

Subscription Agreement

To: _____ (the "Community Economic Development Corporation or Association" or "CEDC")

Subscription

The undersigned subscribes for a total of _____ Shares of the CEDC, at a price of \$____ per Share. Enclosed herewith is a **cheque or bank draft** in the amount of \$____ (minimum of \$____) payable to _____ (name of CEDCA), in trust, representing payment in full for the Shares (the "Subscription Price").

The undersigned acknowledges that the undersigned:

(a) has received a copy of the CEDC's Form 45-509F1 *Offering Document For Community Economic Development Corporations and Associations* (Offering Document) as prepared in accordance with the provisions of Local Rule 45-109 *Community Economic Development Corporations* with regard to the sale of the shares and further acknowledges that the undersigned is aware of and understands its contents including the section respecting "Resale Restrictions";

(b) has received and obtained all of the information regarding the CEDC that the undersigned requires prior to making this subscription and that the undersigned's subscription has not been solicited in any way contrary to the provisions of the *Securities Act* (New Brunswick) and the regulations thereto;

(c) understands that if the minimum Offering hereunder has not been achieved by _____, the Offering will be withdrawn and the proceeds of subscriptions will be returned to Investors without interest;

(d) understands that this subscription is given for valuable consideration and shall not be withdrawn or revoked by the undersigned after midnight on the second business day after either: the CEDC receives this subscription; or the day the CEDC notifies the undersigned of an amendment to the Offering Document. The acceptance of this subscription shall be effective upon delivery to the CEDCA and the tender of the full Subscription Price by cheque or bank draft;

(e) understands that such funds will be held, in trust, on account of the undersigned until the minimum Offering achieved. After the minimum Offering of _____ Shares has been achieved, and the Shares issued and registered therefore, subscription funds will be available for investment upon request by the CEDC; and

(f) is aware that the Shares are being sold under special registration and prospectus exemptions under the *Securities Act* and acknowledges that the undersigned is not acquiring the Shares as a result of any information about the affairs of the CEDCA that is not generally known to the public save the knowledge of this particular transaction contained in the Offering Document.

The undersigned hereby declares, represents and warrants that:

- (a) the undersigned is purchasing the Shares as principal; and
- (b) the undersigned has attained the age of 19 years and is a resident of New Brunswick.

The Shares are to be registered as follows:

Name	Address	Number of Shares

Dated this _____ day of _____, 20__.

Signature of _____

Witness _____ Subscriber _____

<p>Note: The accepted subscription, Share Certificate and other documentation will be mailed to the subscriber at the address noted here. The Shares will be registered in the manner in which the subscriber's name appears here. Any change in the subscriber's address will only be effective on receipt of written notice of it by the CEDC.</p> <p>Receipt and acceptance of the subscription and payment of the Subscription Price is acknowledged as to</p>	
	<p>_____</p> <p>Full Name (please print)</p>
	<p>_____</p> <p>Street Address</p>
	<p>_____</p> <p>City and Province</p>

<p>_____ Shares by the CEDC this _____ day of _____, 20__.</p> <p>_____</p> <p>Per:</p> <p>_____</p>	<p>_____</p> <p>Postal Code</p>
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Name (print)	Signature	Address
_____	_____	_____
_____	_____	_____
Sales Agent		
