

**SUBSCRIPTION AGREEMENT  
FUND-ME OFFERING**

NAME OF COMPANY:	Blue Hill Co-op, Inc.
OFFERED SECURITIES:	Series A-1, A-2, A-3, and A-4 Preferred Shares
DATE OFFERING COMMENCED:	August 16, 2016
MINIMUM DOLLAR AMOUNT OF OFFERING:	Five Hundred Thousand Dollars (\$500,000)
MAXIMUM DOLLAR AMOUNT OF OFFERING:	One Million Dollars (\$1,000,000)

**Instructions to Investor:** The Company named above is attempting to sell its Offered Securities to the public in Maine through an Offering Circular on Form FND-ME. The Offering Circular contains important information about the Company and about risks involved in purchasing the Offered Securities. You are urged to read that document very carefully. If after reading that document you wish to purchase Offered Securities, you will need to fill out this Subscription Agreement. In the Subscription Agreement, you confirm the amount of Offered Securities that you are willing to buy, and you confirm that you are aware of various risks. By filling out and signing this Subscription Agreement and submitting the signed Agreement and payment to the Company, you are making a legally binding promise that (i) the information you have provided here is accurate to the best of your knowledge and belief; (ii) you agree to purchase the Offered Securities in the amount you state below if the Company decides to accept you as an investor; and (iii) you agree to provide such further identifying information to the Company as it may reasonably request.

**Risks Associated with Startup Business Investing:** By signing this Subscription Agreement, you acknowledge that you have been warned about the following risks of startup business investing: (1) Investments in smaller companies are very risky; statistically, most new businesses fail within a few or several years. (2) The information contained in the Company's Offering Circular was provided by the Company itself, and has not been independently verified by the Maine Office of Securities or by any other Governmental agency. Investors in the Company are at risk that the information in the Offering Circular will prove inaccurate or overly optimistic. (3) Maine and Federal laws do provide remedies to investors in cases where companies sell securities on the basis of intentionally false and deceptive information. However, those remedies involve complexities and costs that may make it impractical to enforce and obtain a remedy. (4) Because of the risks of this kind of investing, you should not make an investment in the Company unless you are prepared to handle the risks of doing so, and are in a financial position that would allow you to lose the entire amount invested.

The securities being offered are illiquid. No public market for the offered securities exists.

**Minimum and Maximum Investment:** In a startup business offering such as this, the maximum amount that the Company can accept from any one Investor is \$5,000 per year (unless the investor is an accredited investor). The Company is allowed to specify a minimum investment per investor. Within that maximum and minimum range, you may offer to buy any amount of the Offered Securities.

MAXIMUM DOLLARS PER INVESTOR:	\$5,000.00
COMPANY MINIMUM PER INVESTOR:	\$100.00

**Your Commitment:** Fill in the amount of the Offered Securities you wish to purchase (not more than \$5,000; not less than the minimum, if any, stated above.) Provide the information required. Then sign in the space provided.

AMOUNT YOU WISH TO INVEST NOW:	\$
YOUR FULL NAME:	
YOUR PRIMARY RESIDENCE ADDRESS:	
YOUR PHONE NUMBER (DAYTIME OR MOBILE):	
YOUR EMAIL ADDRESS:	
YEAR IN WHICH YOU WERE BORN:	
YOUR SIGNATURE:	.....(sign here)