

The following form is for the use of Australian Applicants only who are investing less than AUD \$500,000

ACCOUNTANT'S CERTIFICATE THAT CLIENT IS WHOLESALE UNDER SECTION 761G(7) OF THE CORPORATIONS ACT

To: Waterhouse VC Pty Limited (ACN 624 133 133)
Suite 1, 185 Gloucester Street
The Rocks, NSW 2000
By email: tom@tomwaterhouse.com

I,
Of

1. I am a qualified accountant for the purposes of the Corporations Act, being a member of the Institute of Chartered Accountants in Australia/Australian Society of Certified Practising Accountants/National Institute of Accountants and am subject to, and comply with, that body's continuing education requirements.
2. I am giving this certificate in accordance with section 761G(7)(c) of the Corporations Act at the request of, and with reference to,
(Investor) and acknowledge that this certificate will be relied upon to make offers of financial products to the Investor without disclosure under Part 7.9 of the Corporations Act.
3. I certify that, having reviewed the financial position of the Investor:
 - (a) the Investor has net assets of at least A\$2.5 million; or
 - (b) the Investor had a gross income for each of the last two financial years of at least A\$250,000 a year.

Signature

Print name

Dated

Notes

The certificate should be:

1. Provided before any offer is made; and
2. Given no earlier than two years before the offer is made.

SOPHISTICATED INVESTOR UNDER SECTION 761GA OF THE CORPORATIONS ACT

I am financial services licensee number:

OR

I am an authorised representative number:

of financial services licensee number:

and I certify that the following is true and correct:

I am satisfied on reasonable grounds that the investor has previous experience in investing in financial products that allows them to assess:

1. the merits of subscribing for Units;
2. the value of the Units;
3. the risks involved in holding the Units;
4. the investor's own information needs; and
5. the adequacy of the information given by me and the issuer of the Units,

and I have provided the investor with a written statement of the reasons for being satisfied with items 1 - 5 above.

Signature of financial services licensee/authorised representative

Print name

Dated