

Wholesale Investor Certificate – Investment Activity Criteria

Warning

The law normally requires people who offer financial products to give information to investors before they invest. This information is designed to help investors make an informed decision.

If you are a wholesale investor, the usual rules do not apply to offers of financial products made to you. As a result, you may not receive a complete and balanced set of information. You will also have fewer other legal protections for these investments.

Ask questions, read all documents carefully, and seek independent financial advice before committing yourself.

Offence

It is an offence to give a certificate knowing that it is false or misleading in a material particular. The offence has a penalty of a fine not exceeding \$50,000.

Financial Markets Conduct Act Declaration for an investment in Heartland Investments Limited

In accordance with clause 44 of Schedule 1 of the Financial Markets Conduct Act 2013 (**Act**), I,

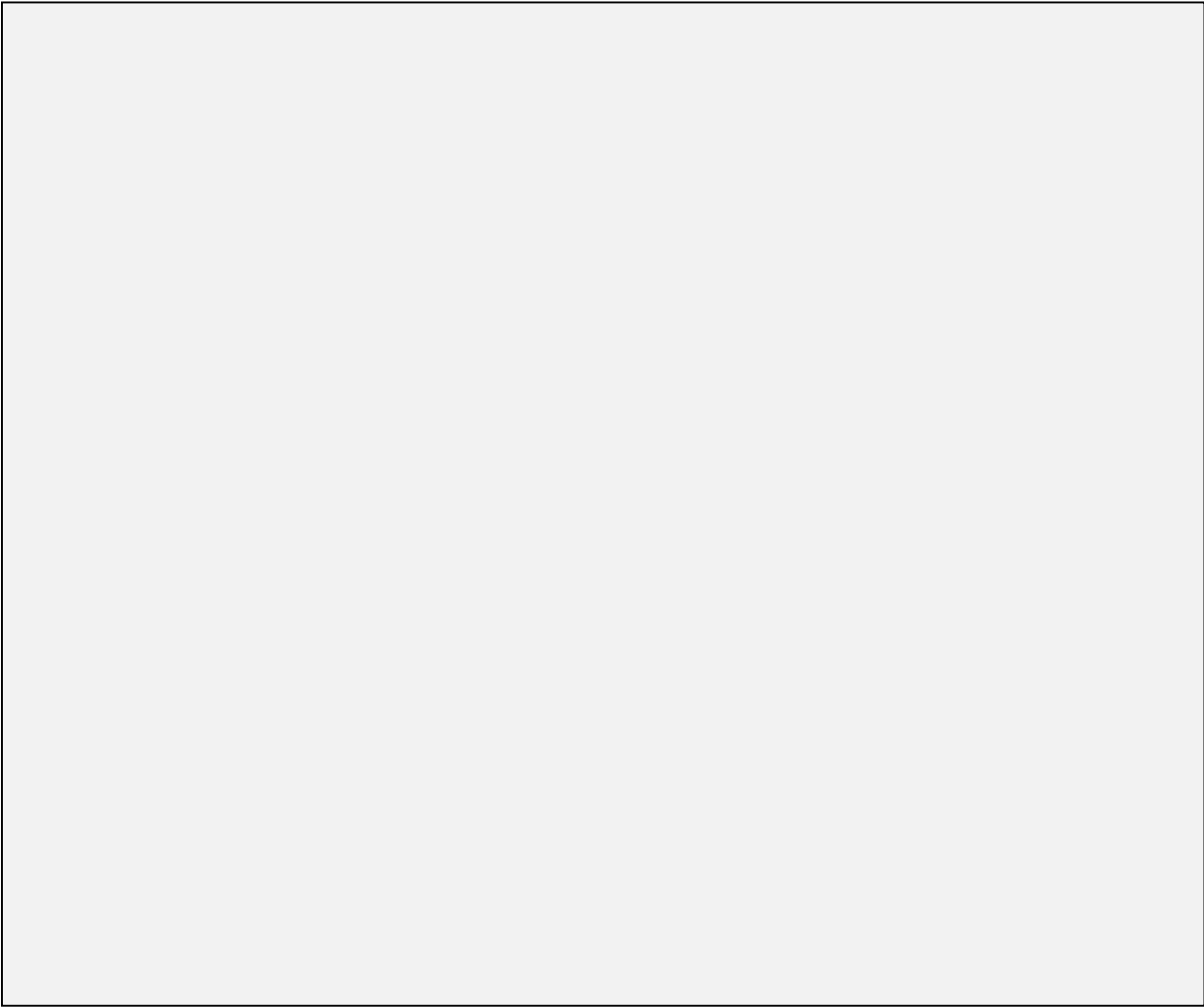
_____ (**Investor**) make this certification in relation to an offer of financial products by Heartland Investments Limited (**Heartland**) or any nominee company set up by Heartland for the purpose of investment (together, the **Heartland Group**), and certify that I am a wholesale investor (as that term is defined in clause 3(2) of Schedule 1 of the Act) because I meet the investment criteria specified in clause 38 of Schedule 1 of the Act.

I understand the consequences of certifying myself to be a wholesale investor as defined in the Act.

Yes / No

The grounds upon which I make this certification are as follows:

Please describe the circumstances which enable you to give this certificate.



This certificate is given to each entity that is a member of the Heartland Group.

Name: _____

Signed: _____

Date: _____

For Heartland Investments office use only:

Approved by:

Director of Heartland Investments Limited