

EXHIBIT D
ACCREDITED INVESTOR VERIFICATION PROCESS WITH VERIFY INVESTOR, LLC (“VERIFY INVESTOR”)

After the investor signs the documents, the investor will receive a confirmation email from investor.relations@pprcapitalmgmt.com with a link to Verify Investor’s website: <https://www.verifyinvestor.com>. Using the link, the investor will follow the instructions to create an account if one does not already exist for the investor. The investor will then follow the instructions below to upload applicable documents to Verify Investor’s website. Verify Investor’s licensed attorneys will then approve or deny the accreditation status at no charge to the investor.

REVIEW ONLY

Verification Method

I already have or can get a new letter, which is dated within the last three months, from a registered broker-dealer, an SEC-registered investment adviser, a licensed attorney, or a certified public accountant certifying the investor as an accredited investor. Select

OR

A natural person with income exceeding \$200,000 in each of the two most recent years or joint income with that person’s spouse or spousal equivalent exceeding \$300,000 for those years and has a reasonable expectation of reaching the same income level in the current year. Select

OR

A director, executive officer, or general partner of the issuer of the securities being offered or sold, or a director, executive officer, or general partner of a general partner of that issuer. Select

OR

Any natural person whose individual net worth, or joint net worth with that person’s spouse or spousal equivalent, exceeds \$1,000,000 USD. Select

For purposes of calculating net worth:

Joint net worth can be the aggregate net worth of the investor and spouse or spousal equivalent; assets need not be held jointly to be included in the calculation. Reliance on the joint net worth standard of this method does not require that the securities be purchased jointly.

- The person’s primary residence shall not be included as an asset:
 - Indebtedness that is secured by the person’s primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of sale of securities exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and
 - Indebtedness that is secured by the person’s primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of securities shall be included as a liability.

OR

EXHIBIT B (continued)

As an Individual/Joint	As an Entity	As a Trust
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Choose the applicable method of verification below. You certify that you qualify as an accredited investor using the method you select.

Verification Method

I already have or can get a new letter, which is dated within the last three months, from a registered broker-dealer, an SEC-registered investment adviser, a licensed attorney, or a certified public accountant certifying the investor as an accredited investor.

OR

Any bank as defined in section 3(a)(2) of the Securities Act of 1933 (the "Act"), or any savings and loan association or other institution as defined in section 3(a)(5)(A) of the Act whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to section 15 of the Securities Exchange Act of 1934; any investment adviser registered pursuant to section 203 of the Investment Advisers Act of 1940 or registered pursuant to the laws of a state; any investment adviser relying on the exemption from registering with the Commission under section 203(l) or (m) of the Investment Advisers Act of 1940; any insurance company as defined in section 2(13) of the Act; any investment company registered under the Investment Company Act of 1940 or a business development company as defined in section 2(a)(48) of that act; any Small Business Investment Company licensed by the U.S. Small Business Administration under section 301(c) or (d) of the Small Business Investment Act of 1958; any Rural Business Investment Company as defined in section 384A of the Consolidated Farm and Rural Development Act; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in section 3(21) of such act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors.

OR

A plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000.

OR

EXHIBIT B (continued)

OR

A private business development company as defined in section 202(a)(22) of the Investment Advisers Act of 1940.

Select

OR

Any organization described in section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, partnership, or limited liability company, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000. Most entities/companies choose this if they have over \$5,000,000 in assets.

Select

OR

A trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a person who either alone or with his purchaser representative(s) has such knowledge and experience in financial and business matters that he is capable of evaluating the merits and risks of the prospective investment.

Select

OR

An entity in which all the equity owners are accredited investors.

Select

OR

Any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 **AND**

Select

if the investment decision is made by a plan fiduciary, as defined in section 3(21) of such act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, **OR**

if the employee benefit plan has total assets in excess of \$5,000,000, **OR**

if a self-directed plan, with investment decisions made solely by persons that are accredited investors.

OR



EXHIBIT B (continued)

OR

"Family Offices" as defined in rule 202(a)(1)(G)-1 under the Investment Advisers Act of 1940 (17 CFR 275.202(a)(1)(G)-1) meeting the requirements below, and any "family client" of such family office whose prospective investment in the issuer is directed by such family office pursuant to paragraph (iii) below:

Select

(i) With assets under management in excess of \$5,000,000,

(ii) That is 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

OR

Any entity, including Indian tribes, governmental bodies, funds, and entities organized under the laws of foreign countries, of a type not listed in the above methods, not formed for the specific purpose of acquiring the securities offered, owning investments in excess of \$5,000,000.

Select

OR

A "Special Situation" which is designed to be a catch-all category for situations where an investor believes that it is so abundantly clear that they are an accredited investor that they don't need to provide the standard evidence that the regulations normally require for a proper verification. Please note that it doesn't allow deviation from the legal definition of accredited investor; it only allows additional flexibility on how to prove it. This SEC bulletin does a decent job describing most of the accredited investor categories. Please contact support@verifyinvestor.com before you select this method of verification.

Select

REVIEW ONLY

EXHIBIT B (continued)

Select

How are you investing?

Click Individual/Joint if you are investing in your own personal name or if you are investing with your spouse, but in your own personal names (such as John and Jane Doe). If you're investing through an entity or trust, click Entity or Trust, as appropriate. If you are investing through an IRA, click the appropriate category depending on whether your IRA is set up with your direct names or through an entity or trust.

As an Individual/Joint As an Entity **As a Trust**

Choose the applicable method of verification below. You certify that you qualify as an accredited investor using the method you select.

Verification Method

I already have or can get a new letter, which is dated within the last three months, from a registered broker-dealer, an SEC-registered investment adviser, a licensed attorney, or a certified public accountant certifying the investor as an accredited investor.

Yes
No

Return to Dashboard

If you are not an accredited investor or wish to cancel this verification request, [click here](#)

REVIEW ONLY