

Private Placement Capital Subscription Agreement

This Capital Subscription Agreement ("Agreement") is entered into as of **[Date]** by and between **[Issuer Name]** ("Company") and **[Subscriber's Name]** ("Subscriber") (together, the "Parties"), in connection with the Company's private placement of securities ("Offering").

1. Subscription

The Subscriber hereby subscribes for and agrees to purchase from the Company the following securities under the terms and conditions set forth herein:

| Type of Security | Number of Units/Shares | Subscription Price per Unit/Share | Total Subscription Amount |
|-----------------------|------------------------|-----------------------------------|---------------------------|
| [e.g., Common Shares] | [Number] | [Currency & Amount] | [Currency & Total Amount] |

2. Representations and Warranties of the Subscriber

- The Subscriber is duly authorized to enter into this Agreement.
- The Subscriber acknowledges the securities are not registered under applicable securities laws and may be subject to restrictions on transfer.
- The Subscriber is acquiring the securities for investment purposes only and not with a view to resale or distribution.
- The Subscriber has received and reviewed all information deemed necessary for the investment decision.

3. Closing and Delivery

The closing of the subscription shall occur on a date determined by the Company (the "Closing Date"). Upon acceptance of this Agreement and payment of the subscription amount, the Company shall issue the subscribed securities to the Subscriber.

4. Governing Law

This Agreement shall be governed by the laws of **[Jurisdiction]**.

5. Entire Agreement

This Agreement constitutes the entire understanding of the Parties with respect to the subject matter hereof and supersedes all prior agreements, whether written or oral.

Issuer: **[Issuer Name]**

Date: _____

Subscriber: **[Subscriber's Name]**

Date: _____

Important Notes:

- This document is usually for accredited or qualified investors only.
- Private placement securities are often illiquid and may carry significant risk.

- Legal and financial advice should be sought before executing such agreements.
- All information provided by the Subscriber may be subject to verification and due diligence.
- This sample is for illustrative purposes only and should be adapted to legal requirements of the applicable jurisdiction.