



DUE DILIGENCE REVIEW PROCESS

When acting in the capacity of placement agent, CAAM shall ensure that an adequate due diligence review of the issuer has been conducted. CAAM shall document the review by maintaining a list and/or report of the items reviewed along with an analysis/discussion of the items reviewed. The actual review will depend on the specific circumstances and background of the issuer. However, the following items are topics which will typically be included in the review.

[NOTE: This is not an exhaustive list as other topics may be included and some of the following topics may be excluded.]

The Designated Principal shall note his/her final approval determination based upon a substantiation of a totality of the documents and information reviewed. A sign-off form shall be maintained by CAAM which will include all of the information reviewed, any relevant comments noted and a final approval or rejection of the offering. Such approval form shall be maintained by CAAM, along with a copy of all referenced materials and information.

1 Review of Mission for Consciousness & Resilience

Prior to working with any partner or making any investment, CAAM qualifies the opportunity in terms of its Holistic nature (i.e. is there a benefit to the world?); its environment impact (i.e. is there long-term consequence to the planet?); and its culture (i.e. are hiring practices and promotions available to all?). If these categories are qualified, then we check for the sustainability of the business model before moving on to traditional diligence certification.

TRADITIONAL DILIGENCE CHECK

2 Review of the Offering Memorandum

CAAM shall conduct a review and reasonable investigation of the private placement memorandum, term sheet or other such offering memorandum. Included in such review, CAAM shall ensure that its review focuses on the risk disclosures, use of proceeds, conflicts of interest and subscription documents contained within the offering memorandum.

3 Review of the Issuer

CAAM shall conduct a reasonable investigation of the issuer and its history, including prior offerings. Specific topics might include:

- Examining the issuer's governing documents, including any charter, bylaws and partnership agreement, noting particularly the amount of its authorized stock and any restriction on its activities.
- If the issuer is a corporation, the review should determine whether it has perpetual existence.
- Examining historical financial statements of the issuer and its affiliates, with particular focus, if available, on financial statements that have been audited by an independent certified public accountant and auditor letters to management.
- Looking for any trends indicated by the financial statements.

- Inquiring about the business of affiliates of the issuer and the extent to which any cash needs or other expectations for the affiliate might affect the business prospects of the issuer.
- Inquiring about internal audit controls of the issuer.
- Contacting customers and suppliers regarding their dealing with the issuer.
- Reviewing the issuer's contracts, leases, mortgages, financing arrangements, contractual arrangements between the issuer and its management, employment agreements and stock option plans.
- Inquiring about past securities offerings by the issuer and the degree of their success while keeping in mind that simply because a certain product or sponsor historically met obligations to investors, there are no guarantees that it will continue to do so, particularly if the issuer has been dependent on continuously raising new capital. This inquiry could be especially important for any blind pool or blank-check offering.
- Inquiring about pending litigation of the issuer or its affiliates.
- Inquiring about previous or potential regulatory or disciplinary problems of the issuer.
- The review may include a credit check of the issuer.
- Inquiring about the length of time that the issuer has been in business and whether the focus of its business is expected to change.

4 Review of Management

CAAM shall conduct a reasonable review of the issuer's management and of management's background and qualifications. Specific topics might include:

- CAAM shall attempt to judge the expertise of management for the issuer's business and the extent to which management has changed or is expected to change.
- CAAM shall inquire about any regulatory or disciplinary history on the part of management and any loans or other transactions between the issuer or its affiliates and members of management that might be inappropriate or might otherwise affect the issuer's business.
- CAAM shall inquire about the forms and amount of management compensation, who determines the compensation and the extent to which the forms of compensation could present serious conflicts of interest.
- CAAM shall attempt to determine the qualifications and integrity of any board of directors or similar body of the issuer.

5 Issuer's Business Prospects

CAAM shall conduct a reasonable investigation of the issuer's business prospects, and the relationship of those prospects to the proposed price of the securities being offered. Specific topics of the investigation might include:

- Inquiring about the viability of any patent or other intellectual property rights held by the issuer.
- Inquiring about the industry in which the issuer conducts its business, the prospects for that industry, any existing or potential regulatory restrictions on that business and the competitive position of the issuer.
- Requesting any business plan, business model or other description of the business intentions of the issuer and its management and their expectations for the business, and analyzing management's assumptions upon which any business forecast is based. CAAM may (but is not required) to test models with information from representative assets to validate projected returns, break-even points and similar information provided to investors.
- Requesting financial models used to generate projections or targeted returns.
- Maintaining in CAAM's files a summary of the analysis that was performed on financial models provided by the issuer that detail the results of any stress tests performed on the issuer's assumptions and projections.

6 Issuer's Assets

CAAM shall conduct a reasonable investigation of the quality of the assets and/or facilities of the issuer. Specific topics of the investigation might include:

- Conducting site visits and/or inspections of a random sampling of the issuer's assets and/or facilities to determine whether the value of assets reflected in the financial statements is reasonable and that management's assertions concerning the condition of such assets are accurate. For real estate assets, such random site visits and inspections may also include a walk-thru of the certain property, discussions with the property manager, developer, etc. and a review of the surrounding area in general.
- Carefully examining any geological, land use, engineering or other such applicable reports issued by third-party experts that may raise red flags.
- Obtaining, with respect to energy development and exploration programs, expert opinions from engineers, geologists and others as necessary and as a basis for determining the suitability of the investment.

7 Utilization of Third Party Due Diligence

CAAM may utilize or rely upon due diligence information supplied by and received from others, including affiliates of CAAM. In doing so, CAAM shall conduct a reasonable review and examination of such materials. CAAM should maintain copies of all such information and document its review of such information. If CAAM should receive such third party due diligence information, CAAM will not rely solely on such information and will conduct its own independent due diligence examination, in conjunction with any such materials.

8 Red Flags

During the course of CAAM's investigation, it must note any information that it encounters that could be considered a "red flag" that would alert a prudent person to conduct further inquiry. When presented with red flags, CAAM must do more than simply rely upon representations by issuer's management, the disclosure in an offering document or even a due diligence report of issuer's counsel. CAAM is obliged to conduct a further, independent investigation of the red flag and to resolve/address such in its due diligence review.

9 Special Considerations When the Issuer is Affiliated with CAAM

Should the issuer be an affiliate of CAAM and should the offering be a private placement, CAAM will ensure that the requirements of FINRA Rule 5122 are followed and adhered to or a noted exemption is satisfied.

The Designated Principal shall ensure that CAAM's relationship with the issuer is disclosed to potential investors (refer to the "Disclosure of Control SEC Rule 15c1-5" and "Disclosure of Interest in Distribution SEC Rule 15c1-6" subsections in the private placement procedures of this manual).

It should be noted that simply disclosing the affiliation is not necessarily all that is required to achieve compliance with securities regulations.

The Designated Principal will verify that all required disclosures are included in the offering memorandum utilized and provided to each prospective investor. Such disclosures shall include the intended use of proceeds and offering expenses and amount of selling compensation to be paid to CAAM and its associated persons.

The Designated Principal will confirm that a copy of the offering memorandum, term sheet or other such document, and any and all amendments or exhibits related thereto, is filed with the Corporate Finance Department at or prior to such documents first use with a prospective investor.

The Designated Principal must also ensure that the affiliation does not compromise the independence as the Designated Principal performs the due diligence reviews. The Designated Principal must resolve any conflicts of interest that could impair the Designated Principals ability to conduct a thorough and independent investigation. If the Designated Principals is unable to do such, the Designated Principal must not approve the deal for CAAM to market/distribute.

10 Reliance on Counsel, Experts, and Syndicate Managers

CAAM may retain counsel or other experts to assist the firm in undertaking and fulfilling its reasonable investigation obligation. However, it must carefully review the qualifications and competency of counsel or experts retained to perform an investigation on its behalf and must ensure that all gaps or omissions in the investigation by such counsel or experts are separately addressed by CAAM. Moreover, the use of counsel or experts does not necessarily complete CAAM's investigation responsibilities, insofar as a review of the counsel's or expert's report may identify issues or concerns that require further investigation by CAAM.

Should CAAM merely be a member of a syndicate or selling group, it may be appropriate for CAAM to rely upon a reasonable investigation by the syndicate manager, provided CAAM has reason to believe that the syndicate manager has the expertise and absence of conflicts to engage in a thorough and independent inquiry, and that it has in fact performed such an inquiry with respect to the particular offering. If CAAM intends to rely upon the efforts of a syndicate manager it shall meet with the manager or conduct an interview of same, obtain a description of the manager's reasonable investigation efforts, and ask questions of the manager concerning the independence and thoroughness of the manager's exercise of its responsibilities. If CAAM has reason to believe that the syndicate manager has not addressed a particular issue that CAAM feels is material, then CAAM will be responsible for conducting its own review of this item.

The Designated Principal shall be responsible for overseeing the due diligence review and the Designated Principal shall maintain the records discussed above and shall initial the due diligence report/checklist to evidence the oversight.