) the Company’s Securities are not being purchased for the account or the benefit of a U.S. Person; (iii) at the time the buy order for the Company’s Securities is originated, I will be outside the United States in accordance with Regulation S promulgated under the U.S. Securities Act; (iv) I will not enter into any discussions regarding the acquisition of the Securities while in the United States and I am not acquiring the Securities while in the United States; (v) I am acquiring the Securities without (a) any directed selling efforts made in the United States by the Company, its management, a distributor and/or its officers, directors, managers, any of their respective affiliates, or any persons acting on behalf of any of the foregoing, and (b) any advertisement or publication by the Company; (c) any resale of the Securities must be made in accordance with Regulation S, as promulgated under the U.S. Securities Act; and (d) I am an “accredited investor” as that term is defined in Rule 501(a) of Regulation D, promulgated under the U.S. Securities Act (as described in the Offering Memorandum).

I HEREBY REPRESENT AND WARRANT THAT I EITHER READ AND UNDERSTAND THE ENGLISH LANGUAGE OR HAVE HAD THE COMPANY’S OPERATING AGREEMENT, THE MEMORANDUM, AND ANY OTHER DOCUMENTS RELATED THERETO TRANSLATED BY A TRUSTED ADVISOR INTO A LANGUAGE THAT I UNDERSTAND; PROVIDED, HOWEVER, I UNDERSTAND THAT ONLY THE COMPANY’S OPERATING AGREEMENT AND THE MEMORANDUM IN ENGLISH SHALL HAVE ANY LEGAL FORCE AND EFFECT, AND ANY DOCUMENT TRANSLATED BY ANY PERSON OR ENTITY SHALL HAVE NO FORCE OR EFFECT AND SHALL NOT BIND THE COMPANY, ITS MANAGEMENT AND ANY OF THEIR RESPECTIVE AFFILIATES. I UNDERSTAND THAT ANY DOCUMENTS, TRANSLATION OF DOCUMENTS, ADVERTISEMENTS BY THE COMPANY OR ITS AFFILIATES ARE FOR GENERAL KNOWLEDGE AND ARE NOT BE RELIED UPON BY ME AS A LEGAL OR BINDING TRANSLATION OF COMPANY MATERIALS OR THAT OF ITS AFFILIATES. I ACKNOWLEDGE THAT I AM SOLELY RESPONSIBLE FOR UNDERSTANDING THIS DOCUMENT IN THE ENGLISH LANGUAGE.

I have received the Memorandum and have had ample time and opportunity to review any documents and information incorporated by reference therein as well as the opportunity to ask questions of, and receive answers from, the Company, its authorized representatives, and Management.

I am aware of the high degree of risk of investing in the Company both generally and as more particularly described in the “Risk Factors” portion of the Memorandum. I understand that I may lose my entire investment.

I understand that I may not have the opportunity to independently evaluate investments and/or enterprises selected by the Company for acquisition or investment.

I am financially capable of bearing the possible loss of my entire investment and do not have a foreseeable need for the funds I am using. I (or my representatives) have such knowledge and

experience regarding investing and/or financial and business matters sufficient to evaluate the merits and risks of this investment.

I understand that the Company's securities have not been registered under the Act or any applicable securities laws of applicable jurisdictions, and that no market exists for the Company's securities. I understand that, if my subscription for the Company's securities is accepted by the Company and the Company's securities are sold to me, I cannot sell or otherwise dispose of the Company's securities unless they are registered or exempt under the Act and applicable securities laws of applicable jurisdictions. Consequently, I understand that I must bear the economic risk of the investment for at least twelve (12) months pursuant to Rule 144 of the Act or possibly for an indefinite period of time.

I understand that the Company has no obligation to register the Company's securities and there is no assurance that the Company's securities will be registered. I understand that the Company will restrict the transfer of Company's securities in accordance with the foregoing representations. I understand that these securities are being bought through a non-registered, exempt offering.

All the information I have provided to the Company, either in questionnaires or otherwise, is truthful and complete to the best of my knowledge and should any of the information materially change I will immediately provide the Company with updated information. I also hereby consent to exclusively receive information or other communications from the Company at my e-mail address as set forth in my Suitability Questionnaire and to promptly notify the Company if it changes.

If my subscription is accepted, I understand that Company's Securities will be issued to me and the Company will be able to immediately utilize my funds as described in the Memorandum. I understand that since my funds will not be escrowed and since there is no minimum escrow threshold requirement, if I am one of the initial investors in the Company that I will bear a disproportionate share of the risks described in the "Risk Factors" section of the Memorandum which Memorandum is incorporated herein by reference.

I understand that this Subscription Agreement shall become binding upon the Company only when or if accepted, in writing, by the Company. If my subscription is rejected, I understand that the funds I have submitted will be returned to me without interest or deduction. I also understand that the Company may reject my subscription for any or no reason or may compulsorily redeem Company's securities at any time for any reason.

I am the only party in interest with respect to this Subscription Agreement and am acquiring the Company's securities for investment for my own account for long-term investment only, and not with the intent to resell, fractionalize, divide or redistribute all or any part of the Company's securities to any other person. If an individual, I am at least 21 years of age.

I further understand that the Company or its Manager or Affiliates may enter into one or more transactions that may be deemed a "Public Event" (as defined in the Memorandum, which is incorporated herein by reference). In order to facilitate the occurrence of a Public Event, I hereby irrevocably constitute and appoint, with full power of substitution, the Company's Manager and/or its duly commissioned officers, managers, or Affiliates as my agents, with full power and authority in my name, place and stead to make, execute, swear to, acknowledge, deliver, file and record all certificates, instruments, documents and other papers and amendments thereto which may from time to time be required under any applicable laws or rules which the Company deems appropriate or necessary, to enable the Company or its Manager or Affiliates (or any of their successors or assigns) to become listed or quoted on an established securities market or exchange (for example, NASDAQ, NYSE) or become readily tradable on a secondary market (or the substantial equivalent thereof). The agency granted hereby shall be deemed to be a power coupled with an interest, shall survive my death or legal incapacity, and shall survive the delivery of an assignment by me of all or any portion of my interest in the Company's securities.

(signature page follows)

By signing below, I shall be deemed to have executed this Subscription Agreement and accept all the terms and risks as set forth in the Memorandum, which is incorporated by reference as if fully set forth herein, and to have subscribed to and affirmed the veracity of the foregoing statements.

Authorized Signature

Second Authorized Signature (if applicable)

Print Name

Print Name

Date

Date

Title (if applicable)

Title (if applicable)

Name of Entity (if applicable)

Name of Entity (if applicable)

SUBSCRIPTION ACCEPTANCE:

ZuLoo Enterprises USA LLC
a Utah limited liability company

By: ZuLoo Sanitation Group LLC
its Manager

By:

Acceptance Date:

Name:

Title: