

# CACAO

**CACAO RAMBALA, S.A.**

**CHIRIQUI GRANDE CACAO  
FARMLAND OPPORTUNITY**

**EXHIBIT A**  
**EXECUTIVE SUMMARY**



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

**Executive Summary**  
**Cacao Rambala, SA**

**61.5 Hectares (153.75 acres)**  
**Cacao farmland in famous cacao growing region**

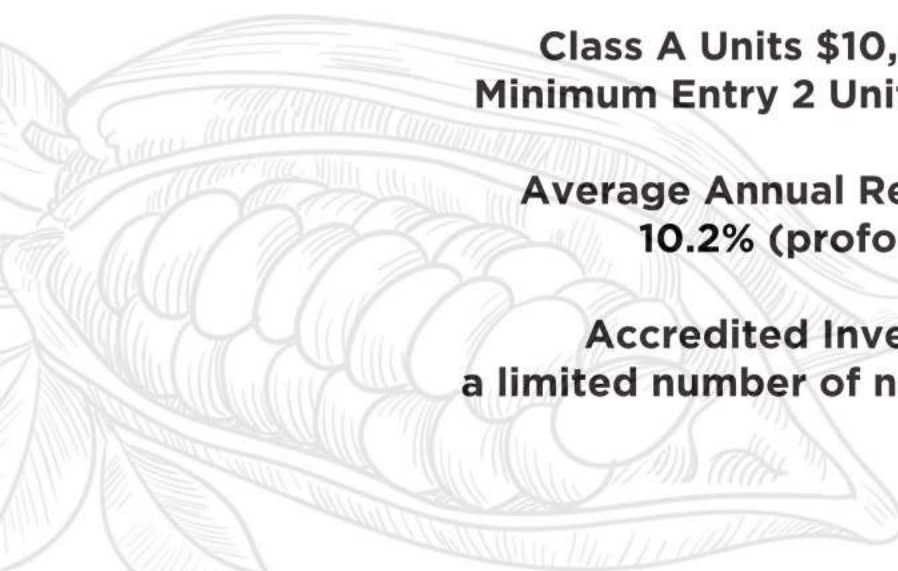
**Total Financing**  
**\$2,400,000 USD**

**Max 240 Class A Units**

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

**Average Annual Return (IRR)**  
**10.2% (proforma)**

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





## The Features Of The Opportunity

### 1. SECURITY - CACAO RAMBALA, S.A. OWNS THE LAND

Titled cash-flowing hard assets in specialty agriculture.

### 2. PROFESSIONAL TURNKEY MANAGEMENT

By established cacao farming, cacao processing and specialty artisanal chocolate manufacturing operations, and marketing/sales specialists.

### 3. SUSTAINABLE PASSIVE INCOME

Create a long-term, legacy income by owning cash-flowing farmland that can produce specialty cacao for generations to come.

### 4. SOCIAL REWARDS:

The satisfaction of knowing your investment capital is directly improving the lives of impoverished cacao farmers and other Panama chocolate industry-related employees.

By providing them with good, honest work for a living wage, medical and pension benefits, schooling, and assistance in improving living conditions and upward mobility for all involved.

**By improving and growing the Panama cacao industry, by taking away business from those preying on child labor, thereby helping us to reduce child and slave labor in the cacao industry worldwide, at least one farm at a time!**

# Sustainable Specialty Cacao New Syndication Opportunity

Since 2016 AgroNosotros has been operating cacao farms in Toledo, Belize and in 2021 acquired our first cacao farm in Chiriqui Grande, Panama. At the time of writing the company owns and operates 6 specialty cacao farms totaling 190 hectares (475 acres).

In each case, the company identified suitable raw land and then engineered and developed them into productive, fine-flavor specialty cacao farms. Taking local knowledge and adding our own “Art of Cacao Science”.



In 2021 we made the strategic decision to add Panamanian cacao to our portfolio for many reasons. As a company, we wanted to offer more than one origin to the market and Panama made perfect sense as that new origin. Our Executive team is headquartered in Panama, our Founders have lived there for 16 years, and we know the country, the market, the customs and the rules and regulations. We have built an extensive workforce here and have long-term relationships with external legal and accounting firms.

Add to that, Panama is a dollarized economy, has no central bank restrictions, and offers superb logistic opportunities because of the Panama canal.

Panama was once a large producer and exporter of cacao, but after decades of mismanagement and neglect, the production has decreased dramatically.

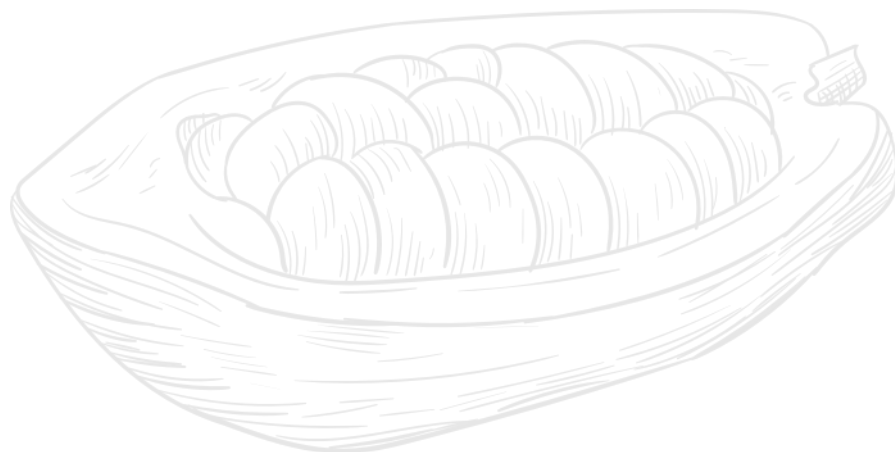
Panama has the perfect growing conditions to produce superb high quality, fine-flavor cacao, and our objective is to reactivate this sleeping cacao industry, one cacao farm at a time.

In 2020, after 12 months of due diligence and farm trips, we identified a farm that ticked all our strict due diligence boxes and had a willing seller. The farm is 123 hectares (307 acres) and has been operated as a palm oil farm for 10+



years. We negotiated to acquire the land in 2 tranches, 61.5 hectares at a time, as attempting to acquire, develop, plant, and graft 300+ acres in one season was a risky undertaking.

In 2021 we launched Cacao Caribe, S.A, a \$2.25M Offering to acquire the first 61.5 hectares, and now that financing is fully funded, it's time to launch Cacao Rambala, S.A. to acquire and develop the remaining 61.5 hectares.



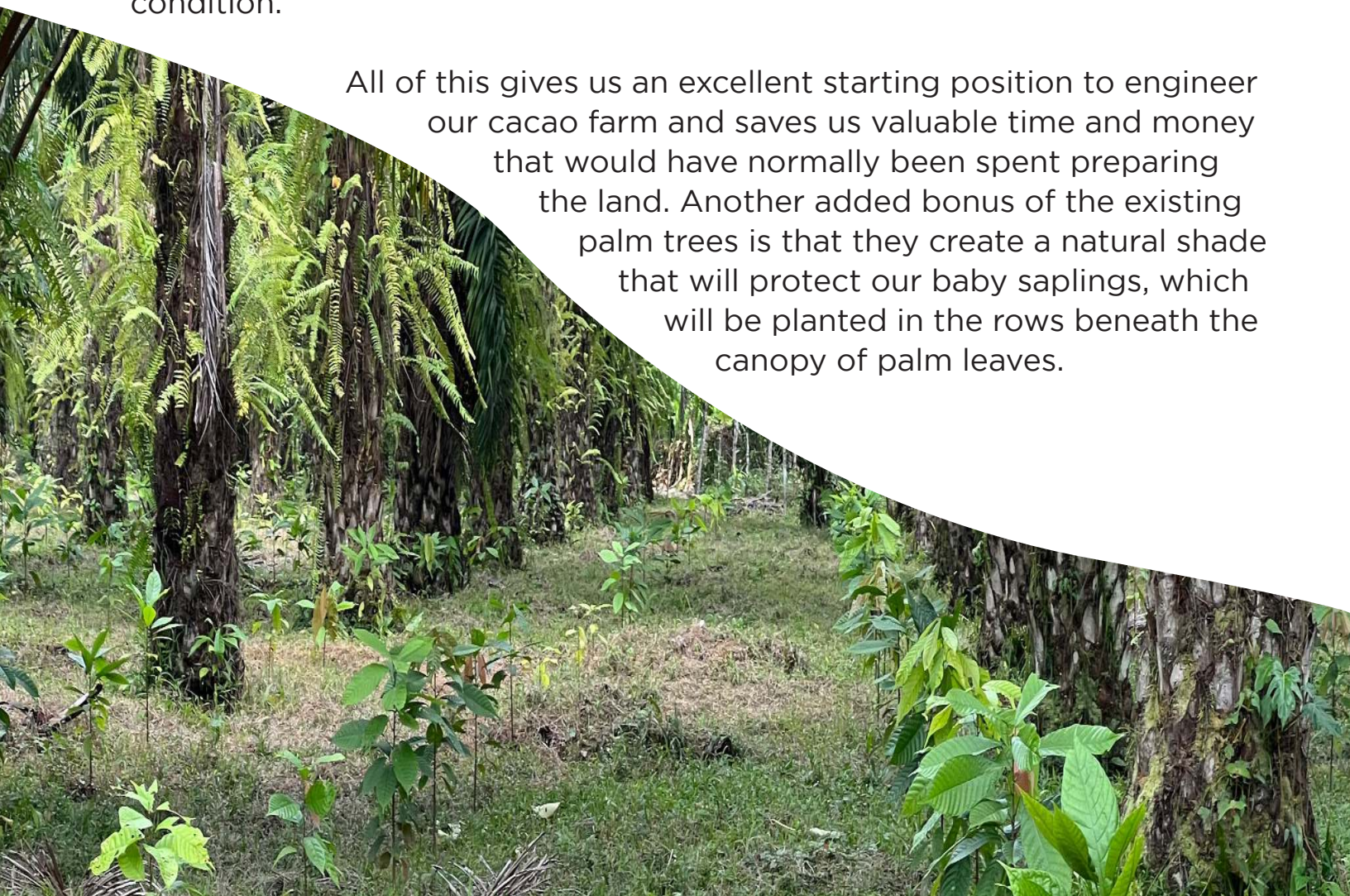
# The Farm

Located in Chiriqui Grande, in the Bocas del Toro region, this spectacular farm makes a significant addition to our growing portfolio of 18 farms (6 cacao farms and 12 coffee farms). This new farm is by far the largest farm we have acquired, and an acquisition that would not have been possible 5 or 6 years ago.

Now, with a team of just over 100 people and with the infrastructure, equipment, and strategic partners in place, we can absorb a farm of this size without it affecting our current operations. And when adding farms of this size, the economies of scale are significant.

As mentioned previously, the Seller has been operating this land as a Palm Oil farm for over a decade. His long family history in farming and his own background as an engineer can clearly be seen in the way this farm has been developed and maintained. The trees are planted in clear well-maintained rows, the drainage system in place is first class and the soil is in excellent condition.

All of this gives us an excellent starting position to engineer our cacao farm and saves us valuable time and money that would have normally been spent preparing the land. Another added bonus of the existing palm trees is that they create a natural shade that will protect our baby saplings, which will be planted in the rows beneath the canopy of palm leaves.



Palm oil has a bad reputation in the industry as a product and because of the amount of arable land it takes up. So we are delighted to be converting this land into an environmentally sustainable specialty cacao farm.

## Why Cacao Now?... In Summary

**Demand outstrips supply for fine-flavored Trinitario cacao, especially from Panama**

Panama's unique advantage is the potential to supply a significant amount of high-quality fine flavored cacao, as currently only 5-7% of the world's cocoa bean supply is fine flavored.

Demand for fine flavor beans will continue to outpace supply, as there has consistently been, for the last 6 years, an annual shortage of approximately 13,000 metric tonnes of cacao.

This chronic shortage can result in price hikes by cacao farmers and traders and competition among gourmet processors which can shift power to these suppliers.

Specialty cacao is already marketed at the wholesale level for prices as much as 200% to 300% to 500% higher than current conventional cacao prices.



# AFFLUENT CONSUMER BEHAVIOR INCREASINGLY DEMANDS GOURMET CHOCOLATE

**Consumption of chocolate products worldwide is increasing rapidly from changing consumer preferences.**

Traders and gourmet food companies/processors are expanding rapidly to source fine flavored cacao beans in order to meet the exploding demand for fine chocolate by affluent consumers.

Fine flavored cacao beans are processed into high value-added dark, dark milk, milk and white chocolate by specialty manufacturers like Mahogany Chocolate, S.A. Independent researchers estimate that the premium market



segment is growing 3 times faster than bulk-processed chocolate.

An increasing number of consumers are becoming more health conscious and are simultaneously seeking more ethically traded products. Currently, 70% plus of the world's cacao comes from African countries employing (enslaving) over 1.5 million child and slave laborers.

The demand for fine flavor cacao is driven by consumers who focus on quality and health and want better, more complex taste experiences.



According to gourmet processors, a typical gourmet consumer is interested in the health benefits of chocolate, has a high income, is less price sensitive, holds a high regard for the source of food, is well educated, and is 40+ years of age, on average.

There is an urgent need for more cacao farms to be developed whose focus will be to increase efficiency and yield by introducing good farming practices, cacao crop science and adding much-needed capital.

There also is a prime opportunity to continue to develop well-financed and managed cacao farming operations, particularly in Panama, that can reliably supply consistent high-quality cacao products to specialty chocolate manufacturers worldwide.



# New & Improved Ownership Structure

This new cacao syndication is structured as a **506 b Private Placement**.

When we decided to acquire more 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 8 years of raising capital and acquiring farms.

We have proven that we can turn around underperforming farms, and develop raw land, to produce high-quality specialty coffee and cacao. We have sold coffee and cacao beans for record prices to clients around the world. And we have developed a range of finished products to match any on the market today.

What is not working as well, or as fast as we would like, is subdividing these 18 farms into many hundreds of individual parcels and having them deeded to investors, using the local municipality that is massively underserved, in Latin America where things move slower than most regions anyway.

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 pivoted 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 8 years.

Since 2019 we have raised \$20 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 recent pandemic, soaring inflation, crashing crypto, 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 may generate annual passive cash flow, in perpetuity, with a proforma average annual return of 10.2%.

See the chart below for a summary of what you may expect to receive (proforma).

Projected Returns (Proforma)			
Year 5	Year 10	Year 15	Year 20
10%	15%	21%	28%

# A Legacy Investment - Here's How We Ensure Perpetual CashFlow

With our meticulously engineered farm rotation systems and our unique “art of cacao science,” these cacao farms can produce cacao 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 in this way for generations. Here is how!

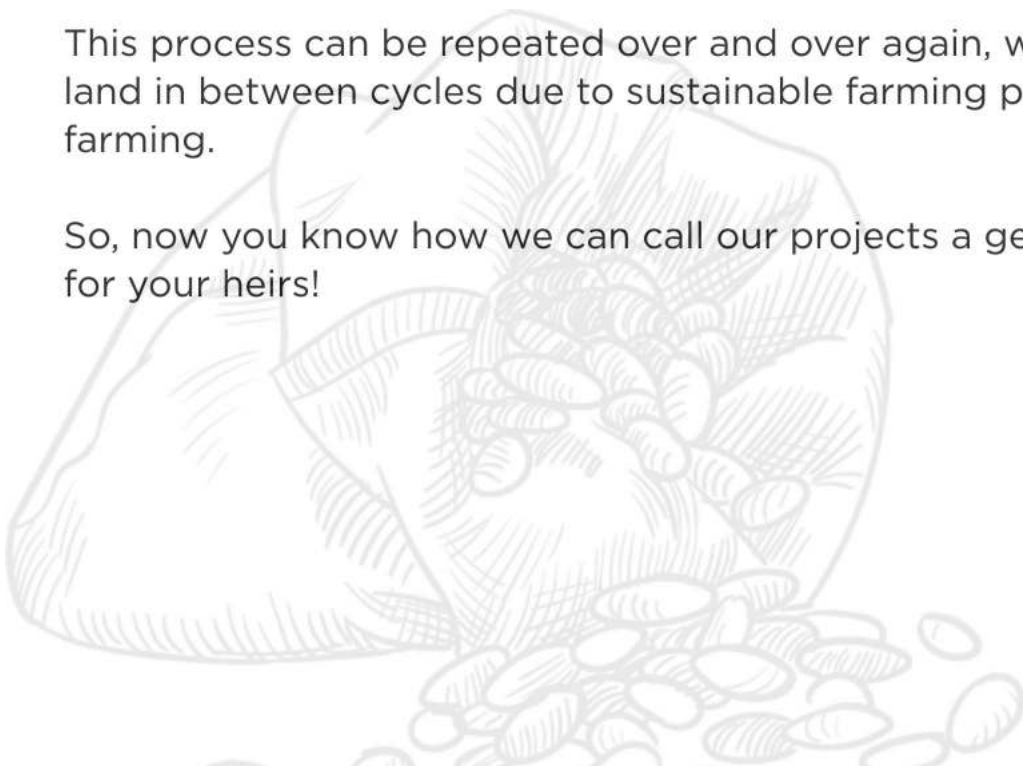
Once we establish a farm, the new cacao trees have a productive lifespan for high-quality specialty cacao of 25 years. So instead of waiting for the farms to pass their peak and start over, we will establish a new nursery 5 years ahead of time, at year 20. We use soil from our farms, seeds from our trees, 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 25 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!



# 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) cacao 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 us up on our offer.

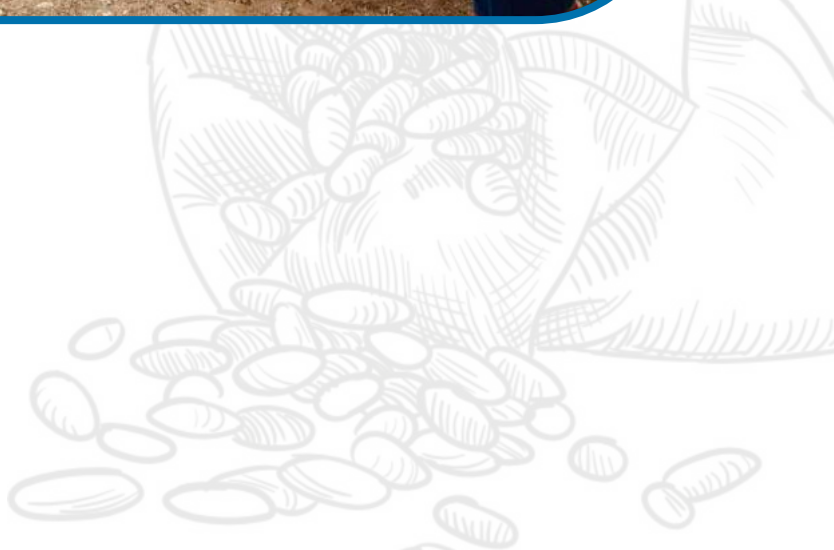
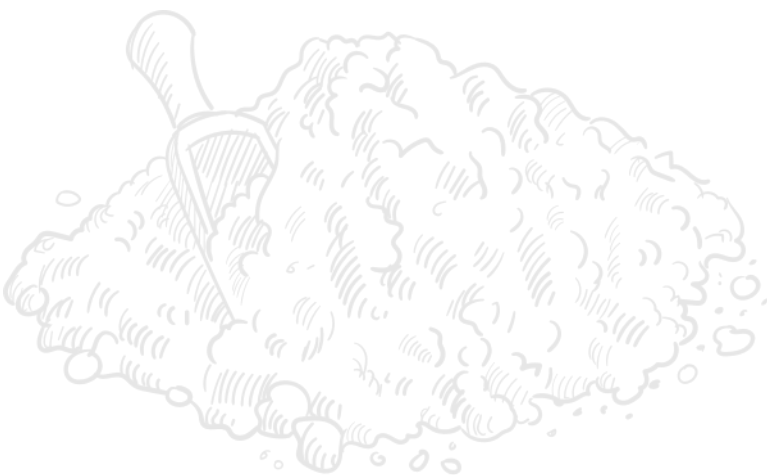


In 2017 we had 21 people in the program, which included 3 Mom's who went back to school! Why? Because their men are working steadily, with well-paid and reliable jobs, their kids are fed and housed properly, and they can now relax a little...and look after themselves a bit, for a change.

Now, in 2022 we are incredibly proud to say we have **89 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.



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

- **Diversify your portfolio away from Wallstreet and outside of your own backyard.**
- **Specialty Cacao is priced based on quality and supply, not manipulated by traders and speculators.**
- **Participate in a \$100 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 cacao 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 of experience in cacao and coffee, and farming in Panama and Belize.**
- **Invest your money where you can have a real Impact on cacao farmers lives, their families and communities less fortunate.**
- **Help us reduce any negative impact on the environment around us, one cacao farm at a time.**
- **Create passive cashflow and potentially infinite returns for you and your family for generations.**

## **Specialty Cacao Farming, Chiriqui Grande, Panama**

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





**A \$100 BILLION INDUSTRY**



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