

GRIT

Work Hard Play Hard Train Hard, Inc.

**Offering of up to \$5,000,000 of Units consisting of
Convertible Notes and Warrants**

Subscription Booklet

August 2019

INSTRUCTIONS FOR THE COMPLETION OF THIS SUBSCRIPTION BOOKLET

Prospective investors should read the transaction documents for this proposed investment in *Work Hard Play Hard Train Hard, Inc.* (the “**Company**”), including (a) this subscription booklet and all exhibits hereto (this “**Subscription Booklet**”), (b) the form of subscription agreement provided together with this Subscription Booklet (the “**Subscription Agreement**”), (c) the form of 9% convertible promissory note in the principle amount of \$5,000 provided together with this Subscription Booklet (the “**Note**” and, together with all other such 9% convertible promissory notes executed in connection with the transactions contemplated hereby, the “**Notes**”), (d) the form of common stock purchase warrant provided together with this Subscription Booklet (the “**Warrant**” and, together with all other common stock purchase warrants executed in connection with the transactions contemplated hereby, the “**Warrants**”) and, together with this Subscription Booklet, the Subscription Agreement, the Note, and the Warrant, “**Transaction Documents**”), prior to purchasing any Units in this Offering (as such terms are defined below). For purposes of this Subscription Booklet, (x) each “**Unit**” consists of (i) a Note and (ii) a Warrant, as further described in the Transaction Documents, and (y) the “**Offering**” refers to the offering of Units made subject and pursuant to the Transaction Documents.

If you wish to subscribe to purchase Units in the Offering, you must:

- (a) Complete and fully execute all of the forms and signature pages contained in this Subscription Booklet (the “**Subscription Documents**”) and return the same to:

Robert Brand
TriPoint Global Equities, LLC (“**TriPoint**” or the “**Placement Agent**”)
1450 Broadway, 26th Floor, New York NY 10018
Fax: +1 (646) 786-3454

In accordance with the WIRE AND SUBSCRIPTION PROCEDURES section below, provide payment in full to the Company of the “Total Amount of Subscription” (as stated on the Investor Profile Form below) applicable to your subscription in accordance with the Subscription Agreement.

Without limiting the right of the Company (as defined below) to reject any proposed subscription, upon submitting a fully executed copy of all of the Subscription Documents in accordance with the above, the proposed subscription made by the subscriber will be irrevocable by such subscriber, and, unless such subscription is rejected by the Company or the Offering is withdrawn, such subscriber will become an investor in the Offering. The Company may reject any proposed subscription due to any failure conform to the requirements of the Offering, insufficient documentation, an oversubscription of the Offering, or any other reason whatsoever as the Company, as the case may be, may determine in its sole discretion.

You should consult with an attorney, accountant, investment adviser or other adviser regarding any investment in the Company and its suitability for you. All Subscription Documents must be completed correctly and thoroughly or they will not be accepted.

For reference, the Subscription Documents are:

- Section I – Important Notices and Certifications
- Investor Profile Form – **Exhibit A**
- Subscription Agreement Signature Pages – **Exhibit B**
- Initial Public Offering and Risk Factor Acknowledgement – **Exhibit C**
- Summary of Process for Verification of Investor Accredited Status– **Exhibit D**

The amount paid for any Units pursuant to this Subscription Booklet is exclusive of any costs incurred by an investor for legal, tax accounting or financial advice, including fees paid to his, her or its purchaser representative, if any.

WIRE AND SUBSCRIPTION PROCEDURES

Any subscribers who wish to participate in the Offering, including through selected dealers, will be required to deposit such subscribers' funds in an escrow account held at Wilmington Trust, N.A. Any such funds that Wilmington Trust receives shall be held in escrow until the closing of the Offering or such other time as determined by the Company, and then used to complete Unit purchases, or returned to such subscriber if the Offering fails to close or if such subscriber's proposed subscription is rejected.

Checks (Made Payable to GRIT Escrow):

**Wilmington Trust Company
Capital Markets and Agency Division
Institutional Custody and Escrow Services
166 Mercer Street, Suite 2R
New York, NY 10012
Phone: 212-941-4416
Attn: Mr. Boris Treyger**

or

Wiring Instructions:

**M& T Bank/Wilmington Trust Company
ABA #: 031100092
SWIFT: MANTUS33
A/C #: 135977000
A/C Name: GRIT Escrow
Attn: Mr. Boris Treyger**

Company Address: 9 East 16th Street New York, NY 10003

**SECTION I
IMPORTANT NOTICES AND CERTIFICATIONS**

NOTICES:

- The Subscription Documents are comprised of this Section I and Exhibits A, B, C, and D, with the signatures page to the Subscription Agreement included in Exhibit B.
- You as an individual or you on behalf of the subscribing entity are being asked to complete these Subscription Documents so a determination can be made as to whether or not you (it) are qualified to purchase securities under applicable federal and state securities laws.
- **Your answers to the questions contained herein must be true and correct in all respects, and a false representation by you may constitute a violation of law for which a claim for damages may be made against you.**
- Your answers will be kept strictly confidential; however, by signing these Subscription Documents, you will be authorizing the Company to present a completed copy of these Subscription Documents to such parties as the Company may deem appropriate in order to make certain that the offer and sale of the Units (which for purposes of this Subscription Booklet shall include the securities contained therein and the securities underlying those securities) will not result in a violation of the Securities Act of 1933, as amended (the "Securities Act") or of any other applicable securities law or regulation.
- This Subscription Booklet does not constitute an offer to sell or a solicitation of an offer to buy Units or any other security.
- **You must answer all questions and fields contained in the Subscription Documents.** If the appropriate answer is "None" or "Not Applicable" please state so. Please print or type your answers to all questions and attach additional sheets if necessary to complete your answers to any item. Please initial any correction.

INDIVIDUAL SUBSCRIBERS:

- If the Units subscribed for are to be owned by more than one person, **you and the other co-subscriber must each complete a separate Subscription Agreement (except if the co-subscriber is your spouse) and sign the Signature Page to this Subscription Agreement. If your spouse is a co-subscriber, you must indicate his or her name and social security number.**

CERTIFICATIONS:

- I understand that an investment in the Units is an **illiquid investment**. In particular, I recognize that: (a) I must bear the economic risk of my investment in the Units for an indefinite period of time, since the Units have not been registered under the Securities Act and therefore cannot be sold unless either they are subsequently registered under the Securities Act or an exemption from such registration is available and a favorable opinion of counsel for the Company to that effect is obtained (if requested by the Company); and (b) no established market will exist and it is possible that no public market for the Units, or any part thereof or any security underlying any part thereof, will develop. I consent to the affixing by the Company of such legends on certificates representing the Units (or any part thereof) as any applicable federal or state securities law or any securities law of any other applicable jurisdiction may require from time to time.
_____ **Initial**
- I have such knowledge and experience in financial and business matters that I am capable of evaluating the merits and risks of my investment in the Units and am able to bear such risks, and have obtained, in my

judgment, sufficient information from the Company to fully evaluate the merits and risks of such investment. I have evaluated the risks of investing in the Units, understand there are substantial risks of loss incidental to the purchase of a Unit, and have determined that the purchase of Units is a suitable investment for me. _____ **Initial**

- I represent and warrant to the Company that: (a) the financial information provided in these Subscription Documents is complete, true and correct in all material respects; (b) I and my investment managers, if any, have carefully reviewed and understand the risks of, and other considerations relating to, a purchase of Units; (c) I and my investment managers, if any, have been afforded the opportunity to obtain any information necessary to verify the accuracy of any representations or information presented by the Company and have had all inquiries to the Company answered, and have been furnished all requested materials, relating to the Company and the offering and sale of the Units and anything set forth in the Transaction Documents, in each case, to my complete satisfaction; (d) neither I nor my investment managers, if any, have been furnished any offering literature by the Company or any of its affiliates, associates or agents other than the Transaction Documents and the term sheet provided in connection therewith; (e) I and my investment managers, if any, have excellent investment knowledge; and (f) I am acquiring the Units for which I am subscribing for my own account, as principal, for investment and not with a view to the resale or distribution of all or any part of such Units. _____ **Initial**
- I understand that even if the Company does not raise the entire offering amount, my subscription might not be returned to me. _____ **Initial**
- I understand that even if the maximum amount is raised, the Company will need additional funds in the future in order to grow, and if it cannot raise those funds for whatever reason, including reasons outside the Company's control, such as another significant downturn in the economy, it may not survive. As such, the Units offered hereby are highly speculative and involve a high degree of risk and I should only purchase these securities if I can afford to lose my entire investment. _____ **Initial**
- I represent that my investment objective is speculative in that I seek the maximum total return through an investment in a broad spectrum of securities, which involves a higher degree of risk than other investment styles and therefore my risk exposure is also speculative. _____ **Initial**
- I understand that the purchase price per Unit is exclusive of any costs incurred by me for legal, tax, accounting or financial advice, including fees paid to my purchaser representative, if any. _____ **Initial**
- The undersigned, if a corporation, partnership, trust or other form of business entity, (a) is authorized and otherwise duly qualified to purchase and hold the Units, (b) has obtained such additional tax and other advice that it has deemed necessary, (c) has its principal place of business at its residence address set forth in this Subscription Booklet, and (d) has not been formed for the specific purpose of acquiring the Units (although this may not necessarily disqualify the subscriber as a purchaser). I, as the person completing and executing the Subscription Documents, as well as all other agreements related to the Offering, represent that I am duly authorized to execute all such documents on behalf of the undersigned entity, if applicable. (If the undersigned is one of the aforementioned entities, it agrees to supply any additional written information that may be required.) _____ **Initial**
- All of the information which I have furnished to the Company and which is set forth in the Subscription Documents is correct and complete in all respects as of the date of the Subscription Agreement. If any change in such information should occur prior to my proposed subscription being accepted, I will immediately furnish the revised or corrected information to the Company. I further agree to be bound by all of the terms and conditions of the Offering as set forth in the Transaction Documents. I am the only person with a direct or indirect interest in the Units subscribed for by the Subscription Agreement. I agree to indemnify and hold harmless the Company and its officers, directors and affiliates from and against all damages, losses, costs and expenses (including reasonable attorneys' fees) that they may incur by reason of the failure of the undersigned to fulfill any of the terms or conditions of any of the Transaction Documents or by reason of any breach of the representations and warranties made by the undersigned herein or in any agreement provided by the undersigned to the Company. This proposed subscription is not transferable or assignable by me without the written consent of the Company. If more than one person is executing this

Booklet, the obligations of each hereunder shall be joint and several and the representations and warranties contained in the Subscription Agreement shall be deemed to be made by, and be binding upon, each such person and such person's heirs, executors, administrators, successors and assigns. This proposed subscription, if and when accepted by the Company, shall be binding upon my heirs, executors, administrators, successors and assigns. This Subscription Booklet shall be construed in accordance with and governed in all respects by the laws of the State of Delaware _____ **Initial**

- Under penalties of perjury, I certify that (a) my taxpayer identification number shown in this Subscription Booklet is correct and (b) I am not subject to backup withholding because (i) I have not been notified that I am subject to backup withholding as a result of a failure to report all interest and dividends or (ii) the Internal Revenue Service has notified me that I am no longer subject to backup withholding. (If you have been notified that you are subject to backup withholding and the Internal Revenue Service has not advised you that backup withholding has been terminated, strike out item (b) in the sentence directly above.) _____ **Initial**
- The acceptance of my subscription together with the appropriate payment to the Company in respect thereof will not breach any applicable money laundering rules and regulations, and I undertake to provide verification of my identity reasonably satisfactory (on a confidential basis) to the Company promptly on request. I acknowledge that due to money laundering requirements applicable within its respective jurisdictions of operation, the Company may require further identification of me/us before this proposed subscription can be processed. The Company shall be held harmless and indemnified by me against any loss arising from the failure to process this application if such information as has been reasonably required from me has not been provided by me. _____ **Initial**
- I understand that the Subscription Agreement relating to the Offering will be irrevocable by me, and unless the subscription is rejected or withdrawn by the Company, I will become an investor in this Offering. I understand that the Company may reject subscriptions due to any failure to conform to the requirements of the offering, insufficient documentation, an oversubscription of the offering, or any other reason whatsoever, as the Company may determine in its sole discretion. _____ **Initial**
- I understand that the Company has engaged TriPoint, as Placement Agent for the Company in connection with the financing set forth in this Subscription Booklet. The Company has agreed to pay to the Placement Agent or its designees, with regard to sales of Units to investors introduced by the Placement Agent or its designees (“**TriPoint Purchasers**”), a placement agent fee in cash equal to seven percent (7.0%) of the amount of gross proceeds raised from TriPoint Purchasers. As managing agent of the Offering, TriPoint shall also be entitled to a placement fee of five (5.0%) of the gross proceeds received by the Company in the Offering that are derived from investors identified by the Company (“**Non-TriPoint Purchasers**”). _____ **Initial**

Work Hard Play Hard Train Hard, Inc.
EXHIBIT A

INVESTOR PROFILE FORM

ALL INVESTORS MUST COMPLETE THIS FORM.

Name of Investor (*Please Print or Type*) Social Security Number/Tax I.D. Number

\$ _____
Amount of Subscription

of Units

Type of Investor—*Please check all that apply:*

- | | | |
|--|--|--|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Registered Investment Company | <input type="checkbox"/> Foundation |
| <input type="checkbox"/> Partnership | <input type="checkbox"/> Joint Tenants (with Rights of Survivorship) | <input type="checkbox"/> Endowment |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Tenants in Common | <input type="checkbox"/> Employee Benefit Plan |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Individual Retirement Plan | <input type="checkbox"/> Keogh Plan |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Charitable Remainder Trust | <input type="checkbox"/> Fund of Funds * |

Full Mailing Address (*Exactly as it should appear on labels*):

Mr. Mrs. Ms. Miss Dr. Other _____

Telephone number

Fax number

* For purposes of this item, the term “**Fund of Funds**” means a fund that invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are private funds or registered investment companies.

EXHIBIT A

INVESTOR PROFILE FORM

Residence (if an individual) or Principal Place of Business (if an entity) Address (*No P.O. Boxes Please, if any*):

Telephone number

Fax number

Attention:

E-Mail Address: _____

METHOD OF DELIVERY OF ACCOUNT COMMUNICATIONS

Account Communications may be delivered via the e-mail address provided above. Should this means of transmission be unacceptable, Account Communications will be delivered via facsimile or physical delivery if the following box is checked:

E-mail transmission is *declined*. Please send Account Communications via facsimile or physical delivery (e.g., first class mail, overnight or express courier service or similar delivery method).

INVESTMENT OBJECTIVES

Investment Objectives (*check one or more, you must select "Speculative" to participate*):

- | | |
|---|---|
| <input type="checkbox"/> Long Term Capital Appreciation | <input type="checkbox"/> Short Term Trading |
| <input type="checkbox"/> Businessman's Risk | <input type="checkbox"/> Income |
| <input type="checkbox"/> Safety of Principal | <input type="checkbox"/> Tax Exempt Income |
| <input type="checkbox"/> Speculative | <input type="checkbox"/> Other |

Work Hard Play Hard Train Hard, Inc.
GENERAL ELIGIBILITY REPRESENTATIONS

ALL INVESTORS MUST COMPLETE THIS FORM.

ANTI-MONEY LAUNDERING INFORMATION

This Subscription Booklet will not be deemed complete, regardless of whether the Investor has already wired funds, until all of the required documentation listed below is received by the Company.

Payment Information

(a) Name of the Investor: _____

(b) Name of the bank from which the Investor's payment to the Fund is being wired (the "**Wiring Bank**"): _____

	YES	NO
(c) Is the Wiring Bank located in an Approved FATF Country*?	<input type="checkbox"/>	<input type="checkbox"/>

If yes, please answer question (d) below.

If no, we reserve the right to request additional information from you.

	<input type="checkbox"/>	<input type="checkbox"/>
(d) Is the Investor a customer of the Wiring Bank?		

If yes, you are not required to provide the additional information described below.

If no, we reserve the right to request additional information from you.

The Investor must wire the payment from an account in its name.

The following materials must be provided to the Company:

- A government issued form of picture identification (e.g., passport, driver's license).
- Proof of current address (e.g., current utility bill).

* As of the date hereof, approved countries that are members of the Financial Action Task Force on Money Laundering (each, an "**Approved FATF Country**") are: Argentina, Australia, Austria, Belgium, Brazil, Canada, Denmark, Finland, France, Germany, Greece, Hong Kong, Iceland, Ireland, Italy, Japan, Luxembourg, Mexico, Kingdom of the Netherlands, New Zealand, Norway, Portugal, Singapore, South Africa, Spain, Sweden, Switzerland, Turkey, United Kingdom and the United States.

Work Hard Play Hard Train Hard, Inc.

Broker-Dealer Status:

(a) Are you a broker-dealer?

Yes No

Note: If yes, the staff of the Securities and Exchange Commission has indicated that you may be identified as an underwriter in a future registration statement.

(b) Are you an affiliate of a broker-dealer?

Yes No

(c) If you are an affiliate of a broker-dealer, do you certify that you bought the Units in the ordinary course of business, and at the time of the purchase of the Units, you had no agreements or understandings, directly or indirectly, with any person to distribute the Units or the securities underlying the Units?

Yes No

Note: If your response to the foregoing question is “No,” the SEC’s staff has indicated that you may be identified as an underwriter in a future registration statement relating to the Units or the securities underlying the Units.

9. Relationships with the Company:

Except as set forth below, neither the undersigned nor any of its affiliates, officers, directors or principal equity holders (owners of 5% or more of the equity securities of the undersigned) has held any position or office or has had any other material relationship with the Company (or its predecessors or affiliates) during the past three years.

State any exceptions here:

Work Hard Play Hard Train Hard, Inc.

II. ACCREDITED INVESTOR STATUS VERIFICATION

In order to ensure compliance with Rule 506(c) promulgated under Regulation D, the Investor must initial the applicable item below to indicate which method it will use to verify its status as an "accredited investor" as defined in Regulation D, and to make any necessary representations and warranties in connection with the verification of its status as an accredited investor.

FOR INDIVIDUALS INVESTING

(Please initial as appropriate)

(A) Individuals

- Initial*
1. The Investor has an individual net worth in excess of \$1,000,000 and represents and warrants that such Investor has disclosed all liabilities necessary to make a determination of net worth in such Investor's net worth documentation.**

For an Investor that has initialed item 1 of this Section II(A), such Investor shall be required to provide documents specified in the **Summary of Process for Verification of Accredited Investor Status**

- Initial*
2. The Investor has joint net worth with his or her spouse, in excess of \$1,000,000 and **(please initial (a) and (b) below)****

- (a) such Investor represents and warrants that such Investor has disclosed all liabilities necessary to make a determination of such Investor's net worth:

please initial here:_____

AND

- (b) such Investor's spouse represents and warrants that he or she has disclosed all liabilities necessary to make a determination of his or her net worth:

please initial here:_____

** Any Investor who is a natural person shall be required to provide the Company with "net worth documentation." For purposes of this Subscription Booklet, "**net worth documentation**" means any documentation provided by the Investor in connection with such Investor's representation that such Investor is an "accredited investor" within the meaning of Regulation D, including without limitation, the following types of documentation dated within the prior three months of such Investor's subscription: bank statements, brokerage statements and other statements of securities holdings, certificates of deposit, tax assessments, appraisal reports issued by independent third parties, and a consumer report from one or more of the nationwide consumer reporting agencies.

Work Hard Play Hard Train Hard, Inc.

For an Investor that has initialed item 2 of this Section II(A), such Investor shall be required to provide documents specified in the **Summary of Process for Verification of Accredited Investor Status**

Initial

3. The Investor had individual income (exclusive of any income attributable to his or her spouse) of more than \$200,000 in each of the past two years, and represents and warrants that such Investor reasonably expects to reach the same income level in the current year.

For an Investor that has initialed item 3 of this Section II(A), such Investor shall be required to provide Internal Revenue Service forms that report the Investor's income for the two most recent years (including, but not limited to, Form W-2, Form 1099, Schedule K-1 to Form 1065, and Form 1040).

Initial

4. The Investor had joint income with his or her spouse of more than \$300,000 in each of the past two years and
- (a) such Investor represents and warrants that he or she has a reasonable expectation of reaching the joint income level necessary to qualify as an accredited investor

please initial here:_____

AND

- (b) such Investor's spouse represents and warrants that he or she has a reasonable expectation of reaching the joint income level necessary to qualify as an accredited investor

please initial here:_____

For an Investor that has initialed item 4 of this Section II(A), such Investor and such Investor's spouse may be required to provide Internal Revenue Service forms that report the Investor's and the Investor's spouse's income for the two most recent years (including, but not limited to, Form W-2, Form 1099, Schedule K-1 to Form 1065, and Form 1040).

FOR CORPORATIONS, PARTNERSHIPS, EMPLOYEE BENEFIT PLANS OR IRA

(Please initial as appropriate)

(B) Corporations, Partnerships, Employee Benefit Plans or IRA

1. Has the subscribing entity been formed for the specific purpose of investing in the Units?
_____ (yes/no)

Work Hard Play Hard Train Hard, Inc.

If your answer to question 1 is "No," CHECK whichever of the following statements (a-e) is applicable to the subscribing entity. If your answer to question 1 is "Yes," the subscribing entity must be able to certify to statement (2) below in order to qualify as an "accredited investor."

The undersigned entity certifies that it is an "accredited investor" because it is:

(a) _____ an employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974, provided that the investment decision is made by a plan fiduciary, as defined in section 3(21) of such Act, and the plan fiduciary is a bank, savings and loan association, insurance company or registered investment adviser; or

(b) _____ an employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974 that has total assets in excess of \$5,000,000; or

(c) _____ each of its shareholders, partners, or beneficiaries meets at least one of the conditions described above under Section II, A, INDIVIDUAL ACCOUNTS. Please also CHECK the appropriate space in that section; or

(d) _____ the plan is a self-directed employee benefit plan and the investment decision is made solely by a person that meets at least one of the conditions described above under Section II, A, INDIVIDUAL ACCOUNTS. Please also CHECK the appropriate space in that section; or

(e) _____ a corporation, a partnership, limited liability company, or a Massachusetts or similar business trust with total assets in excess of \$5,000,000.

2. If the answer to Question B.1. above is "Yes," please certify the statement below is true and correct:

_____ The undersigned entity certifies that it is an accredited investor because each of its shareholder or beneficiaries meets at least one of the conditions described above under Section II, A, INDIVIDUAL ACCOUNTS. Please also CHECK the appropriate space in that section.

(C) Trust Accounts

1. Has the subscribing entity been formed for the specific purpose of investing in the Units?
_____ (yes/no)

If your answer to question 1 is "No," CHECK whichever of the following statements (a-c) is applicable to the subscribing entity. If your answer to question 1 is "Yes," the subscribing entity must be able to certify to the statement (c) below in order to qualify as an "accredited investor."

The undersigned trustee certifies that the trust is an "accredited investor" because:

(a) _____ the trust has total assets in excess of \$5,000,000 and the investment decision has been made by a "sophisticated person;" **or,**

(b) _____ the trustee making the investment decision on its behalf is a bank (as defined in Section 3(a)(2) of the Act), a saving and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act, acting in its fiduciary capacity; **or,**

Work Hard Play Hard Train Hard, Inc.

(c) _____ the grantor(s) of the trust may revoke the trust at any time and regain title to the trust assets and has (have) retained sole investment control over the assets of the trust and the (each) grantor(s) meets at least one of the conditions described above under Section II, A, INDIVIDUAL ACCOUNTS. Please also CHECK the appropriate space in that section.

ONLY FILL OUT THE FOLLOWING SECTION IF YOU ARE AN ENTITY

AUTHORIZATION OF REPRESENTATIVE(S)/AGENT(S)

Set forth below are the names of persons authorized by the Investor to give and receive instructions between the Company and the Investor, together with their respective signatures. Such persons are the only persons so authorized until further notice to the Company.

(Please attach additional pages if needed)

Name	Signature

Address of Authorized Representative/Agent *(No P.O. Boxes Please, if any):*

Telephone number

Fax number

Work Hard Play Hard Train Hard, Inc.

Please provide the following information for an individual(s), if any, who, directly or indirectly, through any contract arrangement, understanding, relationship, or otherwise owns 25% or more of the equity interests of the legal entity.

Beneficial Owner (if required)

Full Mailing Address:

Mr. Mrs. Ms. Miss Dr. Other _____

Date of birth

SSN (US persons)

The following materials must also be provided to the Company:

A government issued form of picture identification (e.g., passport, driver's license, other government-issued document evidencing nationality or residence and bearing a photograph or similar safeguard).

Second Beneficial Owner (if required)

Full Mailing Address:

Mr. Mrs. Ms. Miss Dr. Other _____

Date of birth

SSN (US persons)

The following materials must also be provided to the Company:

A government issued form of picture identification (e.g., passport, driver's license, other government-issued document evidencing nationality or residence and bearing a photograph or similar safeguard).

Third Beneficial Owner (if required)

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Full Mailing Address:

Mr. Mrs. Ms. Miss Dr. Other _____

Date of birth

SSN (US persons)

The following materials must also be provided to the Company:

A government issued form of picture identification (e.g., passport, driver's license, other government-issued document evidencing nationality or residence and bearing a photograph or similar safeguard).

Fourth Beneficial Owner (if required)

Full Mailing Address:

Mr. Mrs. Ms. Miss Dr. Other _____

Date of birth

SSN (US persons)

The following materials must also be provided to the Company:

A government issued form of picture identification (e.g., passport, driver's license, other government-issued document evidencing nationality or residence and bearing a photograph or similar safeguard).

EXHIBIT B
INDIVIDUALS

IN WITNESS WHEREOF, the parties hereto have executed this Subscription Agreement as of the dates set forth below.

Dated: _____, 2019

Signature(s):

Name (Please Print):

Residence Address:

Phone Number:

(_____) _____ - _____

Cellular Number:

(_____) _____ - _____

Social Security Number:

Email Address:

_____ @ _____

Purchaser Wire Instructions:
(in the event of a rejection or
reduction)

ACCEPTANCE

Work Hard Play Hard Train Hard, Inc.
(a Delaware corporation)

Date: _____, 2019

By: _____

Name:

Title:

CORPORATIONS, PARTNERSHIPS, TRUSTS OR OTHER ENTITIES

IN WITNESS WHEREOF, the parties hereto have executed this Subscription Agreement as of the dates set forth below.

Dated: _____, 2019

Name of Purchaser (Please Print):

Signature(s)::

Name (Please Print):

Title:

Address:

Phone Number:

(_____) _____ - _____

Cellular Number:

(_____) _____ - _____

Taxpayer ID Number:

Email Address:

_____ @ _____

Purchaser Wire Instructions:
(in the event of a rejection or
reduction)

ACCEPTANCE

Work Hard Play Hard Train Hard, Inc.
(a Delaware corporation)

Date: _____, 2019

By: _____

Name:

Title:

EXHIBIT C

ACKNOWLEDGEMENT

Any reference in the Transaction Documents to “**Public Offering**” means a public offering of common stock (or common stock and warrants) by the Company, including without limitation a public offering of securities pursuant to Regulation A promulgated under the Securities Act, resulting in gross proceeds to the Company of \$5 million or more.

There is a diverse set of risk factors to be considered when investing in a new issue of securities such as these. You acknowledge that you have reviewed the risk factors provided on Exhibit A to the Subscription Agreement. Any one of the risks described therein (in addition to other risks not described therein) could have a material and adverse effect on the success of the Company, including but not limited to the price of the Company’s common stock and the overall stability or success of an investment in the Company’s securities. There are no assurances that the Company will succeed in mitigating these risks.

EXHIBIT D

Summary of Process for Verification of Accredited Investor Status

The definition of an individual accredited investor under the Securities Act of 1933, Rule 501(a) is that you have (i) gross individual income of \$200,000 – or \$300,000 with your spouse if filing jointly – in both of the previous 2 years with a reasonable expectation that you will attain that level of income in the current year, or; (ii) individual net worth (excluding primary residence) – or joint net worth with a spouse – in excess of \$1,000,000. You may wish to visit the SEC website to learn more, and view their Accredited Investor Brochure. Note that income verification is valid for 12 months from the date we confirm it, while net worth verification is only valid for 3 months from the date we confirm it. Unverified investors will not be permitted to participate in this Offering.

3 Ways to Get Verified

1. Please have your CPA, attorney, registered investment advisor, or broker-dealer email us a letter on their letterhead, using this template (the pro-letter document provided below), attesting to your status as an accredited investor based upon their knowledge of your income or your net worth. This letter must be dated within the prior 60 days.
2. You may instead send income verification documents (such as IRS Forms 1040 or W-2) for us to review that evidence of your income for the prior two years.
3. You may instead send asset verification documents (such as bank or brokerage statements dated within the past 60 days), which we will review. If you use this method we will request a credit report from a national credit reporting agency to verify your debt, obtain a letter from you verifying that no debt exists other than what appears on the credit report, and calculate your estimated net worth to assist us in making a determination.

[CERTIFIER LETTERHEAD]

Accredited Status Certification Letter

[Date]

Work Hard Play Hard Train Hard, Inc.
14 East 4th Street, Unit 1106
New York, NY 10012

Re: Determination of Accredited status

Dear _____:

[Client name] (“Client”) has asked us to provide [name of issuer] with this letter to assist you in your determination of whether Client is an “accredited investor” as defined in Rule 501(a) of the Securities Act of 1933, as amended (the “Securities Act”).

[I/We] hereby certify that [I/we] [am/are] (please check the appropriate box):

- [] a registered broker-dealer, as defined in the Securities Exchange Act of 1934;
- [] an investment adviser registered with the Securities and Exchange Commission;
- [] a licensed attorney in good standing under the laws of the jurisdictions in which I am admitted to practice law; or
- [] a certified public accountant in good standing under the laws of the place of my residence or principal office.

We draw your attention to the fact that the determination of whether a person is an accredited investor is a factual question and therefore not susceptible to a legal opinion. Accordingly, this letter is not a legal opinion and we make no representations about whether Client is an accredited investor or whether this letter is sufficient for your purposes.

In connection with this letter, we have examined and relied upon the original or copies of the following documents (the “Client Materials”):

- Tax returns for the years [] and [] (each, a “Tax Year”) filed by Client and [his/her] spouse on Form 1040 (the “Tax Returns”), accompanied by a certificate of the Client that that the copies of the Tax Returns provided were true, correct and complete, filed with the appropriate office of the Internal Revenue Service, prepared in full compliance with applicable law and governmental regulations and have not been amended.
- A certificate executed by Client and [his/her] spouse, attached hereto, addressed to the Issuer and us, stating such persons: (i) have had a joint income in excess of \$300,000 in each of the two most-recent years and a reasonable expectation of joint income in the current year in excess of \$300,000; or (ii) have a joint “net worth” with Client’s spouse in excess of \$1,000,000,
- A certificate executed by Client, attached hereto, addressed to the Issuer and us, stating such person: (i) has had an individual income in excess of \$200,000 in each of the two most-recent years and a reasonable

expectation of income in the current year in excess of \$200,000; or (ii) has an individual “net worth” in excess of \$1,000,000.

- Form 1099 filed with the Internal Revenue Service by Client [and [his/her] spouse] for the two most-recent years;
- Schedule K-1 of Form 1065 filed with the Internal Revenue Service by Client [and [his/her] spouse] for the two most recent-years;
- Form W-2 issued by the Internal Revenue Service to Client [and [his/her] spouse] for the two most recent-years;
- Other Internal Revenue Service documents (please specify): _____.
- bank statements, brokerage statements and other statements of securities holdings, certificates of deposit, tax assessments, or appraisal reports issued by independent third parties to Client, dated within three months of the date of this Letter;
- a consumer or credit report from at least one of the nationwide consumer reporting agencies indicating Client’s liabilities, dated within three months of the date of this Letter;
- other documents (please specify): _____.

We have not conducted any other investigation or inquiries of Client, and have not determined whether the above documents were accurately prepared, agree with source documents, were properly filed or otherwise.

By rendering this letter, we do not intend to waive any attorney-client privilege, as applicable. This letter is limited to the matters set forth herein and speaks only as of the date hereof. Nothing may be inferred or implied beyond the matters expressly contained herein. This letter may be relied upon by you and only in connection with an offering under Rule 506(c) and only for 30 days from the date of this letter. This letter may not be used, quoted from, referred to or relied upon by you or by any other person for any other purpose, nor may copies be delivered to any other person, without in each instance our express prior written consent. We assume no obligation to update this letter.

Very truly yours,

[CERTIFIER]:

By: _____

Name: _____

Title: _____

**Below are the definitions of accredited investor status for individuals and corporations.
You may also wish to visit the SEC website to learn more, and view the Accredited Investor Brochure.**

**Accredited
Investor**

Accredited investor. Accredited investor shall mean any person who comes within any of the following categories at the time of the sale of the securities to that person:

(1) Any 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 its individual or fiduciary capacity; any broker or dealer registered pursuant to section 15 of the Securities Exchange Act of 1934; any insurance company as defined in section 2(a)(13) of the Securities 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 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;

(2) Any private business development company as defined in section 202(a)(22) of the Investment Advisers Act of 1940;

(3) Any organization described in section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;

(4) Any director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer;

(5) Any natural person whose individual net worth, or joint net worth with that person's spouse, exceeds \$1,000,000.

(i) Except as provided in paragraph (a)(5)(ii) of this section, for purposes of calculating net worth under this paragraph (a)(5):

(A) The person's primary residence shall not be included as an asset;(B) 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(C) 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;

(ii) Paragraph (a)(5)(i) of this section will not apply to any calculation of a person's net worth made in connection with a purchase of securities in accordance with a right to purchase such securities, provided that:

(A) Such right was held by the person on July 20, 2010;(B) The person qualified as an accredited investor on the basis of net worth at the time the person acquired such right; and(C) The person held securities of the same issuer, other than such right, on July 20, 2010.

(6) Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;

(7) Any 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 sophisticated person as described in §230.506(b)(2)(ii); and

(8) Any entity in which all of the equity owners are accredited investors.

(Securities Act of 1933, Rule 501(a))