

Instructions for Bidder Qualification

ONLINE AUCTION PURSUANT TO ORDER OF THE U.S. BANKRUPTCY COURT
Jireh Fitness Solutions Corp., d/b/a Retrofitness Wellington | Case No. 23-17407-EPK
Thursday, November 30, 2023 Beginning at 10:00 AM ET; Ending at 1:00 PM ET, subject to any time extensions

The following instructions are to help guide you in becoming a Qualified Bidder for the Online Auction of the Assets in the above referenced case and as defined within the Purchase and Sale Agreement (the "PSA") which is attached hereto (the "Assets"). The following Documents, Proof of Funds, Corporate Authority and Initial Escrow Deposit are due on or before **Tuesday, November 28, 2023 5:00PM ET**;

1. Complete and sign the Bidder Pre-Registration Form.
2. Complete and sign the Return of Initial Escrow Deposit Form.
3. Complete and sign the Acknowledgement of Review of the Purchase and Sale Agreement ("PSA") and the United States Bankruptcy Court Bid Procedures Order (containing the Bidding Procedures) which is attached as "Exhibit B" to such PSA.
4. Wire into Debtor's Counsel, Gamberg & Abrams Trust Account (the "Escrow Agent") via a Federal wire transfer in U.S. Funds (not an ACH Credit) a \$75,000 Initial Escrow Deposit no later than Tuesday, November 28, 2023 5:00 PM ET. Contact Fisher Auction Company for wiring instructions via email info@fisherauction.com or call 954.942.0917, Ext. 4124.
5. Provide written evidence that in the discretion of the Broker/Auctioneer, establishes that the Bidder has the financial ability to consummate the purchase of Assets within fifteen (15) days after the entry of the Sale Order, should such bidder submit the highest bid, as defined in the Bidding Procedures ("Proof of Funds"). A Bidder's Proof of Funds shall include evidence related to the minimum bid amount as well as any increased purchase price that Bidder submits in connection with the Auction. (i.e. bank letter, recent financial statements, account statements, or tax return).
6. Provide written evidence acceptable to the Debtor in its sole discretion demonstrating the appropriate corporate authorization of the Bidder to consummate the purchase of the Assets.
7. You must submit your complete package (including items 1 – 6), and a copy of your valid State issued Driver's License or a valid Passport, no later than **Tuesday, November 28, 2023 5:00PM ET, via email or facsimile** to the following;

Fisher Auction Company
info@fisherauction.com
Facsimile: 954.782.8143
Phone: 954.942.0917, Ext. 4124

The Auction will begin at 10:00 AM ET, on Thursday, November 30, 2023, and conclude at 1:00 PM ET, subject to any time extensions, on Thursday, November 30, 2023, on Fisher Auction Company's Online Bidder Application which can be accessed through the Fisher Auction Company website. Please note that each Bidder will need to click "accept" to agree to the Online Bidding Application terms prior to the start of the sale in order to become activated to bid.

The Successful Bidder shall execute the Purchase and Sale Agreement after the conclusion of the Auction and within 48 hours of becoming the Successful Bidder, shall supplement its Bidder Deposit by an additional amount such that the total deposit equals not less than ten percent (10%) of the Total Purchase Price. The supplemental amount shall be provided by Federal Wire Transfer to Debtor's Counsel, Gamberg & Abrams (the "Escrow Agent").

A Sale Hearing ("Sale Hearing") shall be held on Thursday, December 7, 2023 at 1:30PM ET (or such other time as the Bankruptcy Court may establish) at the United States Bankruptcy Court, Flagler Waterview Building, 1515 North Flagler Drive, 8th Floor, Courtroom, B, West Palm Beach, Florida 33401, in person and by zoom, for the U.S. Bankruptcy Court to approve the Sale of the Assets free and clear of all liens, claims and encumbrances to the Highest and Best Purchaser pursuant to the Purchase and Sale Agreement, Bidding Procedures and the United States Bankruptcy Court Order.

BIDDER PRE-REGISTRATION FORM

ONLINE AUCTION PURSUANT TO ORDER OF THE U.S. BANKRUPTCY COURT

Jireh Fitness Solutions Corp., d/b/a Retrofitness Wellington | Case No. 23-17407-EPK

Thursday, November 30, 2023 Beginning at 10:00 AM ET; Ending at 1:00 PM ET, subject to any time extensions

(Please Type or Print Clearly)

Name:	
Company Name (if applicable):	
Company Address:	
City, State & Zip:	
City, Country & Country Code (if outside the U.S.):	
Residential Address:	
City, State & Zip:	
City, Country & Country Code (if outside the U.S.):	
Valid State Issued Driver's License No. or Passport (Copy of License or Passport Required):	
Contact Phone:	Facsimile:
Email:	
Entity in which Bidder will take Title:	
Marital Status:	
Bidder Signature:	Date:

Return of Initial Escrow Deposit Form

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In the event that you do not become the Successful Purchaser of the Assets, please fill out this form to instruct Debtor's Counsel, Gamberg & Abrams (the "Escrow Agent") as to how to return your Initial Escrow Deposit. **Please note, any return of escrowed funds will be returned to the same bank account where the funds had originated.**

The amount of the Initial Escrow Deposit held in Escrow is: \$75,000.

I, _____, hereby authorize Debtor's Counsel, Gamberg & Abrams (the "Escrow Agent" and Debtor's Counsel), to release my Initial Escrow Deposit back to me within five (5) business days via:

PLEASE TYPE OR PRINT CLEARLY

A wire transfer to the originating bank to the originator per the wiring instructions below:

Bank Information

Bank Name:	
Address:	
City, St., Zip:	
Swift Code (International Wires):	
ABA Number:	

Account Information

Account Name:	
Account Number:	
Address:	
City, St., Zip:	

Bidder Signature:	Date:
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ACKNOWLEDGEMENT OF REVIEW OF: THE PURCHASE AND SALE AGREEMENT, THE ORDER GRANTING CERTAIN RELIEF REQUESTED IN THE DEBTOR'S MOTION FOR ENTRY OF ORDERS PURSUANT TO SECTION 105, 363 AND 365 OF THE BANKRUPTCY CODE AND FEDERAL RULES OF BANKRUPTCY PROCEDURE 2002, 6004 AND 6006: (A) AUTHORIZING THE SALE OF SUCH ASSETS TO THE HIGHEST AND BEST OFFER; (B) AUTHORIZING THE DEBTOR TO CONSUMMATE THE SALE OF ITS ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, AND ENCUMBRANCES, WITH ALL SUCH LIENS, CLAIMS, AND ENCUMBRANCES TO ATTACH TO THE PROCEEDS THEREOF; (C) ESTABLISHING BIDDING PROCEDURES FOR THE SALE OF SUCH ASSETS; (D) AUTHORIZING THE DEBTOR TO PROVIDE CERTAIN STALKING HORSE BID PROTECTIONS; (E) SCHEDULING A HEARING TO CONSIDER THE APPROVAL OF AND APPROVING THE SALE OF THE ASSETS AND THE PROSPECTIVE ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS; (F) APPROVING THE FORM AND MANNER OF NOTICE IN CONNECTION THEREWITH; AND (G) GRANTING RELATED RELIEF, AND THE BIDDING PROCEDURES CONTAINED IN SUCH ORDER (EXHIBIT A OF THE ORDER).

I _____, hereby acknowledges that I have read and
(Name of Bidder)

agree to be bound by the Purchase and Sale Agreement ("PSA"), the Order *Granting Certain Relief Requested in the Debtor's Motion For Entry of Orders Pursuant to Section 105, 363 and 365 of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2002, 6004 and 6006: (a) Authorizing the Sale of Such Assets to the Highest and Best Offer; (b) Authorizing the Debtor to Consummate the Sale of its Assets Free and Clear of all Liens, Claims, and Encumbrances, with all Such Liens, Claims, and Encumbrances to Attach to the Proceeds Thereof; (c) Establishing Bidding Procedures for the Sale of Such Assets; (d) Authorizing the Debtor to Provide Certain Stalking Horse Bid Protections; (e) Scheduling a Hearing to Consider the Approval of and Approving the Sale of the Assets and the Prospective Assumption and Assignment of Executory Contracts; (f) Approving the Form and Manner of Notice in Connection Therewith; and (g) Granting Related Relief*, the Bidding Procedures contained in such Order (Exhibit A of the Order), as well as the Court's ruling at the Sale Approval Hearing that shall be held on Thursday, December 7, 2023 at 1:30PM ET (or such other date and time as the Bankruptcy Court may set) at the United States Bankruptcy Court, Flager Waterview Building, 1515 North Flagler Drive, 8th Floor, Courtroom, B, West Palm Beach, Florida 33401, in person and by zoom.

Acknowledged:

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Signature

Date

Time