OXFORD SEMINARS

Excellence in Teaching Since 1992

New investors must complete all sections of both the Class A Preferred Share Subscription Form (first 2 pages) and either the 2-page Form 45-106F9 - Form for Individual Accredited Investors (ATTACHMENT A) or the 2-page Form 45-106F12 - Risk Acknowledgement Form for Family, Friend and Business Associate Investors (ATTACHMENT B).

Complete all sections in full of two of the included forms, sign where indicated, and mail these forms together with your payment to the address in Section 4 — Payment. Please print clearly in ink. Investments are accepted only in increments of 100 shares.

Series A Funding Round

Class A Preferred Share Subscription Form

Section 1 — Investor Information

Full legal name _____

Date of birth _____

Mailing address _____

City _____ **Province** _____

Postal Code _____ **Country** _____

Telephone _____ **Email** _____

If this is a joint investment, provide the second holder's details below:

Joint holder name _____

Telephone _____ **Email** _____

Section 2 — Subscription Details

Class A Preferred shares are offered at CAD $5.00 per share. The minimum subscription is 100 shares (CAD $500). Additional shares may be purchased in increments of 100 shares. There are no discounts for larger subscriptions.

Number of shares subscribed for (multiple of 100)	
Price per share	CAD $5.00
Total investment amount (shares × $5.00)	**CAD $**

Section 3 — Qualifying Investor Certification

This is a private placement available only to qualifying investors. It is not offered to the general public. Check the box that describes your eligibility:

☐ I am a past or present employee of Oxford Seminars, or a family member or friend of such a person.

☐ I am a high-net-worth angel investor or private equity / venture capital investor.

☐ I have an established pre-existing relationship with Oxford Seminars (e.g., I am in the company's database, have taken a course, attended an information session, and/or received an information package).

Note: Depending on the prospectus exemption you are relying on to purchase the Oxford Seminars shares, you will be required to complete either Form 45-106F9 - Form for Individual Accredited Investors (see ATTACHMENT A below) or Form 45-106F12 - Risk Acknowledgement Form for Family, Friend and Business Associate Investors (see ATTACHMENT B below).

Section 4 — Payment

Make your cheque or money order payable to Oxford Seminars for the total investment amount shown in Section 2 — Subscription Details. Do not mail cash.

☐ Cheque enclosed

☐ Money order enclosed

Amount $ _____ **Date** _____

Mail the completed forms together with your payment to:

Oxford Seminars
Attn: Finance Department
221 Queen Street
Kingston, ON K7K 1B4

Upon receipt of payment, you will be mailed a copy of the two signed forms and a notarized letter from the company's lawyers confirming your investment and your shareholder rights until the new Shareholders Agreement is signed and takes effect.

Section 5 — Investor Acknowledgements

By signing below, the investor acknowledges and agrees that:

1. Investment in an early-stage company involves substantial risk, including the possible loss of the entire investment.
2. Class A Preferred shares are illiquid securities with limited resale options, and any repurchase by Oxford Seminars is at the company's discretion, subject to available capital, and capped at 5,000 shares per 12-month period.
3. Projected returns and timelines reflect management's current expectations only and are subject to significant uncertainty; past performance of other companies is not indicative of future results.
4. This subscription is a private placement made only to qualifying investors and is not an offer to the general public.
5. The investor has had the opportunity to review all offering documents and to consult their own financial, tax, and legal advisors before investing.
6. The information provided in this form is true and complete, and the investor meets the qualifying-investor criteria certified in Section 3 — Qualifying Investor Certification.

Section 6 — Signature

Signature _____ **Date** _____

Print name _____

Joint holder (if applicable):

Signature _____ **Date** _____

Print name _____

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Date received: _____ Shares issued: _____ Certificate / entry #: _____

Payment verified by: _____ Lawyer letter sent (date): _____

Important Disclosures

This communication is not an offer to sell or a solicitation of an offer to buy securities to the general public. This private placement is available only to qualifying investors as described above. Oxford Seminars is a Canadian company with a wholly-owned U.S. subsidiary, Oxford Seminars International Ltd. Prospective investors should carefully review all offering documents and consult their own financial, tax, and legal advisors before making any investment decision.

ATTACHMENT A

Form 45-106F9

Form for Individual Accredited Investors

WARNING!
This investment is risky. Don't invest unless you can afford to lose all the money you pay for this investment.

Section 1 — About Your Investment

(To be completed by the issuer or selling security holder.)

Type of securities: Class A Preferred shares

Issuer: Oxford Seminars

Purchased from: The Issuer

Section 2 — Risk Acknowledgement

(To be completed by the purchaser.)

This investment is risky. Initial that you understand that:	Your initials
Risk of loss – You could lose your entire investment of $ _____.	
Liquidity risk – You may not be able to sell your investment quickly – or at all.	
Lack of information – You may receive little or no information about your investment.	
Lack of advice – You will not receive advice from the salesperson about whether this investment is suitable for you unless the salesperson is registered. The salesperson is the person who meets with you or provides information to you about making this investment.	

Section 3 — Accredited Investor Status

You must meet at least one of the following criteria to be able to make this investment. Initial the statement that applies to you. (You may initial more than one statement.) The person identified in section 6 is responsible for ensuring that you meet the definition of accredited investor. That person, or the salesperson identified in section 5, can help you if you have questions about whether you meet these criteria.

Criteria — initial the statement(s) that apply to you:	Your initials
Your net income before taxes was more than $200,000 in each of the 2 most recent calendar years, and you expect it to be more than $200,000 in the current calendar year. (You can find your net income before taxes on your personal income tax return.)	
Your net income before taxes combined with your spouse's was more than $300,000 in each of the 2 most recent calendar years, and you expect your combined net income before taxes to be more than $300,000 in the current calendar year.	
Either alone or with your spouse, you own more than $1 million in cash and securities, after subtracting any debt related to the cash and securities.	
Either alone or with your spouse, you have net assets worth more than $5 million. (Your net assets are your total assets (including real estate) minus your total debt.)	

Section 4 — Your Name and Signature

By signing this form, you confirm that you have read this form and you understand the risks of making this investment as identified in this form.

First and last name (please print) _____

Signature _____ **Date** _____

Section 5 — Salesperson Information

(To be completed by the salesperson — the person who meets with, or provides information to, the purchaser about making this investment.)

First and last name of salesperson (please print) Roger Radu Olanson

Telephone 613-777-2560 / 1-888-227-6755 **Email** funding@oxfordseminars.ca

Name of selling security holder (if registered) N/A

Section 6 — For More Information About This Investment

Name of issuer: Oxford Seminars

Address: 221 Queen Street, Kingston, ON K7K 1B4

Telephone: 613-777-2560 / Toll-free 1-888-227-6755

Email: funding@oxfordseminars.ca

Website: www.oxfordseminars.ca

For more information about prospectus exemptions, contact your local securities regulator. You can find contact information at www.securities-administrators.ca.

Form instructions:

1. This form does not mandate the use of a specific font size or style but the font must be legible.
2. The information in sections 1, 5 and 6 must be completed before the purchaser completes and signs the form.
3. The purchaser must sign this form. Each of the purchaser and the issuer or selling security holder must receive a copy of this form signed by the purchaser. The issuer or selling security holder is required to keep a copy of this form for 8 years after the distribution.

ATTACHMENT B

Form 45-106F12

Risk Acknowledgement Form for Family, Friend and Business Associate Investors

WARNING!
This investment is risky. Don't invest unless you can afford to lose all the money you pay for this investment.

Section 1 — About Your Investment

(To be completed by the issuer or selling security holder.)

Type of securities: Class A Preferred shares

Issuer: Oxford Seminars

Purchased from: The Issuer

Section 2 — Risk Acknowledgement

(To be completed by the purchaser.)

This investment is risky. Initial that you understand that:	Your initials
Risk of loss – You could lose your entire investment of $ _____.	
Liquidity risk – You may not be able to sell your investment quickly – or at all.	
Lack of information – You may receive little or no information about your investment.	
Lack of advice – You will not receive advice from the salesperson about whether this investment is suitable for you unless the salesperson is registered. The salesperson is the person who meets with you or provides information to you about making this investment.	

Section 3 — Family, Friend or Business Associate Status

You must meet one of the following criteria to be able to make this investment. Initial the statement that applies to you. (You may initial more than one statement.)

You are:	Your initials
(a) a director, executive officer or control person of Oxford Seminars, or of an affiliate of Oxford Seminars.	
(b) a spouse, parent, grandparent, brother, sister, child or grandchild of a director, executive officer or control person of Oxford Seminars (or of an affiliate), or of that person's spouse.	
(c) a close personal friend of a director, executive officer or control person of Oxford Seminars (or of an affiliate).	
(d) a close business associate of a director, executive officer or control person of Oxford Seminars (or of an affiliate).	
(e) a founder of Oxford Seminars, or a spouse, parent, grandparent, brother, sister, child or grandchild of a founder (or of a founder's spouse).	
(f) a close personal friend or close business associate of a founder of Oxford Seminars.	

You are:	Your initials
(g) a person who has an established pre-existing relationship with Oxford Seminars because you are in Oxford Seminars' database, and you have either taken an Oxford Seminars course, and/or you have attended an Oxford Seminars information session, and/or you have received an Oxford Seminars information package.	

If you initialled any of (b) through (f), provide the following details about the director, executive officer, control person or founder you are related to or associated with:

Name of that person _____

That person's position at / relationship with Oxford Seminars _____

Category of your relationship _____

How long you have known that person _____

Section 4 — Your Name and Signature

By signing this form, you confirm that you have read this form and you understand the risks of making this investment as identified in this form.

First and last name (please print) _____

Signature _____ **Date** _____

Section 5 — Signatures of the Issuer and the Relationship Person

(To be completed by the issuer.) An executive officer of Oxford Seminars who is not the purchaser must sign below. If the purchaser claims a relationship to a specific director, executive officer, control person or founder (categories (b) through (f)), that person must also sign.

Executive officer of Oxford Seminars (other than the purchaser):

Name (please print) Roger Radu Olanson

Signature _____ **Date** _____

Director, executive officer, control person or founder with the asserted relationship (if applicable):

Name (please print) _____

Signature _____ **Date** _____

Section 6 — For More Information About This Investment

Name of issuer: Oxford Seminars

Address: 221 Queen Street, Kingston, ON K7K 1B4 **Telephone:** 613-777-2560 / Toll-free 1-888-227-6755

Email: funding@oxfordseminars.ca **Website:** www.oxfordseminars.ca

For more information about prospectus exemptions, contact your local securities regulator. You can find contact information at www.securities-administrators.ca.

Form instructions:

1. This form does not mandate the use of a specific font size or style but the font must be legible.
2. The information in sections 1, 5 and 6 must be completed before the purchaser completes and signs the form.
3. The purchaser, an executive officer who is not the purchaser and, if applicable, the person who claims the close personal relationship to the purchaser must sign this form. Each of the purchaser, contact person at the issuer and the issuer must receive a copy of this form signed by the purchaser. The issuer is required to keep a copy of this form for 8 years after the distribution.
4. The detailed relationships required to purchase securities under this exemption are set out in section 2.5 of National Instrument 45-106 Prospectus and Registration Exemptions. For guidance on the meaning of "close personal friend" and "close business associate", please refer to sections 2.7 and 2.8, respectively, of Companion Policy 45-106CP Prospectus and Registration Exemptions.

INTERNAL USE ONLY — OXFORD SEMINARS COMPLIANCE CHECKLIST

For Oxford Seminars staff use only. Not part of the Class A Preferred Share Subscription Form that investors fill out.

SEDAR+ Exempt-Distribution Filing — Form 45-106F1

Each time Oxford Seminars sells Class A Preferred shares under either prospectus exemption (accredited investor or family/friends/business associates), it must report that distribution to the securities regulator on Form 45-106F1, Report of Exempt Distribution. This is Oxford Seminars's filing obligation — it is separate from the risk-acknowledgement form the investor signs.

Quick reference

What	Report of Exempt Distribution (Form 45-106F1).
When	No later than 10 days after each distribution (each sale of shares). A separate report is due for each distribution.
Where	Filed electronically through SEDAR+ (sedarplus.ca). The system calculates fees and any late fees automatically.
Jurisdictions	File in each Canadian jurisdiction where a purchaser resides. A single report identifying all purchasers can be filed in each applicable jurisdiction.
Exemption code (ON)	Accredited investor: "NI 45-106 2.3 [Accredited Investor]". Family/friends/business associates: "NI 45-106 2.5 [Family, friends and business associates]".
Schedules	Schedule 1 (purchaser details) and Schedule 2, prepared using the current CSA templates.
Fees	Filing fees plus SEDAR+ system fees apply and vary by jurisdiction.
Records	Retain the signed Form 45-106F9 / 45-106F12 and supporting records for 8 years after the distribution.

Filing Checklist (per Distribution)

☐ Confirm the prospectus exemption relied on for each purchaser (accredited investor under s. 2.3, or family/friends/business associates under s. 2.5 / 2.6.1).

☐ Confirm the matching signed risk-acknowledgement form was obtained at or before the time of purchase — Form 45-106F9 for accredited investors, Form 45-106F12 for family/friends/business associates.

☐ Record the distribution date for each sale; the 10-day filing clock starts on that date.

☐ Identify each purchaser's province of residence to determine where the report must be filed.

☐ Prepare Schedule 1 (purchaser details) and Schedule 2 using the current CSA templates.

☐ In SEDAR+, start a "Report of exempt distribution (Form 45-106F1)" filing and select the correct exemption code for the jurisdiction.

☐ File the report within 10 days of the distribution and pay the applicable filing and system fees.

☐ Save the SEDAR+ confirmation and reference/EDR number with the deal file.

☐ File the signed F9 / F12 forms and supporting relationship or accreditation evidence. Retain forms for 8 years.

☐ Repeat for every subsequent distribution — each sale is its own reporting event.

Notes

For detailed guidance on completing and filing this report, see CSA Staff Notice 45-308 (Revised). Filing requirements, exemption codes, and fees are summarized here for internal reference only.