

## D. ACCREDITED INVESTOR VERIFICATION

### Section D-1 – To be completed by your Certified Third Party Verifier.

\_\_\_\_\_ (insert name of investor) (“**Client**”) has requested that the undersigned provide REDHAWK MINERALS FUND II, LP (the “**Partnership**”) with this Accredited Investor Verification (this “**Verification Letter**”) to assist the Partnership in verifying Client’s status as an “Accredited Investor” within the meaning of Rule 501(a) of the Securities Act of 1933, in connection with Client’s potential purchase of Units offered for sale by the Partnership.

I hereby certify that I am (please check the appropriate blank):

- a registered broker-dealer, as defined in the Securities Exchange Act of 1934, as amended;
- an investment adviser registered with the Securities and Exchange Commission under the Investment Advisers Act of 1940, as amended;
- a licensed attorney in good standing under the laws of the jurisdictions in which I am admitted to practice law; or
- a certified public accountant duly registered and in good standing under the laws of the place of my residence or principal office.

In order to provide this Verification Letter, the undersigned has reviewed the original or photocopies of the following documents as supplied by Client (the “**Client Materials**”). Based solely on a review of the Client Materials within the last three months, the undersigned hereby certify to you that Client is an “Accredited Investor” within the meaning of Rule 501(a) of the Securities Act of 1933 and satisfies the following criteria (check all blanks that apply):

- a natural person whose individual net worth, or joint net worth with Client’s spouse, exceeds \$1,000,000 (for purposes of calculating net worth exclude as an asset the value of Client’s primary residence and exclude as a liability any debt secured by Client’s primary residence that was incurred more than 60 days prior to the time of the investment (up to the amount of debt not exceeding the fair market value of Client’s primary residence);
- a natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with Client’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;
- a revocable trust where the grantor is a natural person, and the grantor is an Accredited Investor; or
- a corporation, partners, limited liability company, Massachusetts or similar business trust, or a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code, not formed for the specific purpose of acquiring the Units offered, with total assets in excess of \$5,000,000.

VERIFICATION OF INCOME (Please check ALL appropriate blanks):

- Form 1040 filed with the Internal Revenue Service by Client (and spouse) for the two most recent years;
- Form 1099 filed with the Internal Revenue Service by Client (and spouse) for the two most recent years;
- Schedule K-1 of Form 1065 filed with the Internal Revenue Service on behalf of Client (and spouse) for the two most recent years;
- Form W-2 filed with the Internal Revenue Service by Client (and a second form W-2 for the spouse, if applicable) for the two most recent years; or
- Other Internal Revenue Service documents (please specify): \_\_\_\_\_

**D. ACCREDITED INVESTOR VERIFICATION (CON'T)**

VERIFICATION OF NET WORTH *(please check ALL appropriate blanks):*

- bank statements, brokerage statements and other statements of securities holdings, certificates of deposit, tax assessments, or appraisal reports issued by independent third parties to Client, dated within three months of the date of this Verification Letter;

PLUS

- a consumer or credit report from at least one of the nationwide consumer reporting agencies indicating Client’s liabilities, dated within three months of the date of this Verification Letter, and a written representation from such Client that all liabilities necessary to make a determination of net worth have been disclosed;

other documents (please specify):

OR *(for entities only)*

- An audited financial statement signed by a certified public accountant accompanied by an unqualified opinion, dated as of a date within three months of the date of this Verification Letter.

**DISCLAIMERS AND LIMITATIONS:**

In delivering this Verification Letter, I have relied upon and assumed the accuracy of the Client Materials.. I do not have any basis which causes me to believe the Client Materials are not accurate or complete or that the Client is unaccredited. I make no representation or warranty that Client Materials were accurately prepared, agree with source documents, or were properly filed, or otherwise vouch for the accuracy of the Client Materials.

I retain adequate records regarding the steps I have taken to verify that the Client was an Accredited Investor.

This Verification Letter is limited to the matters expressly set forth herein and speaks only as of the date set forth below. Nothing may be inferred or implied beyond the matters expressly contained herein. This Verification Letter may be relied upon by the Partnership in connection with the Offering and sale of the Units. This Verification Letter may not be used, quoted from, referred to, or relied upon by any other person for any other purpose. The undersigned assumes no obligation to update this letter.

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

Signature: \_\_\_\_\_

Title (if applicable): \_\_\_\_\_

State Bar Number and Issuing State (if applicable): \_\_\_\_\_

Or CPA Certificate Number and Issuing State (if applicable): \_\_\_\_\_

Or CRD Number or SEC Registration Number (if applicable): \_\_\_\_\_