

CONFIDENTIAL
Bad Actor Questionnaire

BIOCELLULAR MEDICAL INVESTMENTS LLC

DATE: _____

NAME: _____

This Questionnaire is being furnished to you to obtain information in connection with an offering (the "**Offering**") of securities by **BIOCELLULAR MEDICAL INVESTMENTS LLC** (the "**Issuer**"), under Rule 506 of you Regulation D of the Securities Act of 1933 (the "**Securities Act**"). As used in this Questionnaire, "" also refers to any entity on whose behalf you are responding.

Important Note: Please answer every question. If the Issuer has completed portions of the Questionnaire on your behalf, please confirm the accuracy of that information.

If your answer to a question is "Yes," please provide details in the explanation. Unless otherwise stated, your answers should be given as of the date you sign the Questionnaire. Please note that certain questions are necessarily broad in scope, so if you have doubts regarding whethersomething should be included in your response please err on the side of over-inclusion. The Issuer may have additional follow-up questions for you in connection with the Offering.

Once you have completed the Questionnaire, please sign it to indicate: (i) your consent for the Issuer to rely upon the information provided in this Questionnaire; (ii) your acknowledgment that the Securities and Exchange Commission (the "**SEC**") may require the Issuer to publicly disclose the information provided in this Questionnaire, and your consent to such public disclosure; (iii) your agreement to promptly notify the Issuer of any changes in information provided in the Questionnaire occurring after the date you sign the Questionnaire; and (iv) your confirmation that the information contained in the Questionnaire is true and correct, to the best of your knowledge and belief after a reasonable investigation, as of the date you sign the Questionnaire.

Please complete the Questionnaire and return it to the Issuer's legal counsel, The Ferebee Group PLLC, Attn: Melvin James Ferebee III Esq., by e-mail to MFerebee@TFGFirm.com. If you have any questions with respect to these matters, please call Melvin James Ferebee III at 346-877-2763.

THE EXISTENCE AND CONTENTS OF THE QUESTIONNAIRE, AS WELL AS YOUR ANSWERS AND ALL NOTES AND DRAFTS PREPARED BY YOU, ARE CONSIDERED EXTREMELY CONFIDENTIAL AND PROPRIETARY BY THE ISSUER AND SHOULD BE TREATED ACCORDINGLY.

This Questionnaire must be completed by the following persons:

- The Issuer.
- Any predecessor of the Issuer.
- Any "affiliated issuer" (1).
- Any director, executive officer (2), other officer participating in the offering,

general partner or managing member of the Issuer.

- Any beneficial owner of 20% or more of the Issuer's outstanding voting equity securities, calculated on the basis of voting power.
- Any promoter (3) connected with the Issuer in any capacity at the time of the sale of securities.
- Any person that has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with the sale of securities (a "compensated solicitor").
- Any general partner or managing member of any compensated solicitor.
- Any director, executive officer or other officer participating in the offering of any:
 - compensated solicitor; or
 - general partner or managing member of any compensated solicitor.

(1) An *affiliated issuer* is a person or entity that is issuing securities in the Offering (including offerings subject to integration with the Offering under Rule 502(a) of Regulation D) that directly or indirectly through one or more intermediaries controls, is controlled by, or is under common control with, the Issuer.

(2) The term *executive officer* includes the Issuer's president, any vice president in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy making function, and any other person who performs similar policy making functions for the Issuer, including executive officers of an affiliate of the Issuer if such executive officers perform policy making functions for the Issuer.

(3) The term *promoter* includes:

(i) any person who, acting alone or in conjunction with one or more other persons, directly or indirectly takes initiative in founding and organizing the business or enterprise of an issuer; or

(ii) any person who, in connection with the founding and organizing of the business or enterprise of an issuer, directly or indirectly receives in consideration of services or property, or both services and property, 10 percent or more of any class of securities of the issuer or 10 percent or more of the proceeds from the sale of any class of such securities. However, a person who receives such securities or proceeds either solely as underwriting commissions or solely in consideration of property shall not be deemed a promoter within the meaning of this paragraph if such person does not otherwise take part in founding and organizing the enterprise.

All persons coming within the definition of *promoter* in paragraph (i) of this definition may be referred to as founders or organizers or by another term provided that such term is reasonably descriptive of those persons' activities with respect to an issuer.

1. Name, Address, Telephone Number and E-Mail:

Please provide all previous, assumed or fictitious names or aliases:

Business Address:

Home Address:

Business Telephone:

Home Telephone:

E-mail Address:

2. Have you been convicted, within ten (10) years of the date hereof (or five (5) years, in the case of the Issuer, its predecessors and affiliated issuers), of any felony or misdemeanor:

- in connection with the purchase or sale of any security;
- involving the making of any false filing with the SEC; or
- arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment advisor or paid solicitor of purchasers of securities?

3. Are you subject to any order, judgment or decree of any court of competent jurisdiction, entered within five (5) years of the date hereof, that, on the date hereof, restrains or enjoins you from engaging or continuing to engage in any conduct or practice:

- in connection with the purchase or sale of any security;
- involving the making of any false filing with the SEC; or
- arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment advisor or paid solicitor of purchasers of securities?

4. Are you subject to a final order of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations, or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the Commodity Futures Trading Commission; or the National Credit Union Administration that:

- on the date hereof, bars you from:
 - association with an entity regulated by such commission, authority, agency or officer;
 - engaging in the business of securities, insurance or banking; or
 - engaging in savings association or credit union activities; or
- constitutes a final order, entered within ten (10) years of the date hereof, that is based on a violation of any law or regulation that prohibits fraudulent, manipulative, or deceptive conduct?

A "final order" is a written directive or declaratory statement issued by any of the regulators listed in this Question 4 under applicable statutory authority that provides for notice and an opportunity for a hearing, which constitutes a final disposition or action by that

regulator.

5. Are you subject to an order of the SEC entered pursuant to Section 15(b) or 15B(c) of the Securities Exchange Act of 1934 (the "Exchange Act") or Section 203(e) or 203(f) of the Investment Advisers Act of 1940 (the "Advisers Act") that, on the date hereof:

- suspends or revokes your registration as a broker, dealer, municipal securities dealer or investment adviser;
- places limitations on your activities, functions or operations; or
- bars you from being associated with any entity or from participating in the offering of any penny stock?

6. Are you subject to any order of the SEC, entered within five (5) years of the date hereof, that, on the date hereof, orders you to cease and desist from committing or causing a violation of or future violation of:

- any scienter-based anti-fraud provision of the federal securities laws, including, but not limited to, Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, Section 15(c)(1) of the Exchange Act and Section 206(1) of the Advisers Act, or any other rule or regulation thereunder; or
- Section 5 of the Securities Act.

7. Have you been suspended or expelled from membership in, or suspended or barred from association with a member of, a securities self-regulatory organization (e.g., a registered national securities exchange or a registered national or affiliated securities association) for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade?

8. Have you filed (as a registrant or issuer), or were you named as an underwriter in, any registration statement or Regulation A offering statement filed with the SEC that, within five (5) years of the date hereof, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or are you, on the date hereof, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued?

9. Are you subject to a United States Postal Service false representation order entered within five (5) years of the date hereof, or are you, on the date hereof, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?

[SIGNATURE PAGE FOLLOWS]

If any information furnished by me in this Questionnaire becomes inaccurate, incomplete or otherwise changes after the date hereof, I will promptly advise the Issuer to that effect and furnish any supplementary information that may be appropriate as a result of any developments, including the passage of time and any new relationships that may develop in the future.

The foregoing answers are correctly and fully stated to the best of my knowledge, information and belief after a reasonable investigation.

Date: _____ Signature: _____

Print Name: _____

INVESTOR SUITABILITY
QUESTIONNAIRE

Accredited and Sophisticated Investor Questionnaire

1. RETURN OF FORM. All responses will be kept confidential. After you complete and sign this form email it to:

Email: Mferebee@TFGFirm.com

2. PERSON COMPLETING THIS FORM

- a. Name: (First, Middle Initial, Last): _____
- b. Date of Birth: _____
- c. Home Address: _____
- d. State in which you are registered to vote: _____
- e. Home Telephone: _____
- f. Cell Phone: _____
- g. Email Address: _____
- h. Business/Profession: _____
- i. Title: _____
- j. Company Name: _____
- k. Employed Since: _____
- l. Business Address: _____
- m. Business Telephone: _____

3. CONTACT METHOD FOR COMMUNICATIONS. To which place would you prefer that communications be sent?

Home Address:

Business Address

Email Address:

Other (please specify):

4. ENTITY INFORMATION. If you are submitting this form on behalf of an entity (corporation, limited liability company, etc.), employee benefit plan or trust with assets of at least \$5 million, please complete the following:

- a. Name of entity, plan or trust:
- b. Name of state where entity, plan or trust was formed:

5. Highlight any of the following boxes that apply to the Purchaser:

1. Any natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase exceeds \$1,000,000 at the time of the purchase, excluding the value of the primary residence of such person;¹

¹ The "value of primary residence" is excluded from the net worth calculation. Any mortgage secured by the primary residence up to its fair market value may also be excluded. However, indebtedness secured by the residence in excess of the value of the home should be considered a liability and deducted from the investor's net worth.

2. Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;

3. Any director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer;

4. Any entity in which all of the equity owners are accredited investors;

5. Any bank as defined in Section 3(a)(2) of the Act or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Act whether acting in its individual or fiduciary capacity; any broker dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934; insurance company as defined in Section 2(13) of the Act; investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act; Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000; or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;

6. Any private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940.

7. Any 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 offered, with total assets in excess of \$5,000,000; and

8. Any trust with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D promulgated under the Act.

9. A natural person holding, in good standing, one or more professional certifications, designations or other credentials issued by an accredited educational institution, which the Securities and Exchange Commission may designate from time to time, as qualifying. Presently holders in good standing of the Series 7, Series 65, and Series 82 licenses will qualify as an accredited investor.

10. Natural persons who are "knowledgeable employees" as defined in Rule 3c-5(a)(4) under the Investment Company Act of 1940, of the private-fund issuer of the securities being offered or sold.

11. Entities, including, but not limited to, limited liability companies, of a type not listed in Rule 501(a)(1), (a)(2), (a)(3), (a)(7) or (a)(8) of Regulation D promulgated under the Act, not formed for the specific purpose of acquiring the securities offered, owning investments in excess of \$5 million.

12. Securities and Exchange Commission and state-registered investment advisers, exempt reporting advisers, and rural business investment companies.

13. Indian tribes, governmental bodies, funds, and entities organized under the laws of foreign countries, that own "investments," as defined in Rule 2a51-1(b) under the Investment Company Act, more than \$5 million and that was not formed for the specific purpose of investing in the securities offered.

14. Family offices (as defined in Rule 202(a)(11)(G)-1 under the Advisers Act with (i) assets under management more than \$5 million, (ii) that are not formed for the specific purpose of acquiring the securities offered and (iii) whose prospective investments are directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment.

15. "Spousal equivalent" (cohabitant occupying a relationship generally equivalent to that of a spouse) may pool their finances for the purpose of qualifying as accredited investors.

If you have highlighted any of these items, please skip to the signature lines at the bottom.

6. OVERALL INVESTMENT OBJECTIVES. Please rank your investment objectives from 1 through 4 in order of priority; 1 being the highest):

- ___ Growth
- ___ Current Income
- ___ Tax Deferral
- ___ Liquidity

7. EDUCATION. Please list your highest level of education and any degrees (including field if applicable) that you have received: _____

8. LICENSES. Please list any job-related licenses that you hold or have held in the past:

9. SOPHISTICATED INVESTOR STATUS: **Accredited Investors May Skip This Section**

Please Provide the Value of the Following:

- 1. Assets _____
- 2. Liabilities _____
- 3. Net Worth _____

Do you have such knowledge and experience in financial, investment and business matters that I am capable of evaluating the merits and risks of any investments?

I am using a financial advisor, planner, or consultant, or some other advisor who has such knowledge and experience in financial and business matters that he/she/it can evaluate the merits and risks of any investments. (If this is checked, please complete the following):

The name and contact information for this advisor is as follows:

Name: _____

Address: _____

Phone: _____

Telephone number: _____

Email address: _____

Date: _____

Sign Name: _____

Print Name: _____

Name of Entity, Pension Plan or Trust, if applicable:

Prospective Investor's Representations

The information contained in this Questionnaire is true and complete, and the undersigned understands that the Company and its counsel will rely on such information for the purpose of complying with all applicable securities laws as discussed above. The undersigned agrees to notify the Company promptly of any change in the foregoing information which may occur prior to any purchase by the undersigned of securities from the Company.

Prospective Investors:

Name

Signature

Date: _____, 2025

Name

Signature

Date: _____, 2025

Name

Signature

Date: _____, 2025

