

Accredited Investor Verification

We are conducting this Offering pursuant to the exemption from the registration requirements of the Securities Act of 1933, as amended, provided by Rule 506(c) of Regulation D promulgated thereunder. Under Rule 506(c) we are only permitted to sell the Shares to a potential purchaser after we have taken objectively “reasonable” steps to verify such purchaser’s status as an “Accredited Investor” as defined in Rule 501(a) of Regulation D of the Securities Act of 1933. The criteria for an Accredited Investor is provided below, and the Subscription Agreement. To comply with this requirement, we will need a written confirmation from **one of the following** that they have taken reasonable steps to verify that the purchaser is an Accredited Investor within the prior three months and has determined that such purchaser is an Accredited Investor:

- Registered Broker-Dealer
- SEC-Registered Investment Advisor
- Licensed Attorney
- Certified Public Accountant (“CPA”)

Please have one of the above email us an Accredited Investor Verification letter on their letterhead, substantially similar to the template on the next page, attesting to your status as an Accredited Investor based upon their knowledge of your Income or your Net Worth and that they have verified your Accredited Investor Status within the last three months. The email should be sent to Keith Testaverde at Ktestaverde@Netw1.com

In brief, an Accredited Investor, in the context of a natural person includes anyone who:

- Earned income that exceeded \$200,000 (or \$300,000 together with a spouse) in each of the prior two years, and reasonably expects the same for the current year, **OR**
- Has a net worth over \$1,000,000, either alone or together with a spouse (excluding the value of the person’s primary residence).

On the income test, the person must satisfy the thresholds for the three years consistently either alone or with a spouse, and cannot, for example, satisfy one year based on individual income and the next two years based on joint income with a spouse. The only exception is if a person is married within this period, in which case the person may satisfy the threshold on the basis of joint income for the years during which the person was married and on the basis of individual income for the other years.

In addition, entities such as banks, partnerships, corporations, nonprofits and trusts may be accredited investors. Of the entities that would be considered accredited investors and depending on your circumstances, the following may be relevant to you:

- any trust, with total assets in excess of \$5 million, not formed to specifically purchase the subject securities, whose purchase is directed by a sophisticated person, or
- any entity in which all of the equity owners are accredited investors. In such case, an Accredited Investor Verification Letter shall be required for each equity owner.

In this context, a *sophisticated* person means the person must have, or the company or private fund offering the securities reasonably believes that this person has, sufficient knowledge and experience in financial and business matters to evaluate the merits and risks of the prospective investment.

A complete and more detailed description of the criteria for Accredited Investors is included at the end of this Exhibit. The SEC also has a very helpful Investor Bulletin regarding Accredited Investors which can be found online.

(ACCREDITED INVESTOR VERIFICATION LETTER TEMPLATE)

Sender's Company Letterhead

From

Firm Name
Attn: Sender's name and title
Firm address
Sender's phone
Sender's email

Date

To

Network 1 Financial Securities, Inc.

Subject: Verification of client status as an Accredited Investor

Reference: **(Client(s) first, middle, last name(s) at street address, city, state, zip)**

[My/Our] client referenced above ("Client") has requested that [I/we] provide Autism Diagnostic Technologies, Inc. (the "Company") with this letter to assist the Company in its verification of Client's status as an "Accredited Investor" within the meaning of Rule 501(a) of the Securities Act of 1933, as amended (the "Act"), in connection with Client's potential purchase of securities from the Company.

[I/We] hereby certify that [I/we] [am/are] **[Select one of the following role types to retain]** [a registered broker-dealer, as defined in the Securities Exchange Act of 1934] [an investment adviser registered with the Securities and Exchange Commission] [a licensed attorney in good standing under the laws of the jurisdictions in which I am admitted to practice law] [a certified public account in good standing under the laws of the place of my residence or principle office].

Within the last three months, [I/We] have taken reasonable steps to verify Client's status as an Accredited Investor. Based on [my/our] knowledge of Client and access to and review of Client's current information, such as tax returns, W-2s, bank and brokerage statements, tax assessments, appraisal reports and credit reports, [I/we] can affirm that Client, in the context of a natural person, **[select one of the following clauses to retain]** [has earned income that exceeded \$200,000 (or \$300,000 jointly with a spouse) in each of the prior two years, and reasonably expects the same for the current year] [has a net worth over \$1,000,000, either alone or together with a spouse (excluding the value of his/her/their primary residence)].

Based on this information and my experience with this client, I can reasonably conclude that this client is an Accredited Investor, as defined in Rule 501(a) of the Act.

Firm
Name
Signature
Title

Criteria of “Accredited Investors” under Rule 501(a) of Regulation D:

The term “Accredited Investor” as defined in Rule 501(a) of Regulation D means:

(1) A bank as defined in section 3(a)(2) of the Act, or a 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 or dealer registered pursuant to section 15 of the Securities Exchange Act of 1934; any insurance company as defined in section 2(13) of the Act; any 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; any 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; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its employees, if such plan has total assets in excess of \$5,000,000; any 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;

(2) Any private business development company as defined in section 202(a)(22) of the Investment Advisers Act of 1940;

(3) Any organization described in Section 501(c)(3) of the Internal Revenue Code, a corporation, a Massachusetts or similar business trust, or a partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;

(4) 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;

(5) Any natural person whose individual net worth or joint net worth with that person's spouse, at the time of the purchase exceeds \$1,000,000. For purposes of calculating net worth the person's primary residence shall not be included as an asset and 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 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. The foregoing will not apply to any calculation of a person's net worth made in connection with a purchase of securities in accordance with a right to purchase such securities, provided that: (i) such right was held by the person on July 20, 2010; (ii) the person qualified as an accredited investor on the basis of net worth at the time the person acquired such right; and, (iii) the person held securities of the same issuer, other than such right, on July 20, 2010;

(6) 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;

(7) 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); and

(8) Any entity in which all of the equity owners are accredited investors.