

CONFIDENTIAL · PRE-NDA OVERVIEW

## Direct profit participation in high-quality carbon credits at pre-verification entry.

A Regulation D, 506(c) offering providing accredited investors with profit rights to verified carbon credits from a near 300,000-hectare Improved Forest Management project in a megadiverse South American Amazon jurisdiction. Pre-verification entry at \$6 per interest against a market where high-quality IFM credits clear in the \$20 to \$40+ range.

\$6

ENTRY PER INTEREST

~300K<sup>ha</sup>

PROJECT SCALE

30M

LIFETIME CREDITS

12/2028

TARGET MATURITY

### The opportunity

Corporate and institutional buyers face a structural shortage of high-integrity nature-based carbon credits. Less than ten percent of carbon dioxide removal projects meet the quality threshold buyers like Microsoft, Meta, Google, and the major airlines are now demanding under tightening procurement standards. Against that shortage, the project underlying this offering is engineered from inception to clear the highest quality tier: an Improved Forest Management project at scale, in the Amazon, designed by the people who built the standards under which it will be verified.

Pre-verification subscription provides direct profit participation in 2 million of the project's allocated credits at an entry price of \$6 per interest. Market benchmarks from third-party rating agencies place average IFM credits at \$15 to \$16 per tonne, with A-rated credits at \$20 to \$30 and AAA-rated credits at \$20 to \$40 or higher.<sup>1</sup> Verified transactions in 2024 and 2025 by named project developers cleared at \$29 to \$34 per credit.<sup>2</sup> Sovereign procurement under the Paris Agreement Article 6 framework, in the same geographic region, cleared at roughly \$25 per credit in 2025.<sup>3</sup>

#### Why now

- **Structural shortage.** High-quality nature-based removal credits trade in a 3:1 to 5:1 demand-to-supply imbalance through 2030, per McKinsey, MSCI, and BloombergNEF analysis.
- **CORSIA Phase 2.** Mandatory international aviation compliance begins January 2027, with potential demand up to 1.3 billion tonnes through 2035.
- **Methodology realignment.** The relevant IFM methodology was updated in October 2024 to align with the Integrity Council for the Voluntary Carbon Market's Core Carbon Principles, opening a labeled-premium pricing tier that was unavailable to prior issuances.
- **Big Tech procurement.** Microsoft alone signed agreements for 45 million tonnes of carbon removal in 2025, more than double its 2024 volume. Big Tech permanent removal purchases rose 181 percent year over year.


1. Sylvera, *Carbon Offset Pricing Trends*, February 2026; BeZero Carbon, January 2026. 2. Weyerhaeuser (Maine IFM, \$29, December 2023); LandYield citing Chestnut Carbon (\$34, September 2024). 3. Singapore Article 6 sovereign procurement, ~\$25.57 blended across four nature-based projects, September 2025.

## The asset

The underlying project is an Improved Forest Management initiative spanning approximately 291,590 hectares of tropical rainforest in a megadiverse South American Amazon jurisdiction. The project is implemented through partnership with 21 Indigenous tribal communities holding the underlying land rights, who formally elected in late 2023 to forgo active logging permits in favor of long-term forest protection and carbon credit generation. That election is the additionality basis for the project.

Total project lifetime issuance is expected to be 30 million Verified Carbon Units over a 40-year crediting period (750,000 credits per year). The methodology used is one of the principal Improved Forest Management standards in the voluntary market, recently updated to align with the Integrity Council's Core Carbon Principles. The project is structured to generate both emission reduction credits and removal credits, the latter trading at a structural premium and most sought by Big Tech procurement programs and the Symbiosis Coalition.

### Pricing benchmark, where the project is positioned to clear

	CREDIT CATEGORY	RANGE	AVERAGE
	REDD+ (deforestation avoidance)	\$3 to \$12	\$6
	IFM average (global)	\$5 to \$40+	\$15 to \$16
 <b>TARGET BAND</b>	<b>A-rated IFM</b>	\$20 to \$30	\$25
	<b>AAA-rated IFM</b>	\$20 to \$40+	\$30+
	<b>OPTIONAL UPSIDE: CCP-labeled premium</b>	+25% over non-labeled	—

Sources: Sylvera, BeZero, ICVCM (2025-2026). Quality ratings are assigned by third parties post-verification and are not guaranteed.

## The team behind it

The project is not a typical voluntary carbon market initiative. Each of the principal advisory and technical roles is filled by individuals or firms whose career-defining reputations are tied directly to the integrity of carbon markets:

### STANDARD AUTHORSHIP

The project's technical documentation is being authored by the firm that co-wrote the original voluntary carbon standard now used to register the majority of the world's voluntary credits.

### INDIGENOUS & POLICY

Indigenous land rights structuring and regulatory compliance are overseen by the attorney who founded the principal industry coalition for carbon offset providers and helped shape carbon market policy under the Kyoto Protocol and Paris Agreement.

### MARKET INFRASTRUCTURE

Carbon market strategy is led by a co-founder of the world's largest exchange for environmental commodities, whose contributing work to the IPCC was collectively recognized with the 2007 Nobel Peace Prize.

### STRATEGIC ADVISORY

Strategic advisory is provided by a globally recognized futurist who has counseled three U.S. administrations and Fortune 100 companies on environmental finance for over two decades.

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**The collective willingness of these individuals to commit their time, expertise, and reputational capital to the project is itself a quality signal. The people closest to the technical realities of carbon market verification believe this project will clear at the highest quality tier.**

FULL BIOS AND CREDENTIALS AVAILABLE UNDER NDA

## The investment

A Regulation D, Rule 506(c) offering open to accredited investors only. Subscribers acquire profit interests in a defined allocation of carbon credits from the underlying project. Five questions matter, and the answers are below.

- 1 **Entry price**  
\$6.00 per **Membership Interest** at subscription. Set well below all market benchmarks for high-quality IFM credits.
- 2 **Projected exit range**  
\$20 to \$40+ per credit, the A to AAA-rated IFM tier per third-party benchmarks. Verified 2024 and 2025 transactions by named project developers cleared at \$29 and \$34 per credit.
- 3 **VCUs available for sale**  
Targeted to be available for sale in **late 2026**. Sale timing is determined by market conditions following issuance, with the structural **3:1 to 5:1 demand-to-supply imbalance** for high-quality NBS credits favoring near-term clearing.
- 4 **Capital tied up until**  
Fund maturity is **December 31, 2028**. Distributions occur progressively as credits are sold throughout the holding period.
- 5 **Downside protection**  
If credits attributable to the Fund have not sold by maturity, the project proponent is **contractually obligated to repay your invested principal**. Members retain profit rights after repayment for any future sales of those credits.



*Sale timing is determined by market conditions following VCU issuance. The fund maturity date is a contractual backstop on principal, not a sale milestone.*

## Fund structure summary

<b>Entity</b>	Delaware limited liability company, manager-managed
<b>Offering</b>	Regulation D, Rule 506(c). Accredited investors only. Verification of accredited status required.
<b>Subscription</b>	\$6.00 per interest. Minimum subscription \$100,002 (16,667 interests).
<b>Fund allocation</b>	Profit interests in up to 2 million of the project's lifetime credits, third in sequence behind two earlier capital phases that funded verification and built capital reserves.

## Class election

### CLASS A · DIRECT INTEREST

#### Distributes as credits clear

Members receive pro rata distributions as the Manager monetizes credits and net proceeds are received. No holding period restriction.

### CLASS B · REDEMPTION INTEREST

#### Holds for long-term capital gains

Net proceeds are held in a segregated account and distributed in a single redemption after the long-term holding requirement is satisfied. Structured for the favorable long-term capital gains tax treatment of profit interests for qualifying Members.\*

\* **Tax treatment of any specific Member depends on individual circumstances.** The Manager is not a tax advisor and does not provide tax advice. Prospective investors should consult their own CPA or tax advisor regarding the treatment of profit interests, holding periods, and long-term capital gains in their personal situation.

### RISKS ACKNOWLEDGED

The voluntary carbon market is subject to methodology, permanence, regulatory, and pricing risks. Forward-looking statements regarding pricing tiers, demand absorption, and verification outcomes are estimates, not guarantees. Quality ratings are assigned by third parties post-verification. Sovereign authorization for compliance market eligibility is not assumed in the base case. Full risk factors are detailed in the Private Placement Memorandum.

## How to proceed

If the project warrants further evaluation, the next step is to request the Mutual Non-Disclosure Agreement and gain access to the full offering materials.

### NEXT STEP

#### Request the NDA to review full offering materials

Mutual Non-Disclosure Agreement, Private Placement Memorandum, Operating Agreement, Subscription Agreement, Market Report, and Capital Strategy Overview provided upon NDA execution.

VISIT

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