

MDCF EXEMPTION FORM INSTRUCTIONS
SECURITIES OFFERINGS
UNDER THE MARYLAND CROWDFUNDING EXEMPTION

Maryland Securities Act, Section 11-602(17), and the Maryland Crowdfunding Exemption Order

GENERAL INSTRUCTIONS

I. Eligibility Requirements for Use of Form MDCF

This Form is used by an issuer offering or selling securities under Exemption MDCF for filing the issuer's offering statement, offering statement amendments to the offering statement, progress updates, annual reports, annual report amendments, and termination reports. Careful attention should be directed to the terms, conditions and requirements of the exemption. For copies of the statutes, regulations, and forms, go to www.oag.state.md.us/securities or contact the Maryland Division of Securities at 410-576-7050. When filing is required, the forms should be submitted to the Maryland Division of Securities, 200 St. Paul Place, Baltimore, Maryland 21202-2020.

The issuer has the option for its offering statement to use either the Form MDCF-1 or MDCF-2. The Form MDCF-1 must contain the disclosure information required by Exemption MDCF and may be drafted in the issuer's choice of format. The Form MDCF-2 provides a question and answer format designed to elicit the disclosure information required by Exemption MDCF. The cover and signature pages must be included with both Form MDCF-1 and Form MDCF-2.

II. Information to be Included in the Filing

Cover Page

Each Form MDCF filed with the Maryland Division of Securities shall contain the cover page marked to show the type of filing being submitted and the other information required by that section of the form.

Item 1. Form MDCF-1 and Form MDCF-2 Offering Statement Filing Requirements

The issuer is required, fifteen days before the offering commences, to file with the Securities Division the Form MDCF-1 or MDCF-2 and pay a \$400 filing fee. Checks are payable to "Office of the Attorney General" and should be submitted with this form to the Maryland Division of Securities. The Form MDCF-1 and Form MDCF-2 must contain the cover and signature pages and the information set forth in Securities and Exchange Commission's Regulation Crowdfunding ("SEC Reg CF"), 17 CFR § 227.201 et seq., which is incorporated by reference throughout Exemption MDCF. An issuer filing a Form MDCF-1 or Form MDCF-2 for an offering under Exemption MDCF must file the form at least fifteen days prior to the intended

commencement date of the offering and may not commence the offering in the State until the filing is accepted by the Division.

An issuer may provide the required information in the Form MDCF-2 optional Question and Answer format, including copies of screen shots of the relevant information. If disclosure required is repeated elsewhere, an issuer is not required to make duplicate disclosures.

Item 2. Legends

An issuer filing Form MDCF for an offering under Exemption MDCF must include the following legends:

A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment.

In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved.

If the issuer elects to extend this offering beyond the stated expiration date, you will be notified and offered the opportunity to rescind your purchase or cancel your subscription. If the minimum amount is not raised under this offering by the stated expiration date, you are entitled to a refund of your entire investment.

These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.

These securities are offered for sale in Maryland pursuant to a regulatory exemption from registration. The Division of Securities of the Office of the Attorney General of Maryland has not reviewed the information nor passed in any way upon the merits of, recommended, or given approval to the securities, nor made an independent determination that these securities are exempt from registration. Any representation to the contrary is a criminal offense.

The purchasers of the securities offered by this document are advised that the securities are offered under an exemption from registration under the Maryland Securities Act and that the securities may not be resold or otherwise transferred during the one-year period beginning on the date the securities were issued other than in accordance with SEC Reg CF, 17 CFR § 227.501(a) (1), (3), and (4). A restrictive legend must be placed upon any certificates representing all securities sold in this offering.

An issuer filing Form MDCF for an offering under Exemption MDCF must disclose in the offering statement that it will file a report with the Maryland Division of Securities annually and post the report on its website, no later than 120 days after the end of each fiscal year covered by the report. The issuer also must disclose how an issuer may terminate its reporting obligations in the future in accordance with section L of Exemption MDCF.

Item 3. Annual Report Filing Requirements

An issuer filing Form MDCF/AR for an annual report, as required by section L of Exemption MDCF, must file no later than 120 days after the issuer's fiscal year end covered by the report and include the information required by Exemption MDCF. An issuer must include in the annual report the completed cover and signature pages and the information required by 17 CFR § 227.201(a) to (e), which is incorporated by reference, and selected financial data for the prior two fiscal years (including total assets, cash and cash equivalents, accounts receivable, short-term debt, long-term debt, revenues/sales, cost of goods sold, taxes paid and net income). For purposes of section L of Exemption MDCF, the issuer shall provide financial statements certified by the principal executive officer of the issuer to be true and complete in all material respects. If, however, the issuer has available financial statements prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP) that have been reviewed or audited by an independent certified public accountant, those financial statements must be provided and the principal executive officer certification will not be required.

Signature Page Instructions

Each Form MDCF filed with the Maryland Division of Securities shall be signed by the issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least a majority of the board of directors or persons performing similar functions. The name of each person signing the form shall be typed or printed beneath the signature.

FORM MDCF COVER PAGE

Please check the specific purpose for which this Form MDCF is being filed:

- Form MDCF: Offering Statement (MDCF-1 or MDCF-2)
- Form MDCF/U: Progress Update: _____
- Form MDCF/A: Amendment to Offering Statement: _____
 - Check box if Amendment is material and investors must reconfirm within five business days.
- Form MDCF/AR: Annual Report
- Form MDCF/AR/A: Amendment to Annual Report
- Form MDCF/TR: Termination Report

Name of issuer: _____

Legal status of issuer:

Form: _____
Jurisdiction of Incorporation/Organization: _____
Date of Organization: _____

Physical address of issuer: _____

Website of issuer: _____

Name of intermediary through which the offering will be conducted, if any: _____

CIK number of intermediary: _____

SEC file number of intermediary: _____

CRD number, if applicable, of intermediary, if any: _____

Amount of compensation to be paid to the intermediary, if any, whether as a dollar amount or a percentage of the offering amount, or a good faith estimate if the exact amount is not available at the time of the filing, for conducting the offering, including the amount of referral and any other fees associated with the offering:

Any other direct or indirect interest in the issuer held by the intermediary, if any, or any arrangement for the intermediary to acquire such an interest:

Type of security offered: _____

Target number of securities to be offered: _____

Price (or method for determining price): _____

Target offering amount: _____

Oversubscriptions accepted: ____ Yes ____ No

If yes, disclose how oversubscriptions will be allocated: ____ Pro-rata basis ____ First come, first served basis

Other – provide a description: _____

Maximum offering amount (if different from target offering amount): _____

Deadline to reach the target offering amount: _____

NOTE: If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.

Current number of employees:

Total Assets: Most recent fiscal year-end: _____ Prior fiscal year-end: _____

Cash & Cash Equivalents: Most recent fiscal year-end: _____ Prior fiscal year-end: _____

Accounts Receivable: Most recent fiscal year-end: _____ Prior fiscal year-end: _____

Short-term Debt: Most recent fiscal year-end: _____ Prior fiscal year-end: _____

Long-term Debt: Most recent fiscal year-end: _____ Prior fiscal year-end: _____

Revenues/Sales: Most recent fiscal year-end: _____ Prior fiscal year-end: _____

Cost of Goods Sold: Most recent fiscal year-end: _____ Prior fiscal year-end: _____

Taxes paid: Most recent fiscal year-end: _____ Prior fiscal year-end: _____

Net Income: Most recent fiscal year-end: _____ Prior fiscal year-end: _____

List all jurisdictions in which the issuer intends to offer the securities: _____

FORM MDCF SIGNATURE PAGE

Pursuant to the requirements of Exemption MDCF, the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form MDCF and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

(Issuer)

By _____

(Signature and Title)

Pursuant to the requirements of Exemption MDCF this Form MDCF and the versions of that form has been signed by the following persons in the capacities and on the dates indicated.

(Signature)

(Title)

(Date)

“It is unlawful for any person to make ... in any document filed with the Commissioner ... any statement which is, at the time and in the light of the circumstances under which it is made, false or misleading in any material respect.”

Section 11-303, Corporations & Associations Article, Annotated Code of Maryland

If the issuer is a corporation, the filing must be signed by a majority of its directors:

Director Date _____

Director Date _____

Director Date _____

“It is unlawful for any person to make ... in any document filed with the Commissioner ... any statement which is, at the time and in the light of the circumstances under which it is made, false or misleading in any material respect.”

Section 11-303, Corporations & Associations Article, Annotated Code of Maryland