



# **NUBE COFFEE ESTATE S.A.**

## **Exhibit A Executive Summary**

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## **AgroNosotros, LLC** **Confidential Private Placement Memorandum**

### **Executive Summary** **Nube Coffee Estate, SA**

**22.6 Hectares (56.5 acres)**  
**High altitude specialty green coffee farmland**

**Total Financing**  
**\$2,950,000 USD**

**Max 295 Class A Units**

**Class A Units \$10,000 each**  
**Minimum Entry 2 Units (\$20,000)**

**Average Annual Return (IRR)**  
**12% (proforma)**

**Accredited Investors &**  
**a limited number of non-accredited**

## **Sustainable Specialty Coffee** **New Syndication Opportunity**

Five years ago, AgroNosotros sold the last half-acre parcel of land in our coffee farms. This meant that all 11 specialty coffee farms, over 150 hectares (375 acres and 750 parcels), in our portfolio were 100% Sold Out.

For 3 years we did not acquire any new coffee farms. Instead, we focused on developing the current farms, training the team, improving road access and soil conditions, managing shade, and fine-tuning our procedures in the post-harvest facilities. All to Improve the **Quality and Quantity** of our coffee. All the while developing the brand and channels to market.

For land acquisitions, we focused on expanding our cacao farm portfolio, which we did by adding another 132 hectares (330 acres) in Chiriqui Grande, Panama.

With most of the heavy lifting done in the new cacao farm, the time was right to expand our coffee farm portfolio once again.



Finding suitable farms, however, has not been easy. Considering everything we have learned over the last 10 years of operations in Boquete, we have a strict list of requirements, such as altitude, access, water, soil condition, shade trees, average rainfall, and hours of sunlight, to name just a few. And of course, the acquisition and development cost.



Then we were offered the opportunity to acquire 2 farms in the Jaramillo region, where we already own and operate 5 farms, that ticked these boxes. Sections of these new farms are contiguous with 2 of our farms in this cluster. The location is perfect.

The seller has been developing these farms for around 3 years, but like most elderly farmers in the industry, he lacked the capital and energy to develop them fully and was looking to retire. We were able to strike a deal allowing him to retire and be fairly compensated for the land and the work already done developing the farms, and planting 10,500 coffee trees.

The varieties he chose to plant are Pacamara and the world-famous Geisha.

Geisha from Panama has broken records yearly for coffee quality, cupping score, and the highest sales price per pound. But don't just take our word for it. All the prices received at auction each year in the Best of Panama are public information and available below.

## Geisha sales prices

The area where the farms are located provides the perfect growing conditions for Geisha, with an altitude range topping out at 1,900 meters, so we have a plan in place to plant out the rest of the farm with more **Geisha** and **Pacamara**, as well as some unique, high-demand coffees like **Pink Bourbon** and **Moka**.



## The New Farms

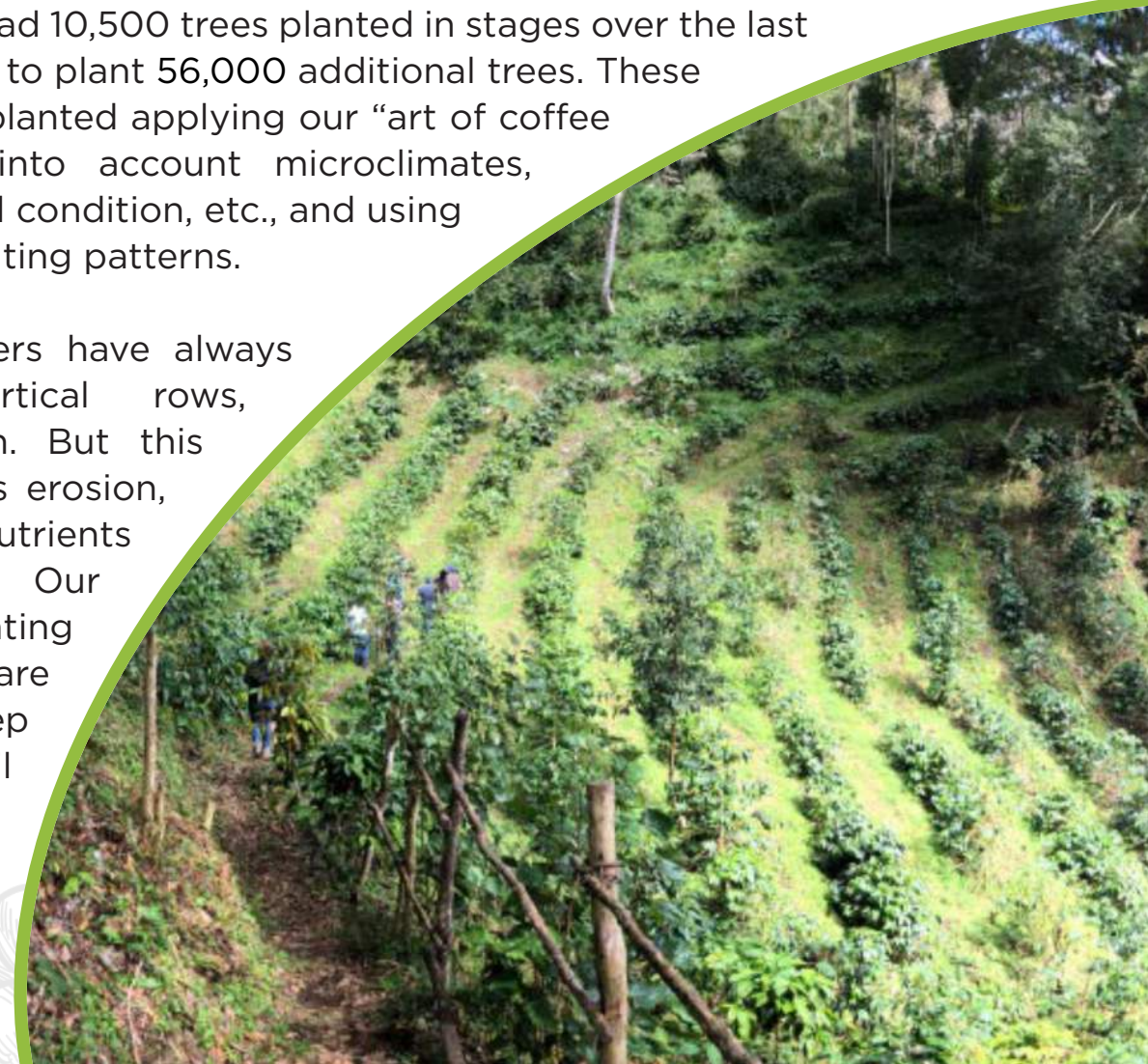
The new farms we acquired in this syndication are 16.27 hectares (40.67 acres) and 6.37 hectares (15.92 acres), respectively, for a total surface area of 22.6 hectares (56.5 acres).

The farms are located in Jaramillo Arriba, one of the highest coffee-growing regions in Boquete, with an altitude range of 1,550 meters to 1,900 meters above sea level. In the world of specialty coffee, there is a direct correlation between altitude and coffee quality. The higher the altitude, the better the quality.

When coffee is grown at this altitude, where it gets significantly cooler at night, the cherries develop slower than coffee grown at lower altitudes. This longer time taken to develop, plus the wider range of temperature, results in a more complex flavor profile, a higher cupping score, and just as with fine wines, a higher sales price.

The farm already had 10,500 trees planted in stages over the last 3 years, with room to plant 56,000 additional trees. These new trees will be planted applying our “art of coffee science,” taking into account microclimates, wind exposure, soil condition, etc., and using our horizontal planting patterns.

Traditionally farmers have always planted in vertical rows, following the sun. But this design encourages erosion, and rain washes nutrients from the soil. Our horizontal planting patterns are engineered to keep the precious soil and nutrients from being washed away.





# New & Improved Ownership Structure

This new coffee syndication is structured as a **506 (b), private placement**.

When we decided to acquire more coffee farms and make the opportunity available to outside investors, we did a SWOT analysis of our existing operations. We took a long hard look at what worked and what didn't work as well as planned, over the last 10 years of raising capital and acquiring farms.

We have proven that we can turn around under-performing coffee farms, and develop raw land, to produce high-quality specialty coffee that scores above the 80 points required to be classified as specialty coffee. With several micro-lots of our Geisha and Pacamara scoring over 90 points.

And we can sell this coffee for 4, 5, or even 15 times the world market price for coffee.

What is not working as well, or as fast as we would like, is subdividing these 11 farms into 750 individual parcels and having them deeded to investors, using the local municipality that is massively underserved.

The deeding process was further complicated by the change in policy 4 years ago, which meant we could no longer accept funds from IRA's, SD-IRA's, 401k's, or even Trusts.

Now that we are pivoting towards a more sophisticated private placement model, ownership documentation is issued as soon as the offering is fully funded, and **our clients can once again use any form of IRA, retirement plan, or family Trust to invest.**

This move toward Private Placements addresses the 2 most significant pain points experienced over the last 10 years.

Since 2019 we have raised \$22 million in private placements, and the model is proving to be hugely successful with our clients.

Conscious that not everyone reading this is an Accredited Investor, we intentionally structured this offering as a **506 (b), making it available to up to 35 non-accredited investors**. So if you are not yet accredited, you can still participate in this exciting opportunity.





# Entry Level And IRR

Typically private placement offerings of this kind have a minimum entry level of \$100k. This obstacle keeps the everyday man and woman on Mainstreet from participating in large-scale agricultural projects and providing long-term legacy cash flow and security for their family through productive farmland.

We have always structured our Offerings so that you can start small and build your offshore agricultural portfolio with us over time.

Also, considering today’s global economic conditions, the recovery from the pandemic, soaring inflation, and highly volatile stock markets, we have set the entry-level at just **\$20,000**.

**Each Unit is valued at \$10,000, with a minimum entry of 2 Units.**

If you wish to increase your holding above \$20,000, you can do so in increments of \$10,000 to meet the total investment amount that makes sense for you and your portfolio.

So for a modest \$20,000, you can generate annual passive cash flow, in perpetuity, with an average annual return of 12%.

See the chart below for a summary of what you can expect to receive. A complete 20-year proforma is available on request.

Projected Returns (Proforma)			
Year 4	Year 6	Year 8	Year 10
3%	5.1%	15%	23%
Year 15	Year 18	Year 21	Year 24
30%	35%	41%	47%



## A Legacy Investment Here’s How We Ensure Perpetual CashFlow

With our meticulously engineered farm rotation systems and our unique “art of coffee science,” these coffee farms can produce coffee and cash flow in perpetuity with no extra cost to our clients. We are not alone in doing this. All the world’s most successful farmers or vineyards have been operating for generations. Here is how!

Once we establish a farm, the new coffee trees have a productive lifespan for high-quality specialty coffee of 12 to 15 years. So instead of waiting for the farms to pass their peak and start over, we will establish a new nursery 5 years ahead of time. We use soil from our farms, seeds from our trees, and labor from our workers (a sunk cost). So at a nominal cost, we can create nurseries to replace all the existing, older trees.

When strong enough, the new saplings are planted between the rows of the producing adult trees. They grow protected by the canopy’s shade above until they reach production.

At this stage, the adult trees are removed, processed into mulch, and returned to the farms as fertilizer, and the new trees that are already established will produce for another 12-15 years.

This process can be repeated over and over again, with no need to rest the land in between cycles due to sustainable farming practices and no-till farming.

So, now you know how we can call our projects a genuine legacy investment for your heirs!





## Existing Infrastructure In-place and Operational

One significant advantage to investors participating in these 2 new farms is that they will benefit from all the hard work done, capital invested, infrastructure built, and teams trained over the last 10 years of operations in this region.

The company's brand and reputation have been carefully developed and cultivated, which takes time. Time already invested.

The channels to market that we have been building are in place to sell the coffee these farms will produce, minimizing any sales risk and reducing the marketing costs.



There is no need to wait for the post-harvest facilities to be funded and built. They are already in place, operational, and fine-tuned annually after the last 9 harvests.

There is no need to hire and train new senior management to run these farms, as they are already in place, have proven their capability and loyalty, and believe in what we are building.



The acquisition of these new farms will allow us to add up to 10 more coffee farm workers, creating much-needed employment in the community. The new farmers and their families will receive full social security, medical, health, and dental benefits and be relocated and housed on the new farms. There they will live, work, raise their family, and develop and protect the farms as if they were their own. These 10 additional farming jobs will positively influence the lives of at least 75 Boquete community members.



## SOCIAL SUSTAINABILITY

As a critical part of our business model, we take a percentage of the gross operating profit and place it into a bonus pool. This pool provides vastly improved living conditions for our workers and their families. Basics that we take for granted like electricity, running water, flushing toilets, showers, gas stoves, and real beds with 5-inch mattresses.

We provide increased salaries, performance-related bonuses, and Social Security, which provides medical, pension, and dental benefits that few (if any) coffee farm workers receive.





We have also facilitated those children and adults who wish to attend school to do so. In 2016, our first year of the Scholar Program, 9 children took up on our offer. In 2017 we had 21 people in the program, which included 3 Mom's who went back school! Why? Because their men are working steadily, with well-paid and reliable jobs, their kids are fed and housed properly, and they can now relax a little...and look after themselves a bit, for a change.

Now, we are incredibly proud to say we have **83 children and young adults all attending school** and doing very well. Even some of our farm hands are now attending evening classes in school after a long day in the fields.

Throughout the pandemic, when the country was on lockdown, we kept 100% of our farmers employed, continued with the education program, and added financial and logistical support when any farmers or family members caught COVID. This was at a time when most companies in Panama furloughed their employees and they were left to survive on \$100 p/m from the govt.



In addition to our direct employees and their families, AgroNosotros is proud to be the corporate sponsor for Buenos Vecinos. This local charity provides food, clothing, and medicine to some of the poorest people in our community. With the help of our investors, we directly sponsor 35 families through their program.

## Channels To Market

Another significant benefit to investors who come on board now is that AgroNosotros has spent several years and thousands of dollars developing channels to market to sell our green coffee. Now that these channels are starting to bear fruit, most of the heavy lifting is already done, and we can simply add new coffees from new farms into the established distribution system.

One such channel to market is our distribution partner, Typica. Typica created an online platform connecting dozens of coffee producers to over 3,000 coffee roasters worldwide. Using their online platform, they are cutting out the middlemen who took most of the profit away from producers and controlled the market for years. Now we regularly speak with roasters and buyers worldwide, send samples, discuss tasting profiles, and build relationships online. While Typica handles the sales and distribution for a fully transparent nominal fee. It's truly a win, win, win scenario for all parties involved.

As an example of the sales prices achievable through direct trade with Typica, see attached a sample of sales from a previous harvest and the sales prices received. These prices are FOB Boquete, with zero additional fees or costs, so we netted the total amount listed.

TYPICA For Producers							
< Results for #157 / #8							
All Bidding Results							
Roaster name	FOB (USD/Kg)	Quantity	Quantity Secured	Bid Placed at	Status		
Ray Luca	70.0	1	1	7/19/2022, 4:41:20 AM	Successful		
Lee Jinho	51.0	1	1	7/18/2022, 5:13:26 AM	Successful		
佐藤 敦史	51.0	5	3	7/24/2022, 10:41:10 PM	Successful		
Stock	Sample stock (Total)	Pre-orders	Pre-ordered items	Pre-ordered weight of items	FOB (USD/Kg)	Bag size	Package
0 / 59 Bags (30Kg)	189	17	59	1770.0	11.0	15.0	Vacuum pack
0 / 12 Bags (30Kg)	23	5	12	360.0	11.0	15.0	Vacuum pack
0 / 6 Bags (30Kg)	23	5	6	180.0	13.2	15.0	Vacuum pack
0 / 18 Bags (30Kg)	62	8	18	540.0	26.5	15.0	Vacuum pack



As well as selling through Typica we have developed Direct sales channels with customers around the world. Our coffee is available through esteemed roasters in the US, the United Kingdom, the United Arab Emirates, Spain, South Korea and the Netherlands.

Micro-lots of our coffee sold for **\$8**, **\$13**, and even **\$31** a pound when the world market price was only \$2.

Further proof, if any was needed of the fact that specialty coffee pricing is driven by quality and supply and demand, not the manipulated commodity markets and futures trading that you see on Wall Street.

It's important to note that the coffee described above is 1st grade, zero defect specialty coffee. The best of the best of each harvest. But, not all coffee is created equal!

Each year you inevitably get some 2nd and 3rd grade coffee, usually around 5% to 8% of the total harvest. This coffee does not meet the rigorous grading system to be classified as zero defect exportable specialty coffee.

However, this coffee also has a market, and we have been selling it locally for between \$1.50 and \$2.50 a lb. So even our 2nds and 3rds can match the C-Market rate for commercial coffee.



## IN SUMMARY, WHY INVESTING IN COFFEE FARMLAND IS GOOD FOR YOUR PORTFOLIO

- **Diversify your portfolio away from Wallstreet and outside of your own back yard.**
- **Specialty Coffee is priced based on quality and supply, not manipulated by traders and speculators.**
- **Participate in a \$460 Billion industry, at an entry level you can afford.**
- **Partner with an experienced operator with a dedicated team in place, who will develop the land, manage the farms, harvest, process, market and sell the coffee on your behalf - turnkey.**
- **Take advantage of existing assets and infrastructure already in place and operational, with zero debt.**
- **Join a team with over 30 years experience in coffee, and farming in Boquete.**
- **Invest your money where you can have a real Impact on coffee farmers lives, their families and communities less fortunate.**
- **Help us reduce any negative impact on the environment around us, one coffee farm at a time.**
- **Create passive cashflow and infinite returns for you and your family, for generations.**

**Specialty Coffee Farming in Boquete, Panama**

**A Socially, Environmentally, and Economically Sustainable Investment Opportunity**



# How to Reserve Your Units?

Once you have reviewed the complete set of Private Placement documents, write to Darren Doyle at [darrend@agronosotros.com](mailto:darrend@agronosotros.com) or call on **+520-226-9119** from US/Canada to confirm how many Units you wish to reserve, and we will send the Subscription Agreement in an easy to complete e-sign format.

Once accepted, they will be executed by David Sewell and returned to you along with step by step funding instructions.



## BE PART OF THIS \$460 BILLION INDUSTRY



### CONTACT US AT:

**Toll Free: +877-208-7988**

**Direct: +520-226-9119**

**[darrend@agronosotros.com](mailto:darrend@agronosotros.com)**