

GoCoin LLC

To: Prospective investors acquiring promissory notes convertible into membership units (collectively, the "Securities") offered by GoCoin LLC (the "Company")

Re: Requirement to Submit an Accredited Investor Representation Letter

The Securities are being sold only to "accredited investors" ("**Accredited Investors**") as defined in Rule 501(a) of Regulation D of the Securities Act of 1933, as amended (the "**Securities Act**"). The purpose of the attached Accredited Investor Representation Letter (the "**Letter**") is to collect information from you to determine whether you are an Accredited Investor and otherwise meet the suitability criteria established by the Company for investing in the Securities.

As part of verifying your status as an Accredited Investor, you may be asked to submit supporting documentation as described in the Letter. It is possible that you were not required to submit this type of information in past offerings in which you have participated. However, changes made to Regulation D in September 2013 together with the nature of this offering under Rule 506(c) impose additional obligations on the Company to verify that each investor is in fact an Accredited Investor. Accordingly, you must fully complete and sign the Letter, and deliver all required supporting documentation, before the Company will consider your proposed investment.

By submitting the Letter, you agree to either:

- **Provide the required supporting documentation within five days after the date that you submit the Letter, or**
- **Have your attorney, CPA, investment advisor or broker dealer complete an verification letter such as the one attached as Exhibit A, page 10 and return it to the Company, or**
- **Direct the Company to provide your attorney, CPA, investment advisor or broker dealer with a verification letter such as the one attached as Exhibit B, page 13, that he or she must complete and return to the Company.**

All of your statements in the Letter and all required supporting documentation delivered by you or on your behalf in connection with the Letter (collectively, the "**Investor Information**") will be treated confidentially. However, you understand and agree that the Company may present the Investor Information to such parties as it deems appropriate to establish that the issuance and sale of the Securities (a) is exempt from the registration requirements of the Securities Act or (b) meets the requirements of applicable state securities laws.

You understand that the Company will rely on your representations and other statements and documents included in the Investor Information in determining your status as an Accredited Investor, your suitability for investing in the Securities and whether to accept your subscription for the Securities.

The Company reserves the right, in its sole discretion, to verify your status as an Accredited Investor using any other methods that it may deem acceptable from time to time. However, you should not expect that the Company will accept any other such method. The Company may refuse to accept your request for investment in the Securities for any reason or for no reason.

ACCREDITED INVESTOR REPRESENTATION LETTER

GoCoin LLC
c/o GoCoin U.S., Inc.
227 Broadway
Suite 300
Santa Monica, CA 90401
Attn.: Steve F. Beauregard

Dear Mr. Beauregard:

I am submitting this Accredited Investor Representation Letter (the "**Letter**") in connection with the offering promissory notes convertible into membership units (collectively, the "**Securities**") of GoCoin LLC (the "**Company**"). I understand that the Securities are being sold only to accredited investors ("**Accredited Investors**") as defined in Rule 501(a) of Regulation D of the Securities Act of 1933, as amended (the "**Securities Act**").

I hereby represent and warrant to the Company that I qualify as an Accredited Investor on the basis that:

*(You **must** choose Part A or B below and check the applicable boxes.)*

A. I am a **NATURAL PERSON** and:

(An investor using this Part A must check box (1), (2), (3) or (4).)

- ☐ (1) **Income Test:** My individual income exceeded \$200,000 in each of the two most recent years or my joint income together with my spouse exceeded \$300,000 in each of those years; **and** I reasonably expect to earn individual income of at least \$200,000 this year or joint income with my spouse of at least \$300,000 this year.

To support the representation in A(1) above:

*(You **must** check box (a), (b) or (c).)*

- ☐ (a) I will deliver to the Company copies of Form W-2, Form 1099, Schedule K-1 of Form 1065 or a filed Form 1040 for each of the two most recent years showing my income or my joint income with my spouse as reported to the IRS for each of those years. I understand that I may redact such documents to avoid disclosing personally identifiable information, such as Social Security numbers, that is not necessary to confirm annual income.

OR

☐ (b) My salary or my joint salary with my spouse is publicly available information that has been reported in a document made available by the U.S. government or any state or political subdivision thereof (for example, reported in a filing with the Securities and Exchange Commission) and I will deliver to the Company copies of such publicly available materials identifying me or me and my spouse by name and disclosing the relevant salary information for each of the two most recent years.

OR

☐ (c) In accordance with the procedures described below under the heading "Independent Third-Party Verification," I will assist in arranging for a registered broker-dealer, SEC-registered investment adviser, licensed attorney, or certified public accountant to deliver to the Company written confirmation of my status as an Accredited Investor based on my individual income or my joint income together with my spouse.

☐ (2) **Net Worth Test:** My individual net worth, or my joint net worth together with my spouse, exceeds \$1,000,000.

For these purposes, "net worth" means the excess of: total assets at fair market value (including all personal and real property, but excluding the estimated fair market value of my primary residence) **minus** total liabilities.

For these purposes, "liabilities": exclude any mortgage or other debt secured by my primary residence in an amount of up to the estimated fair market value of that residence; but include any mortgage or other debt secured by my primary residence in an amount in excess of the estimated fair market value of that residence.

I confirm that my total individual liabilities, or my total joint liabilities together with my spouse, do not exceed \$_____. I represent that all liabilities necessary to determine my individual net worth, or my joint net worth together with my spouse, for the purpose of determining my status as an Accredited Investor are reflected in the dollar amount in the preceding sentence.

In addition, I confirm that I have not incurred any incremental mortgage or other debt secured by my primary residence in the 60 days preceding the date of this Letter, and I will not incur any incremental mortgage or other debt secured by my primary residence prior to the date of the closing for the sale of the Securities. I agree to promptly notify the Company if, between the date of this Letter and the date of the closing for the sale of the Securities, I incur any incremental mortgage or other debt secured by my primary residence.

(NOTE: If the representation in the first sentence of this paragraph is untrue or becomes untrue prior to the date of the closing for the sale of the Securities, you may still be able to invest in the Securities. However, you must first contact the Company for additional instructions on how to calculate your net worth for purposes of this offering.)

To support the representations in A(2) above:

*(You **must** check box (a) or (b).)*

☐ (a) I will deliver to the Company:

(i) Copies of bank statements, brokerage statements, other statements of securities holdings, certificates of deposit, tax assessments and/or appraisal reports issued by independent third parties that show my individual assets or my joint assets together with my spouse;

and

(ii) A copy of a consumer credit report for me (or copies of consumer credit reports for me and my spouse) issued by TransUnion, EquiFax or Experian.

I understand that each document described in paragraphs (i) and (ii) above must be dated no earlier than three months prior to the date of the closing for the sale of the Securities. I understand that I may redact any of these documents to avoid disclosing personally identifiable information, such as Social Security numbers, that is not necessary to confirm net worth.

OR

☐ (b) In accordance with the procedures described below under the heading "Independent Third-Party Verification," I will assist in arranging for a registered broker-dealer, SEC-registered investment adviser, licensed attorney, or certified public accountant to deliver to the Company written confirmation of my status as an Accredited Investor based on my individual net worth or my joint net worth together with my spouse.

☐ (3) Company Insider: I am a director or executive officer of the Company.

☐ (4) Existing security holder from Rule 506(b) offering **before September 23, 2013**. I am an existing security holder of the Company and each of the following statements is true:

*(An investor using this Part A(4) **must** check all four of the boxes (a) through (d) below.)*

- ☐ (a) I have previously purchased securities issued by the Company in a Rule 506 offering as an Accredited Investor, and that offering was consummated before September 23, 2013;
- ☐ (b) I continue to hold the Company securities purchased in that Rule 506 offering;
- ☐ (c) I certify that I qualify as an Accredited Investor as of the date of this Letter; and
- ☐ (d) I undertake to promptly notify the Company if I cease to qualify as an Accredited Investor at any time between the date of this Letter and the date of the closing for the sale of the Securities.

B. I am a LEGAL ENTITY that is:

*(An investor using this Part B **must** check at least one box below. **NOTE:** An investor that checks any of boxes B(1) through B(12) must contact the Company for additional instructions.)*

- ☐ (1) 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 its individual or fiduciary capacity.
- ☐ (2) A broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended.
- ☐ (3) An insurance company as defined in the Securities Act.
- ☐ (4) An investment company registered under the Investment Company Act of 1940 (the "Investment Company Act").
- ☐ (5) A business development company as defined in Section 2(a)(48) of the Investment Company Act.
- ☐ (6) A private business development company as defined in the Investment Advisors Act of 1940.
- ☐ (7) A Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or 301(d) of the Small Business Investment Act of 1958.
- ☐ (8) An 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, with total assets in excess of \$5,000,000.
- ☐ (9) 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 such plan has total assets in excess of \$5,000,000.
- ☐ (10) An employee benefit plan within the meaning of Title I of the Employment Retirement Income Security Act of 1974, if the investment decision is made by a plan

fiduciary, as defined in such Act, which is either a bank, savings and loan association, insurance company, or registered investment advisor, or if the employee benefit plan has total assets in excess of \$5,000,000, or if a self-directed plan, the investment decisions are made solely by persons that are accredited investors.

- ☐ (11) A trust with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the Securities, whose purchase is directed by a "sophisticated" person.
- ☐ (12) An entity in which all of the equity owners are Accredited Investors.

(NOTE: If box (12) is checked, each equity owner of the entity must individually complete and submit to the Company its own copy of this Letter.)

INDEPENDENT THIRD-PARTY VERIFICATION

(NOTE: An investor should only complete this section if, in Part A(1)(c) or A(2)(b) above, you have agreed to arrange for a third party to deliver written confirmation of your status as an Accredited Investor.)

To verify my status as an Accredited Investor (*choose one*):

☐ I will request that the following person will send the Company a Verification Letter substantially in the form attached as Exhibit A; **OR**

☐ I hereby request that the Company or its agent or representative contact the following person or firm a Verification Letter substantially in the form attached as Exhibit B.

Name: _____

Firm name: _____

Email: _____

Telephone: _____

Address: _____

☐ registered broker-dealer

☐ SEC-registered investment adviser

☐ licensed attorney

☐ certified public accountant

(NOTE: You must check one of the boxes above. If none are applicable, then you may not rely on independent third-party verification and you must instead directly submit to the Company copies of the other supporting documentation described in Part A(1)(a), A(1)(b) or A(2)(a) above.)

I hereby authorize the Company and its agents to communicate with the person or firm named above to obtain such verification.

I understand that I am solely responsible for paying any fees charged by the person or firm named above in connection with verifying my status as an Accredited Investor.

SUPPORTING DOCUMENTATION

Within five days after the date that I submit this Letter to the Company, I will deliver to the Company, or arrange to have delivered to the Company on my behalf, all required supporting documentation.

All supporting documentation must be submitted to the Company either electronically, in PDF form, to brendan@gocoin.com or (b) mailing it to 227 Broadway Suite 300, Santa Monica, CA 90401, Attn.: Brendan Garvey.

I understand that the Company may request additional supporting documentation from me in order to verify my status as an Accredited Investor and I hereby agree to promptly provide any such additional supporting documentation.

I further understand that, even if I complete and execute this Letter and provide all additional supporting documentation requested by the Company, the Company may in its sole discretion refuse to accept my subscription for the Securities for any reason or for no reason.

RELIANCE ON REPRESENTATIONS; INDEMNITY

I understand that the Company and its counsel are relying upon my representations in the Letter and upon the supporting documentation to be delivered by me or on my behalf in connection with the Letter (collectively, the "**Investor Information**"). I agree to indemnify and hold harmless the Company, its directors, officers, shareholders, managers, members, representatives and agents, and any person who controls any of the foregoing, against any and all loss, liability, claim, damage and expense (including reasonable attorneys' fees) arising out of or based upon any misstatement or omission in the Investor Information or any failure by me to comply with any covenant or agreement made by me in the Investor Information.

SHARING OF INVESTOR INFORMATION

I understand and agree that the Company may present the Investor Information to such parties as it deems appropriate to establish that the issuance and sale of the Securities (a) is exempt from the registration requirements of the Securities Act or (b) meets the requirements of applicable state securities laws.

INVESTOR'S SIGNATURE AND CONTACT INFORMATION

Date: _____

Name: _____

Signature: _____

Email address: _____

Mailing address: _____

Telephone number: _____

SPOUSE'S SIGNATURE AND CONTACT INFORMATION

*(NOTE: The investor's spouse need only sign this letter if the investor is a natural person proving its accredited investor status based on **joint income** or **joint net worth** with the spouse under Part A(1)(a) or Part A(2)(a). A spouse who signs this letter makes all representations set out in this letter, including those relating to joint income or joint net worth, as applicable.)*

Date: _____

Name: _____

Signature: _____

Email address: _____

Mailing address: _____

Telephone number: _____

EXHIBIT A:

FORM OF VERIFICATION LETTER FROM INDEPENDENT THIRD-PARTY

_____ [INSERT NAME OF PROSPECTIVE INVESTOR] (“**Client**”) has requested that the undersigned provide GoCoin LLC (the “**Company**”) with this Status Verification Letter (this “**Status Letter**”) to assist the Company in its verification of Client’s status as an “accredited investor” within the meaning of Rule 501(a) of the Securities Act of 1933, in connection with Client’s potential purchase of securities (the “**Securities**”) offered for sale by the Company.

[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.

Based solely on a review of the Client Materials (as defined below), the undersigned hereby advises you that Client satisfies one or more of the following criteria (**check all boxes that apply**):

- ☐ a natural person whose individual “net worth”¹ or joint net worth with Client’s spouse, exceeds \$1,000,000; or
- ☐ a natural person who had an individual income in excess of \$200,000 in each of the two most-recent years or joint income with Client’s spouse in excess of \$300,000 in each of those years.

In connection with this Status Letter, the undersigned has reviewed the original or photocopies of the following documents as supplied by Client (the “**Client Materials**”).

(please check the appropriate box or boxes)

- ☐ Form 1040 filed with the Internal Revenue Service by Client [and[his/her] spouse] for the two most-recent years;
- ☐ 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; Reasonable Steps to Verify 5

¹ “Net worth” means the excess of total assets at fair market value over total liabilities. For the purposes of determining “net worth,” the value of Client’s primary residence is excluded as an asset. In addition, any liabilities secured by Client’s primary residence are included in total liabilities for purposes of this calculation only if and to the extent that: (1) such liabilities exceed the fair market value of the residence; or (2) such liabilities were incurred within 60 days before the date hereof (other than as a result of the acquisition of the residence).

- ☐ 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 Status 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 Status Letter;
- ☐ other documents (please specify):

_____.

Disclaimers and Limitations:

In delivering this Status Letter, [I/we] have relied upon and assumed the accuracy of the Client Certifications below. [I/We] do not have any basis which causes [me/us] to believe the Client Materials are not accurate or complete; however, [I/we] have not conducted any independent investigation or evaluation of the Client Materials or the underlying information reflected therein. [I/We] make no representation or warranty that Client Materials were accurately prepared, agree with source documents, or were properly filed, or otherwise vouch for the accuracy of the Client Materials.

This Status Letter is limited to the matters expressly set forth herein and speaks only as of the date set forth below. Nothing may be inferred or implied beyond the matters expressly contained herein. This Status Letter may be relied upon by the Company in connection with the offering and sale of the Securities. This Status Letter may not be used, quoted from, referred to, or relied upon by the Company or by any other person for any other purpose. The undersigned assumes no obligation to update this letter. The undersigned assumes no obligation or liability for the Company's determination of the status of Client as an accredited investor.

Dated: _____

Name

Signature

By: _____ (if applicable)

Title: _____ (if applicable)

(NOTE: If you prefer to use a different form of documentation to confirm the Prospective Investor's status as an Accredited Investor, please submit your alternative form of verification to the Company using one of the methods listed in the last full paragraph above. Note that if you use a different form of verification, it must be signed and dated and include, at a minimum: (a) confirmation of your status as [a registered broker-dealer/an SEC-registered investment adviser/a licensed attorney in good standing under the laws of the jurisdictions in which you are admitted to practice/a certified public accountant duly registered and in good standing under the laws of the jurisdiction of your residence or principal office] ; (b) a statement that you have taken reasonable steps to verify, that the Prospective Investor qualifies as an Accredited Investor based on [his/her] [income/net worth]; (c) a statement that, based on those steps, you have determined that the Prospective Investor is an Accredited Investor; (d) the date as of which you most recently made that determination; (e) a statement that, to your knowledge after reasonable investigation, no facts, circumstances or events have arisen after that date that lead you to believe that

the Prospective Investor has ceased to be an Accredited Investor; and (f) an acknowledgement that the Company will rely on your letter in determining the Prospective Investor's eligibility to participate in the Offering and your consent to such reliance.)

EXHIBIT B:

FORM OF COMPANY VERIFICATION LETTER TO INDEPENDENT THIRD-PARTY

[GOCOIN LLC LETTERHEAD]

[FIRM NAME OR INDIVIDUAL NAME OF INDEPENDENT THIRD-PARTY]

[ADDRESS FOR INDEPENDENT THIRD-PARTY]

Dear [Mr./Mrs.] [NAME]:

Your client, [NAME OF PROSPECTIVE INVESTOR] (the "**Prospective Investor**"), has asked us to contact you directly to request that you verify the Prospective Investor's status as an "accredited investor" as that term is defined in Rule 501(a) of Regulation D of the Securities Act of 1933, as amended (an "**Accredited Investor**"). We are requesting this verification to ensure that the Prospective Investor is eligible to participate in a placement of securities (the "**Offering**") by GoCoin LLC (the "**Company**") that is only open to Accredited Investors.

Based on representations made to us by the Prospective Investor, we understand that you are [a registered broker-dealer/an SEC-registered investment adviser/a licensed attorney/a certified public accountant]. We further understand that the Prospective Investor qualifies as an Accredited Investor based on [his/her] [income/net worth] (calculated pursuant to Rule 501(a) of Regulation D), and that you have undertaken an independent analysis of the Prospective Investor's status as an Accredited Investor at least once during the three-month period preceding the date of this letter.

Kindly check box (a) or (b) below and complete the blank, as applicable:

☐ (a) I am [a registered broker-dealer/an SEC-registered investment adviser/a licensed attorney in good standing under the laws of the jurisdictions in which I am admitted to practice/a certified public accountant duly registered and in good standing under the laws of the jurisdiction of my residence or principal office]. I have taken reasonable steps to verify that the Prospective Investor is an Accredited Investor based on [his/her] [income/net worth] (whether individual or together with [his/her] spouse) and, based on those steps, I have determined that the Prospective Investor is an Accredited Investor. The most recent date as of which I have made such determination is _____. To my knowledge after reasonable investigation, no facts, circumstances or events have arisen after that date that lead me to believe that the Prospective Investor has ceased to be an Accredited Investor. I acknowledge that the Company will rely on this letter in determining the Prospective Investor's eligibility to participate in the Offering and I consent to such reliance.

☐ (b) I cannot confirm the Prospective Investor's status as an Accredited Investor. Once completed, please sign below and submit a copy of the countersigned letter to the Company by (a) emailing it in PDF form to brendan@gocoin.com or (b) mailing it to 227 Broadway Suite 300, Santa Monica, CA 90401, Attn.: Brendan Garvey.

{Signatures Follow}

GoCoin LLC

By: _____

Name:

Title:

Date:

Countersigned:

[FIRM NAME]

By: _____

Name:

Title:

Date:

cc: [NAME OF PROSPECTIVE INVESTOR]

(NOTE: If you prefer to use a different form of documentation to confirm the Prospective Investor's status as an Accredited Investor, please submit your alternative form of verification to the Company using one of the methods listed in the last full paragraph above. Note that if you use a different form of verification, it must be signed and dated and include, at a minimum: (a) confirmation of your status as [a registered broker-dealer/an SEC-registered investment adviser/a licensed attorney in good standing under the laws of the jurisdictions in which you are admitted to practice/a certified public accountant duly registered and in good standing under the laws of the jurisdiction of your residence or principal office] ; (b) a statement that you have taken reasonable steps to verify, that the Prospective Investor qualifies as an Accredited Investor based on [his/her] [income/net worth]; (c) a statement that, based on those steps, you have determined that the Prospective Investor is an Accredited Investor; (d) the date as of which you most recently made that determination; (e) a statement that, to your knowledge after reasonable investigation, no facts, circumstances or events have arisen after that date that lead you to believe that the Prospective Investor has ceased to be an Accredited Investor; and (f) an acknowledgement that the Company will rely on your letter in determining the Prospective Investor's eligibility to participate in the Offering and your consent to such reliance.)