



## Manaia, LLC is Testing the Waters to Evaluate Investor Interest

### RESERVATION AGREEMENT FOR MANAIA, LLC UTILITY TOKEN (Including investment representations)

#### IMPORTANT:

**This document contains significant representations.  
Please read carefully before signing.**

Manaia, LLC  
Attn: Eric Hanson  
2612 Belgian Ct.  
Fort Collins, CO. 80526

Ladies and Gentlemen:

I, \_\_\_\_\_

[PLEASE PRINT OR TYPE NAME OF INDIVIDUAL/ENTITY]

desire to **reserve** a potential future purchase of Company Utility Tokens by Manaia, LLC, a Colorado limited liability company (the "Company").

I understand that this "Test the Waters" Reservation Agreement is a **reservation to acquire Company Utility Tokens** in the event Manaia proceeds with its Regulation CF Exemption and files the Form C with a Crowd Funding platform or Broker Dealer. As of this date Manaia LLC has NOT filed Form C and does not have one for review. If this Reservation Agreement becomes **active** (the filing of Form C with a Broker Dealer or Regulation Crowd Funding Platform) and has been accepted, **I have reserved the right** to the Company Utility Tokens with each Token representing \$.05 capital commitment. If I choose not to file this reservation I cannot be guaranteed any Company Utility Tokens will be available. Further this reservation represents a discounted Company Utility Token price only available through this reservation. Once Form C has been submitted purchases of the Company Utility Token may not be available and if available may be at a significant price increase.

1. No money or other consideration is being solicited, and if sent, will not be accepted.
2. No offer to buy the securities can be accepted and no part of the purchase price can be received until the offering statement is filed and only through an intermediary's platform; and
3. A prospective purchaser's indication of interest is non-binding.

**Residence.** I am a bona fide resident of (or, if an entity, the entity is domiciled in) the:

\_\_\_\_\_  
[PLEASE INSERT NAME OF STATE, COUNTRY, PROVINCE]



**2. Reservation.**

- a. I hereby to reserve \_\_\_\_\_ Company Utility Tokens, with a reserved non-binding purchase value to the Company of \$\_\_\_\_\_, representing the reserved price of \$.05 for each Company Utility Token reserved.
- b. I acknowledge that this reservation is contingent upon acceptance by the Company, and that the Company has the right to accept or reject reservations in whole or in part.

**3. Representations of Investor.**

- a. I have **NOT** reviewed a copy of the Investor Package of the Company relating to the offering of the Company Utility Token.
- b. I have **NOT** read the Investor Package, including the section entitled “Risk Factors”. No statement, printed material or inducement has been given or made by any person associated with the reservation offering of the Company Utility Token which was contrary to the information in the Test the Waters statement.
- c. I am experienced and knowledgeable in financial and business matters, capable of evaluating the merits and risks of reserving in the Company Utility Token, and do not need or desire the assistance of a knowledgeable representative to aid in the evaluation of such risks (or, in the alternative, I have used a knowledgeable representative in connection with my decision to reserve the Company Utility Tokens).
- d. I have been advised that the Company Utility Token have not been registered under the Securities Act of 1933, as amended (“Securities Act”), and may be offered pursuant to exemption under Regulation CF securities law. I understand that the Company’s reliance on such exemptions is predicated in part on my representations to the Token contained herein.
- e. I understand that I am entitled to cancel, terminate or revoke this reservation, there is NO capital commitment, or any agreements hereunder.

**4. Investment Intent; Restrictions on Transfer of Securities.**

- a. I represent and warrant that I am reserving the Company Utility Token for my own account. The Company Utility Token are being reserved by me in my name solely for my own beneficial interest and not as nominee for, on behalf of, for the beneficial interest of, or with the intention to transfer to, any other person, trust, or organization, and I have made no agreement with others regarding any of the Company Utility Token. In no event shall I attempt to transfer my reservation or dispose of it at any time that would render the Company an investment company, a registered investment advisor, or a regulated hedge fund.
- b. I am aware that, in the view of the Securities and Exchange Commission, a reservation of securities with an intent to resell by reason of any foreseeable specific contingency or anticipated change in market values, or any change in the condition of the Company or its business, or in connection with a contemplated liquidation or settlement of any loan obtained for the acquisition of any of the Company Utility Token and for which the Company Utility



Token were or may be pledged as security would represent an intent inconsistent with the representations set forth above.

- c. I understand that any sale, transfer, pledge or other disposition of the Company Utility Token reservation by me will require conformity to Crypto Currency Exchange rules and regulations.

**Accredited Investor Qualifications.** I represent and warrant as follows (Answer Part a or b, as applicable. Please check all applicable items):

- a. **Accredited Individuals Investment Rules.** I am an ACCREDITED INDIVIDUAL and:

- ☐ I have a net worth, or a joint net worth together with my spouse, in excess of \$1,000,000. **In calculating your net worth, you may include equity in personal property, real estate (other than your primary residence), cash, short term investments, stock and securities, which equity should be based on the fair market value of such property minus debt secured by such property. You must exclude the value of your primary residence in the calculation, but you may likewise exclude the balance of any mortgage or other indebtedness secured by your primary residence in an aggregate amount up to the estimated fair market value of your primary residence, except if the borrowing occurs in the 60 days prior to the time of the sale of securities and is not in connection with the acquisition of your primary residence.**
- ☐ ii. I had an individual income in excess of \$200,000 in each of the prior two years and reasonably expect an income in excess of \$200,000 in the current year.
- ☐ iii. I had a joint income with my spouse in excess of \$300,000 in each of the prior two years and reasonably expect joint income in excess of \$300,000 in the current year.

- b. **Entities.** The undersigned is an ENTITY and:

- ☐ i. The undersigned hereby certifies that all of the beneficial equity owners of the undersigned qualify as accredited individual investors by meeting one of the tests under items (a)(i) through (a)(iii) above. Please indicate the name of each equity owner and the applicable test: \_\_\_\_\_
- ☐ ii. The undersigned has total assets in excess of \$5,000,000, was not formed for the specific purpose of acquiring Company Utility Token, and is one of the following types of entities:
- ☐ (1) a Corporation;
  - ☐ (2) a limited liability company; or
  - ☐ (3) a partnership.



- ☐ iii. The undersigned is a trust with total assets exceeding \$5,000,000, which is not formed for the specific purpose of acquiring Units and whose purpose is directed by a person who has such knowledge and experience in financial and business matters that he or she is capable of evaluating the merits and risks of the investment in the Company Utility Token.

**c. Non-Accredited Individuals Investment Rules.**

- ☐ The undersigned is not an accredited investor. **Has annual income < \$124,000 OR net worth < \$124,000**
- ☐ If annual income OR net worth < \$124K: the greater of (a) \$2,500 or (b) 5% of the greater of annual income or net worth.
  - ☐ If annual income AND net worth ≥ \$124K: the greater of (a) 10% of annual income or (b) 10% of net worth, up to a maximum of \$124K.

**6. Miscellaneous.**

- a.** I agree to furnish any additional information that the Company or its council deem necessary in order to verify the responses set forth above.
- b.** I understand the meaning and legal consequences of the agreements, representations and warranties contained herein. I agree that such agreements, representations and warranties shall survive and remain in full force and effect after the execution hereof and reservation for the Company Utility Token. I further agree to indemnify and hold harmless the Company, and each current and future member of the Company from and against any and all loss, damage or liability due to, or arising out of, a breach of any of my agreements, representations or warranties contained herein.
- c.** This Reservation Agreement shall be construed and interpreted in accordance with Regulation CF law without regard to the principles regarding conflicts of law.

**Source of Funds.** Pursuant to The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act (USA PATRIOT ACT) of 2001, please indicate the source of funds used to reserve the securities reserved for herein:

**FAILURE TO RESPOND TO THIS INQUIRY WILL RESULT IN A REJECTION OF YOUR RESERVATION AGREEMENT.**

- |                                              |                                       |                                           |
|----------------------------------------------|---------------------------------------|-------------------------------------------|
| <input type="checkbox"/> Cash                | <input type="checkbox"/> Liquidation  | <input type="checkbox"/> CD               |
| <input type="checkbox"/> Margin or Bank Loan | <input type="checkbox"/> Money Market | <input type="checkbox"/> Other – explain: |

\_\_\_\_\_



## SIGNATURES

**Instructions.** If is an Individual, please fill out and sign only the “Individual Reservation” and “Individual Reservation Type of Ownership” sections below. If the Reservation is an Entity, please fill out and sign only the “Entity Reservation” and “Entity Reservation Type of Ownership” sections below.

### Individual Reservation(s):

Dated: \_\_\_\_\_

Dated: \_\_\_\_\_

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature of Second Individual, if applicable

\_\_\_\_\_  
Name (Typed or Printed)

\_\_\_\_\_  
Name (Typed or Printed)

\_\_\_\_\_  
Social Security Number

\_\_\_\_\_  
Social Security Number

(\_\_\_\_) \_\_\_\_\_  
Telephone Number

(\_\_\_\_) \_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Residence Street Address

\_\_\_\_\_  
Residence Street Address

\_\_\_\_\_  
City, State & Zip Code  
(Must be same state as in Section 1)

\_\_\_\_\_  
City, State & Zip Code  
(Must be same state as in Section 1)

\_\_\_\_\_  
Mailing Address  
(Only if different from residence address)

\_\_\_\_\_  
Mailing Address  
(Only if different from residence address)

\_\_\_\_\_  
City, State & Zip Code

\_\_\_\_\_  
City, State & Zip Code

### Individual Type of Ownership:

The Tokens reserved for are to be registered in the following form of ownership (check one):

☐ Individual Ownership



- ☐ Joint Tenants with Right of Survivorship (both parties must sign). Briefly describe the relationship between the parties (e.g., married). \_\_\_\_\_
- ☐ Tenants in Common (both parties must sign). Briefly describe the relationship between the parties (e.g., married). \_\_\_\_\_

**Entity Reservation:**

Dated: \_\_\_\_\_

\_\_\_\_\_  
Name of Entity (Typed or Printed)

(\_\_\_\_) \_\_\_\_\_

Telephone Number

\_\_\_\_\_  
Signature of Authorized Person

\_\_\_\_\_  
Entity's Tax Identification Number

\_\_\_\_\_  
Name & Title (Typed or Printed) of Signatory

\_\_\_\_\_  
Contact Person (if different from Signatory)

\_\_\_\_\_  
Principal Executive Office Address

\_\_\_\_\_  
Mailing Address  
(If different from principal executive office)

\_\_\_\_\_  
City, State & Zip Code  
(Must be same state as in Section 1)

\_\_\_\_\_  
City, State & Zip Code

**Entity Type of Ownership:**

The Tokens reserved for are to be registered in the following form of ownership (check one):

- ☐ Partnership
- ☐ Limited Liability Company
- ☐ Corporation
- ☐ Trust or Estate (Describe, and enclose evidence of authority)

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_



## ACCEPTANCE

This Reservation Agreement is accepted by Manaia, LLC.

**Manaia, LLC**

Dated: \_\_\_\_\_

\_\_\_\_\_  
Eric Hanson, Member

No money or other consideration is being solicited, and if sent, will not be accepted;

No offer to buy the securities can be accepted and no part of the purchase price can be received until the offering statement is filed and only through an intermediary's platform; and

A prospective purchaser's indication of interest is non-binding.