

Risk Acknowledgement Letter

Generally, a penny stock is a security that:

- is priced under \$5.00 per share;
- is not traded on a national stock exchange or on NASDAQ;
- may be listed in the "pink sheets" or the OTC Bulletin Board;
- is issued by a company that has less than \$5 million in net tangible assets and has been in business less than three years, by a company that has under \$2 million in net tangible assets and has been in business for at least three years, or by a company that has revenues of \$6 million for three years.

Use caution when investing in penny stocks.

- Do not make a hurried investment decision.
- Study the company issuing the stock.
- Understand the risky nature of these stocks.

CLIENT NAME: _____ ACCOUNT NO: _____

It is my intent to purchase shares of: _____
Name of Company Ticker Symbol

Please purchase _____ shares or a total of \$ _____ in the above penny stock on _____
Trade Date

The commission charge for this transaction will be: \$ _____

This transaction was: ☐ unsolicited by my representative ☐ recommended by my representative

- ☐ Further transactions may be made in this security. Please accept this letter as acknowledgement for future penny stock transactions (buy or sell) in this same security.

KCD Financial, Inc. and its representatives do not generally solicit securities transactions in penny stocks. In those instances, KCD Financial, Inc. is exempt from the disclosure and recordkeeping requirements of the "Penny Stock Disclosure" rules (SEC Exchange Act Rules 15g-2 through 15g-6). KCD has determined they will provide this information to clients who may wish to do transactions in penny stocks so they are fully informed of the nature of these securities (whether recommended or unsolicited).

Given this information:

- I understand that I am subjecting myself to risk and that by purchasing shares of this security, I will be exposed to the potential loss of my invested principle.
- I certify that I have adequate resources to sustain such a loss.
- I certify that my financial situation, investment experience & objectives are accurate as provided to my representative and KCD Financial, Inc.
- By my signature below, I acknowledge receipt of the Important Information on Penny Stocks disclosure as required under SEC regulations (copy attached to be retained by client).

Client Signature Date

Joint Signature Date

Registered Rep Signature Rep No.

Rep Address

Rep Email and Phone No.

Penny Stock Required Disclosure under Rule 15g-2

The U.S. Securities and Exchange Commission (SEC) requires your broker to give this statement to you, and to obtain your signature to show that you have received it, before your first trade in a penny stock. This statement contains important information, and you should read it carefully before you sign it and before you decide to purchase or sell a penny stock.

In addition to obtaining your signature, the SEC requires your broker to wait at least two business days after sending you this statement before executing your first trade to give you time to carefully consider your trade.

Penny stocks can be very risky.

- Penny stocks are low-priced shares of small companies. Penny stocks may trade infrequently which means that it may be difficult to sell penny stock shares once you have them. Because it may also be difficult to find quotations for penny stocks, they may be impossible to accurately price. Investors in penny stock should be prepared for the possibility that they may lose their whole investment.
- While penny stocks generally trade over the counter, they may also trade on U.S. securities exchanges, facilities of U.S. exchanges, or foreign exchanges. You should learn about the market in which the penny stock trades to determine how much demand there is for this stock and how difficult it will be to sell. Be especially careful if your broker is offering to sell you newly issued penny stock that has no established trading market.
- The securities you are considering have not been approved or disapproved by the SEC. Moreover, the SEC has not passed upon the fairness or the merits of this transaction nor upon the accuracy or adequacy of the information contained in any prospectus or any other information provided by an issuer or a broker or dealer.

Information you should get.

- In addition to this statement, your broker is required to give you a statement of your financial situation and investment goals explaining why his or her firm has determined that penny stocks are a suitable investment for you. In addition, your broker is required to obtain your agreement to the proposed penny stock transaction.
- Before you buy penny stock, federal law requires your salesperson to tell you the offer and the bid on the stock, and the compensation the salesperson and the firm receive for the trade. The firm also must send confirmation of these prices to you after the trade. You will need this price information to determine what profit or loss, if any, you will have when you sell your stock.
- The offer price is the wholesale price at which the dealer is willing to sell stock to other dealers. The bid price is the wholesale price at which the dealer is willing to buy the stock from other dealers. In its trade with you, the dealer may add a retail charge to these wholesale prices as compensation (called a "markup" or "markdown").
- The difference between the bid and the offer price is the dealer's spread. A spread that is large compared with the purchase price can make a resale of a stock very costly. To be profitable when you sell, the bid price of your stock must rise above the amount of this spread and the compensation charged by both your selling and purchasing dealers. Remember that if the dealer has no bid price, you may not be able to sell the stock after you buy it and may lose your whole investment.
- After you buy penny stock, your brokerage firm must send you a monthly account statement that gives an estimate of the value of each penny stock in your account, if there is enough information to make an estimate. If the firm has not bought or sold any penny stocks for your account for six months, it can provide these statements every three months.
- Additional information about low-priced securities including penny stocks is available on the SEC's Web site at <http://www.sec.gov/investor/pubs/microcapstock.htm>. In addition, your broker will send you a copy of this information upon request. The SEC encourages you to learn all you can before making this investment.

Brokers' duties and customer's rights and remedies.

- Remember that your salesperson is not an impartial advisor he or she is being paid to sell you stock. Do not rely only on the salesperson but seek outside advice before you buy any stock. You can get the disciplinary history of a salesperson or firm from FINRA at 1-800-289-9999 or contact FINRA via the Internet at www.finra.org. You can also get additional information from your state securities official. The North American Securities Administrators Association, Inc. can give you contact information for your state. You can reach NASAA at (202) 737-0900 or via the Internet at www.nasaa.org.
- If you have problems with a salesperson, contact the firm's compliance officer. You can also contact the securities regulators listed above. Finally, if you are a victim of fraud, you may have rights and remedies under state and federal law. In addition to the regulators listed above, you also may contact the SEC with complaints at (800) SEC- 0330 or via the Internet at help@sec.gov.