



## CONFIDENTIAL PURCHASER QUESTIONNAIRE

Dear Subscriber:

The information contained herein is being furnished to **STAGEWOOD CONSORTIUM, INC.**, a Delaware corporation (“you”) in order that you may determine whether offers of subscriptions for the Securities may be made to the subscriber (“I” or me”) pursuant to the Confidential Offering Memorandum dated August 04, 2018 and all amendments and exhibits thereto (collectively, the “Memorandum”), in light of the requirements of Regulation D promulgated under the Act and certain exemptions contained in state securities laws. I understand that the information is needed for you to determine whether you have reasonable grounds to believe that I am an “Accredited Investor” as that term is defined in Regulation D and that I have such knowledge and experience in financial, investment and business matters that I am capable of evaluating the merits and risks of the proposed investment in you. I understand that (a) you will rely on the information contained herein for purposes of such determination, (b) none of the Securities will be registered under the Act and by Regulation D, (c) none of the Securities will be registered under the securities laws of any state in reliance upon similar exemptions, and (d) this questionnaire is not an offer to purchase the Securities or any other securities in any case where such offer would not be legally permitted.

Information contained in this questionnaire will be kept confidential by you and your agents, employees or representatives. I understand, however, that you may have the need to present it to such parties as you deem advisable in order to establish the applicability under any federal or state securities laws of an exemption from registration.

In accordance with the foregoing, the following representations and information are hereby made and furnished:

*Please answer all questions. If the answer is “none” or “not applicable,” please so state.*

### INFORMATION REQUIRED OF EACH PROSPECTIVE INVESTOR:

1. Name: \_\_\_\_\_ Age: \_\_\_\_\_  
Social Security Number: \_\_\_\_\_ No. of Dependents: \_\_\_\_\_  
Marital Status: \_\_\_\_\_ Citizenship: \_\_\_\_\_
2. Residence Address and Telephone Number: \_\_\_\_\_  
\_\_\_\_\_

3. State in which you are:

Licensed to drive: \_\_\_\_\_ Are registered to vote \_\_\_\_\_ File Income Tax Returns \_\_\_\_\_

4. Employer and Position: \_\_\_\_\_  
 \_\_\_\_\_

5. Business Address and Telephone Number: \_\_\_\_\_  
 \_\_\_\_\_

6. Business or professional education and the degrees received are as follows:

School	Degree	Year Received
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

7. (a) Individual income last year: \_\_\_\_\_ \$0 - \$ 50,000  
 (exclusive of spouse's income) \_\_\_\_\_ \$ 50,000 - \$100,000  
 \_\_\_\_\_ \$100,000 - \$200,000  
 \_\_\_\_\_ Over \$200,000
- (b) Individual income two years ago: \_\_\_\_\_ \$0 - \$ 50,000  
 (exclusive of spouse's income) \_\_\_\_\_ \$ 50,000 - \$100,000  
 \_\_\_\_\_ \$100,000 - \$200,000  
 \_\_\_\_\_ Over \$200,000

(c) Estimated income this year: \_\_\_\_\_ \$0 - \$ 50,000  
 (exclusive of spouse's income) \_\_\_\_\_ \$ 50,000 - \$100,000  
 \_\_\_\_\_ \$100,000 - \$200,000  
 \_\_\_\_\_ Over \$200,000

(d) Estimated income next year: \_\_\_\_\_ \$0 - \$ 50,000  
 (exclusive of spouse's income) \_\_\_\_\_ \$ 50,000 - \$100,000  
 \_\_\_\_\_ \$100,000 - \$200,000  
 \_\_\_\_\_ Over \$200,000

(e) Joint income, with spouse last year \$ \_\_\_\_\_  
 2 years ago \$ \_\_\_\_\_

(f) Estimated joint income, with spouse this year \$ \_\_\_\_\_  
 next year \$ \_\_\_\_\_

8. Estimated net worth (may include joint net worth with spouse) \$ \_\_\_\_\_

Please note that the person's primary residence shall not be included as an asset and (a) Indebtedness that is secured by the person's primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of the sale of securities exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and (b) Indebtedness that is secured by the person's primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of securities shall be included as a liability.

9. Are you involved in any litigation, which, if an adverse decision occurred, would materially affect your financial condition?

Yes \_\_\_\_ No \_\_\_\_

If yes, please provide details:

---

---

---

10. I consider myself to be an experienced and sophisticated investor or am advised by a qualified investment advisor, all as required under the securities laws and regulations:  
Yes \_\_\_\_ No \_\_\_\_

11. I understand the full nature and risk of an investment in the Securities and I can afford the complete loss of my entire investment in you.

Yes \_\_\_\_ No \_\_\_\_

12. I am able to bear the economic risk of an investment in the Securities for an indefinite period of time and understand that an investment in the Securities may be illiquid.

Yes \_\_\_\_ No \_\_\_\_

13. Do you have any other investments or contingent liabilities which you reasonably anticipate could cause the need for sudden cash requirements in excess of cash readily available to you?

Yes \_\_\_\_ No \_\_\_\_

If Yes, please explain. \_\_\_\_\_

\_\_\_\_\_

14. Please describe your experience as an investor (including amounts invested) in securities, particularly investments in non-marketable and tax incentive securities such as equipment leasing, real estate, research and development, or oil and gas.

\_\_\_\_\_

\_\_\_\_\_

15. Have you participated in other private placements of securities?

Yes \_\_\_\_ No \_\_\_\_.

If yes, please provide details.

\_\_\_\_\_

\_\_\_\_\_

16. In evaluating the merits and risks of this investment, do you intend to rely upon the advice of your attorney, accountant, or other advisor?

Yes \_\_\_\_ No \_\_\_\_



I understand that you will be relying on the accuracy and completeness of my responses to the foregoing questions and I represent and warrant to you as follows:

- (i) The answers to the above questions are complete and correct and may be relied upon by you whether or not the offering in which I propose to participate is exempt from registration under the Act and the securities laws of certain states;
- (ii) I will notify you immediately of any material change in any statement made herein occurring prior to the closing of any purchase by me of an interest in you; and
- (iii) I have sufficient knowledge and experience in financial, investment and business matters to evaluate the merits and risks of the prospective investment; I am able to bear the economic risk of the investment and currently could afford a complete loss of such investment.

IN WITNESS WHEREOF, I have executed this Purchaser Questionnaire this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and declare under oath that it is truthful and correct to the best of my knowledge.

---

Signature of Prospective Investor

**PURCHASER REPRESENTATIVE QUESTIONNAIRE****INSTRUCTIONS**

This Purchaser Representative Questionnaire must be completed by each person who has been designated as a Purchaser Representative by a prospective investor in **STAGEWOOD CONSORTIUM, INC.**, a Delaware corporation (“we”, “us” or “our”). The Securities will not be registered under the Act or the securities laws of any state in reliance upon certain exemptions from registration provided in such Act and Regulation D and exemptions contained in the securities laws of certain states. We require the information requested so as to be reasonably satisfied that a Purchaser Representative meets certain requirements. These include the requirements that (i) the Purchaser Representative not be our affiliate, employee, or the beneficial owner of 10% or more of our equity interest and (ii) the Purchaser Representative has such knowledge and experience in financial, investment and business matters that he, either alone or together with other Purchaser Representatives, or the potential investor, is capable of evaluating the merits and risks of the prospective investment. The purpose of this questionnaire is to assure us that the undersigned (“you” or “your”) meet the standards imposed for Purchaser Representatives.

Your answers will at all times be kept strictly confidential. However, it may be necessary for us to investigate the information contained in this questionnaire to establish your qualifications. Furthermore, we may present the questionnaire to certain parties, such as our legal counsel, to establish under the Act the availability of an exemption from registration of the Securities. By signing this questionnaire, you consent to and authorize such investigation and procedures.

If the answer to any questions is “none” or “not applicable”, please so state. Please complete, sign, date and return one copy of this questionnaire to us.

Name of Prospective Investor: \_\_\_\_\_

Please complete the following questionnaire fully, attaching additional sheets if necessary.



1. Name: \_\_\_\_\_

Age: \_\_\_\_\_

Business Address: \_\_\_\_\_

\_\_\_\_\_

2. Present occupation or position, indicating period of such practice or employment and field or professional specialization, if any: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

3. Describe briefly all positions held during the past 10 years related to business and financial matters: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

4. List any college, business or professional education, including degrees received, if any: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

5. Have you had prior experience in advising clients with respect to investments of this type:

Yes ( )

No ( )

6. List any professional licenses or registrations, including bar admissions, accounting certifications, real estate brokerage licenses, Securities and Exchange Commission; FINRA or state broker-dealer registrations, held by you: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

7. Describe generally any business, financial or investment experience which enables you to evaluate the merits and risks of this investment: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_





8. State how long you have known the investor and in what capacity:\_\_\_\_\_

\_\_\_\_\_

9. Except as set forth below, neither I nor any of my affiliates have any material relationship with you nor any of your affiliates, nor have we had any material relationship within the past two (2) years, and no such material relationship is mutually understood to be contemplated:\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

If a material relationship is disclosed above, indicate the amount of compensation received or to be received as a result of such relationship:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

For purposes of this questionnaire, the term “affiliate” of a person means a person that directly or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such person.

For the purposes of this questionnaire, the term “material” when used to modify “relationship” means any relationship that a reasonable person might consider important in making the decision whether to acknowledge a person as his Purchaser Representative.

10. Please state whether you are our affiliate, principal, or employee, or the owner of 10% or more of any class of equity securities, or 10% or more of our equity interests:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_



11. In advising the investor in connection with the investor's prospective investment in you, I will be relying in part on the investor's own expertise in certain areas:

Yes ( )

No ( )

12. In advising the investor in connection with the investor's prospective investment in you, I will be relying in part on the expertise of an additional purchaser representative or representatives.

Yes ( )

No ( )

If "Yes," explain and give the name and address of such additional representative or representatives:

---

---

---

I, the undersigned, understand that you, the Company, will be relying upon the accuracy and completeness of my responses to the foregoing questions and I represent and warrant to you as follows:

- (i) I am acting as Purchaser Representative (as defined in Regulation D promulgated under the Act) for the investor in connection with the prospective investor's investment in you;
- (ii) The answers to the above questions are complete and correct in all respects and may be relied upon by you in determining whether the offering with respect to which I have executed this questionnaire is exempt from registration under the Act pursuant to Regulation D or otherwise;
- (iii) I will notify you immediately of any material change in any statement made herein or occurring prior to the closing of any purchase by the investor of an equity interest in you;
- (iv) I am not your affiliate, officer, director nor other employee or any of your subsidiaries;



- (v) I have disclosed to the prospective investor, in writing, prior to the prospective investor's acknowledgment of me as his Purchaser Representative, any material relationship with you or your affiliates, and any compensation therefore, as disclosed in answer to Question 9 above; and
- (vi) I personally (or, if I have checked "Yes" in Question 11 and 12 above) together with the prospective investor or the additional Purchaser Representative or Representatives indicated above have such knowledge and experience in financial and business matters that I am capable of evaluating the merits and risks of the investor's prospective investment in you.

IN WITNESS WHEREOF, I have executed this Questionnaire this \_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

---

(Signature of Purchaser Representative)



## Company Disclosure

Regulation D requires us to disclose to the potential investor any material relationships between the potential investor's Purchaser Representative (or its affiliates) and us (or our affiliates). In compliance with such requirement, we affirm and adopt the foregoing disclosures of the Purchaser Representative with respect to such material relationships and the compensation received therefrom and state that the same are true and correct.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

**STAGEWOOD CONSORTIUM, INC.**

a Delaware corporation

---

By: Santiago Figueroa, CEO



\_\_\_\_\_, 20\_\_\_\_

Dear \_\_\_\_\_:

I hereby agree to act as your Purchaser Representative, as that term is used in Regulation D promulgated under the Securities Act of 1933, as amended, in evaluating the merits and risks involved in the purchase of securities of AUTO DESTINATION EXCHANGE INC., a Delaware corporation (the "Company").

My affiliates and I have not had and do not presently have any material relationship with the Company and/or its affiliates, nor have we had any material relationship within the last two (2) years, nor is any such relationship contemplated.

I will not receive any compensation from the Company or its affiliates in connection with acting as your Purchaser Representative.

Should you desire to designate me as your Purchaser Representative in connection with the proposed investment in the Company, after consideration of the foregoing, please so indicate by signing this letter in the space designated and returning one executed copy to me.

Very truly yours,

\_\_\_\_\_  
Purchaser Representative

AGREED AND ACCEPTED this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_:

\_\_\_\_\_  
Signature of Investor