

Investor Questionnaire

(August 20, 2023)

Supplement 2 to PPM)

To be completed by: _____ (Investor)

This Questionnaire is being distributed to _____ (the "**Investor**") by **Nexus Capital Fund I, LLC**, a Delaware limited liability company (the "**Issuer**"), to enable the Issuer to determine whether the Investor is qualified to invest in the Units (the "**Securities**") of the Issuer.

To be qualified to invest in the Securities, the Investor must either (i) be an "accredited investor" (as that term is defined in Rule 501(a) of Regulation D promulgated under Section 4(a)(2) of the Securities Act of 1933, as amended (the "**Securities Act**")), or (ii) have (and if applicable, its officers, employees, directors or equity owners have) either alone or with his, her or its purchaser representative or representatives, if any, such knowledge and experience in financial and business matters that he, she or it is capable of evaluating the merits and risks of an investment in the Securities.

The Issuer will rely upon the accuracy and completeness of the information provided in this Questionnaire in establishing that the issuance of the Securities is exempt from the registration requirements of the Securities Act.

ACCORDINGLY, THE INVESTOR IS OBLIGATED TO READ THIS QUESTIONNAIRE CAREFULLY AND TO ANSWER THE QUESTIONS CONTAINED HEREIN COMPLETELY AND ACCURATELY.

ALL INFORMATION CONTAINED IN THIS QUESTIONNAIRE WILL BE TREATED CONFIDENTIALLY. However, the Investor understands and agrees that the Issuer may present, upon giving prior notice to the Investor, this Questionnaire to such parties as the Issuer deems appropriate if called upon to establish that the issuance of the Securities (i) is exempt from the registration requirements of the Securities Act or (ii) meets the requirements of applicable state securities laws; provided however that the Issuer need not give prior notice to the Investor of its presentation of this Questionnaire to the Issuer's regularly employed legal, accounting and financial advisors.

The Investor understands that this Questionnaire is merely a request for information and is not an offer to sell, a solicitation of an offer to buy, or a sale of the Securities. The Investor also understands that the Investor may be required to furnish additional information.

PLEASE NOTE THE FOLLOWING INSTRUCTIONS BEFORE COMPLETING THIS INVESTOR QUESTIONNAIRE.

Unless instructed otherwise, the Investor should answer each question on the Questionnaire. If the answer to a particular question is "None" or "Not Applicable," please so state. If the

Questionnaire does not provide sufficient space to answer a question, please attach a separate schedule to your executed Questionnaire that indicates which question is being answered thereon. Persons having questions concerning any of the information requested in this Questionnaire should consult with their purchaser representative or representatives, lawyer, accountant or broker or may contact: Shelby Jones, telephone No. (818) 212-9898, email: shelby@nexxuscap.com, **Nexxus Capital Fund I Manager, LLC**.

One signed and dated copy of the Questionnaire should be returned as soon as possible to **Nexxus Capital Fund I Manager, LLC** at: 213 Turner Street, Clearwater, FL 33756.

The other copy should be retained for the Investor's files.

PART I—FOR INDIVIDUALS

1. Personal Data

Name: _____

Residence Address: _____

Business Address: _____

State of residence, if different: _____

Telephone: Residence _____ Business _____

Age: _____ Citizenship: _____

Social Security or Taxpayer No.: _____

Send all correspondence to: Residence _____ Business _____

2. Employment and Business Experience

Present occupation: _____

Salary: _____

Do you own your own business or are you otherwise employed? _____

Name and type of business employed by or owned: _____

Description of responsibilities: _____

Length of service with present employer or length of ownership of present business: _____

Present title or position: _____

Length of service in present title or position: _____

Prior occupations, employment, and length of service during the past five (5) years:

<u>Occupation</u>	<u>Name of Employer or Owned Business (and identify which)</u>	<u>Years of Service</u>
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Do you have any professional licenses, registrations, certifications or designations, including bar admissions, accounting certificates, real estate brokerage licenses, investment adviser registrations, and SEC or state broker-dealer registrations?

Yes: _____ No: _____

If yes, please list such licenses or registrations, the date(s) you received the same, and whether they are in good standing:

3. Education (college and postgraduate)

<u>Institution Attended</u>	<u>Degree</u>	<u>Dates of Attendance</u>
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4. Current Investment Objectives

My current investment objectives (indicate applicability and priority) are:

Current income: _____

Appreciation: _____

Tax Shelter: _____

Other: _____

5. *Other Relevant Information*

Please describe any additional information that reflects your knowledge and experience in business, financial, or investment matters and your ability to evaluate the merits and risks of this investment.

6. *Investor Status*

To be qualified to invest in the Securities, the Investor must either (i) be an Accredited Investor, or (ii) have, either alone or with your purchaser representative or representatives, such knowledge and experience in financial and business matters that you are capable of evaluating the merits and risks of such investment.

Please check the appropriate representation that applies to you.

Accredited Investors:

_____ I am an Accredited Investor (as defined in Rule 501 of Regulation D promulgated under the Securities Act) because (check all appropriate descriptions that apply):

- a. _____ I am a natural person whose individual net worth, or joint net worth with my spouse or spousal equivalent, exceeds \$1,000,000. For purposes of this Section 6, "net worth" means the excess of total assets at fair market value (including personal and real property, but excluding the estimated fair market value of a person's primary home) over total liabilities. "Total liabilities" excludes any mortgage on the primary home in an amount of up to the home's estimated fair market value as long as the mortgage was incurred more than 60 days before the Securities are purchased, but includes (i) any mortgage amount in excess of the home's fair market value and (ii) any mortgage amount that was borrowed during the 60-day period before the closing date for the sale of Securities for the purpose of investing in the Securities. "Spousal equivalent" means a cohabitant occupying a relationship generally equivalent to that of a spouse. "Joint net worth" can be the aggregate net worth of a person and spouse or spousal equivalent; assets do not need to be held jointly to be included in the calculation.
- b. _____ I am a natural person who had individual income exceeding \$200,000 in each of the last two calendar years and I have a reasonable expectation of reaching the same income level in the current calendar year. For purposes of this Section 6, "income" means annual adjusted gross income, as reported for federal income tax purposes, plus (i) the amount of any tax-exempt interest income received; (ii) the amount of losses claimed as a limited partner in a limited partnership; (iii) any deduction claimed for depletion; (iv)

amounts contributed to an IRA or Keogh retirement plan; and (v) alimony paid; and (vi) any gains excluded from the calculation of adjusted gross income pursuant to the provisions of Section 1202 of the Internal Revenue Code of 1986, as amended.

- c. _____ I am a natural person who had joint income with my spouse or spousal equivalent exceeding \$300,000 in each of the last two calendar years and I have a reasonable expectation of reaching the same income level in the current calendar year, as defined above.
- d. _____ I am a director, executive officer or general partner of the Issuer, or a director, executive officer or general partner of a general partner of the Issuer. For purposes of this Section 6, "executive officer" means the president; any vice president in charge of a principal business unit, division or function, such as sales, administration or finance; or any other person or persons who perform(s) similar policymaking functions for the Issuer.
- e. _____ I am a natural person who holds, in good standing, one of the following professional licenses: the General Securities Representative license (Series 7), the Private Securities Offerings Representative license (Series 82), or the Investment Adviser Representative license (Series 65).
- f. [_____ I am a natural person who is a "knowledgeable employee," as defined in Rule 3c-5(a)(4) under the Investment Company Act of 1940, of the Issuer.

Other Investors:

_____ I am qualified to invest in the Securities because I have, either alone or with my purchaser representative or representatives, such knowledge and experience in financial and business matters that I am capable of evaluating the merits and risks of such investment, as discussed in Section 7(a) below.

7. Representations

I represent that:

- a. I have sufficient knowledge and experience in similar investments to evaluate the merits and risks of an investment in **Nexus Capital Fund I, LLC**, or I have retained an attorney, accountant, financial advisor or consultant as my purchaser representative. If applicable, the name, employer, address, and telephone number of my purchaser representative follows:

- b. I and, if applicable, my purchaser representative have received the private placement memorandum relating to this offering (the "**Private Placement Memorandum**"); and I and, if applicable, my purchaser representative understand the Private Placement Memorandum and the risks involved in this offering. I and, if applicable, my purchaser

representative have been given the opportunity to ask questions and obtain material and relevant information from the Issuer enabling me to make an informed investment decision. All data that I and, if applicable, my purchaser representative have requested has been furnished to me.

- c. Any Securities I may acquire will be for my own account for investment and not with any view to the distribution thereof, and I will not sell, assign, transfer or otherwise dispose of any of the Securities, or any interest therein, in violation of the Securities Act or any applicable state securities law.
- d. I understand that (i) any Securities I may acquire will not be registered under the Securities Act or any applicable state securities law and may not be sold or otherwise disposed of unless it is registered or sold or otherwise disposed of in a transaction that is exempt from such registration and (ii) the certificates representing the Securities will bear appropriate legends restricting the transferability thereof.
- e. If applicable, I have not incurred any debt secured by my primary residence for the purpose of inflating my net worth to qualify as an accredited investor or for the purpose of raising funds to invest in the Securities. Between the date I complete this Questionnaire and the date the Securities are sold, I do not intend to, and will not, incur any debt to be secured by my primary residence for the purpose of either inflating my net worth to qualify as an accredited investor or raising funds to invest in the Securities.
- f. I understand that the Issuer will rely upon the completeness and accuracy of the Investor's responses to the questions in this Questionnaire in establishing that the contemplated transactions are exempt from the Securities Act and hereby affirm that all such responses are accurate and complete. I will notify the Issuer immediately of any changes in any of such information occurring prior to the acceptance of my subscription.

8. *Manner of Solicitation*

Please state the manner in which you became aware of the investment (for example, by personal contact or acquaintance with an investment advisor or counselor, with **Nexus Capital Fund I, LLC's** personnel, a broker-dealer, or otherwise), the name of the contact person, and the date such contact was made:

PART II—PURCHASERS WHO ARE NOT INDIVIDUALS

1. General Information

Name of Entity: _____

Address of Principal Office: _____

Type of Organization: _____

Date and State of Organization: _____

2. Business

Major Segments of Operation: _____

Length of operation in each such segment: _____

Is the entity a reporting entity under the Securities Exchange Act of 1934, as amended?

_____ Yes _____ No

If not a reporting entity, please provide the following:

- a. The names and business experience of each of the entity's officers and directors, partners, or other control persons for the past five years. If additional space is required to answer any question, please attach separate pages to the back of this Questionnaire and identify all questions answered in this fashion by their respective question numbers.

- b. The educational background of each of the entity's officers and directors, partners, or other control persons, including the institutions attended, the dates of attendance, and the degrees obtained by each. If additional space is required to answer any question, please attach separate pages to the back of this Questionnaire and identify all questions answered in this fashion by their respective question numbers.

- c. Each of the entity's control persons who are natural persons, if any, must complete Part I of this Questionnaire. Please attach these additional pages to the back of this Questionnaire.

3. Current Investment Objectives

The current investment objectives of the entity (indicate applicability and priority) are:

Current income: _____

Appreciation: _____

Tax Shelter: _____

Other (please state objectives): _____

4. Other Relevant Information

Please describe any additional information that reflects the entity's knowledge and experience in business, financial, or investment matters and the entity's ability to evaluate the merits and risks of this investment. If additional space is required to answer any question, please attach separate pages to the back of this Questionnaire and identify all questions answered in this fashion by their respective question numbers.

5. Accredited Investor Status

To be qualified to invest in the Securities, the Investor must either (i) be an Accredited Investor, or (ii) have, and if applicable, its officers, employees, directors or equity owners have, either alone or with its purchaser representative or representatives, such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of such investment.

Please check the appropriate description which applies to you.

Accredited Investors:

_____ The undersigned entity is an Accredited Investor (as defined in Rule 501 of Regulation D promulgated under the Securities Act) because it is (check all appropriate descriptions that apply):

- a. _____ A bank, as defined in Section 3(a)(2) of the Securities Act or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act, whether acting in an individual or a fiduciary capacity.
- b. _____ A broker or dealer registered under Section 15 of the Securities Exchange Act of 1934, as amended.
- c. _____ An investment adviser registered pursuant to Section 203 of the Investment Advisers Act of 1940 or registered pursuant to the laws of a state.
- d. _____ An investment adviser relying on the exemption from registering with the SEC under Section 203(l) or (m) of the Investment Advisers Act of 1940.

- e. _____ An insurance company, as defined in Section 2(a)(13) of the Securities Act.
- f. _____ An 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.
- g. _____ A 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.
- h. _____ A Rural Business Investment Company as defined in Section 384A of the Consolidated Farm and Rural Development Act.
- i. _____ 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 the plan has total assets in excess of \$5 million.
- j. _____ An employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974, if the investment decision is being made by a plan fiduciary, as defined in Section 3(21) of such act, and the plan fiduciary is either a bank, a savings and loan association, an insurance company, or a registered investment adviser, or if the employee benefit plan has total assets in excess of \$5 million, or if the employee benefit plan is a self-directed plan in which investment decisions are made solely by persons that are accredited investors.
- k. _____ A private business development company, as defined in Section 202(a)(22) of the Investment Advisers Act of 1940.
- l. _____ A corporation, Massachusetts or similar business trust, partnership, or limited liability company or an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, that was not formed for the specific purpose of acquiring the Securities, and that has total assets in excess of \$5 million.
- m. _____ A trust with total assets in excess of \$5 million not formed for the specific purpose of acquiring the Securities, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) under the Securities Act.
- n. _____ An entity in which all of the equity owners (whether entities themselves or natural persons) are accredited investors and meet the criteria listed in either this Section 5 or Part I, Section 6 of this Questionnaire. Please also see "Additional Questions for Certain Accredited Investors" below.
- o. _____ An entity of a type not listed in clauses (a) through (n) above, that is not formed for the specific purpose of acquiring the Securities and owns investments in excess of \$5 million. For purposes of this clause, "investments" means investments as defined in Rule 2a51-1(b) under the Investment Company Act of 1940.
- p. _____ A family office, as defined in Rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940, that (i) has assets under management in excess of \$5 million; (ii) is not formed for the specific purpose of acquiring the Securities and (iii) has a person directing the prospective investment who has such knowledge and experience in financial and business matters so that the family office is capable of evaluating the merits and risks of the prospective investment.

- q. _____ A family client, as defined in Rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940, of a family office meeting the requirements of clause (p) above and whose prospective investment in the Issuer is directed by that family office pursuant to clause (p)(iii) above.

Other Investors:

_____ The undersigned entity is qualified to invest in the Securities because it has, and if applicable, its officers, employees, directors or equity owners have, either alone or with its purchaser representative or representatives, such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of such investment, as discussed in Section 6(a) below.

Additional Questions for Certain Accredited Investors:

If the undersigned entity has checked (n) above, please complete the following part of this question:

- (1) List all equity owners (whether entities themselves or natural persons):

- (2) What type of entity is the undersigned entity?

- (3) Have each equity owner that is a natural person respond individually to Part I, Section 6 of this Questionnaire. Have each equity owner that is an entity respond separately to Part II, Section 5 of this Questionnaire. Please attach these additional pages to the back of this Questionnaire.

6. Representations

The undersigned entity represents that:

- a. The entity has, and if applicable, its officers, employees, directors or equity owners have, sufficient knowledge and experience in similar investments to evaluate the merits and risks of an investment in **Nexus Capital Fund I, LLC**, or the entity has retained an attorney, accountant, financial advisor or consultant as its purchaser representative. If applicable, the name, employer, address, and telephone number of the purchaser representative follows:

- b. The entity and, if applicable, its purchaser representative have each received the private placement memorandum relating to this offering (the "**Private Placement Memorandum**"); and the entity and, if applicable, its purchaser representative, understand the Private Placement Memorandum and the risks involved in this offering. The entity and, if applicable, its purchaser representative have each been given the opportunity to ask questions and obtain material and relevant information from the Issuer enabling it to make an informed investment decision. All data that the entity and, if applicable, its purchaser representative have requested has been furnished to it.
- c. Any Securities the entity may acquire will be for its own account for investment and not with any view to the distribution thereof, and it will not sell, assign, transfer or otherwise dispose of any of the Securities, or any interest therein, in violation of the Securities Act or any applicable state securities law.
- d. The entity understands that (i) any Securities it may acquire will not be registered under the Securities Act or any applicable state securities law and may not be sold or otherwise disposed of unless it is registered or sold or otherwise disposed of in a transaction that is exempt from such registration, and (ii) the certificates representing the Securities will bear appropriate legends restricting the transferability thereof.
- e. The entity understands that the Issuer will rely upon the completeness and accuracy of the Investor's responses to the questions in this Questionnaire in establishing that the contemplated transactions are exempt from the Securities Act, and hereby affirms that all such responses are accurate and complete. The entity will notify the Issuer immediately of any changes in any of such information occurring prior to the acceptance of its subscription.

7. *Manner of Solicitation*

Please state the manner in which you became aware of the investment (for example, by personal contact or acquaintance with an investment advisor or counselor, with **Nexus Capital Fund I, LLC**, personnel, a broker-dealer, or otherwise), the name of the contact person, and the date such contact was made:

[SIGNATURE PAGE FOLLOWS]

Individual

Name:

(Please type or print)

Signature

SS.

Date: _____

STATE OF _____

COUNTY OF _____

Subscribed and sworn to before me this _____ day
of _____, 20____, by

WITNESS my hand and official seal.
My commission expires:

Notary Public

Partnership, Corporation or Other Entity

Print or Type Name

By: _____

Name:

Title:

Date: _____

STATE OF _____

COUNTY OF _____

ss.

Subscribed and sworn to before me this _____
day of _____, 20____, by
_____.

WITNESS my hand and official seal.
My commission expires:

Notary Public