IROQUOIS VALLEY
FARMLAND REIT

ROOTED IN REGENERATION NOTES

ROOTED IN REGENERATION NOTES OFFERING

This Private Placement Memorandum is dated as of July 15, 2023.

OFFERING INFORMATION	
TOTAL OFFERING AMOUNT	$25,000,000
MINIMUM INDIVIDUAL SUBSCRIPTION	$25,000
MAXIMUM INDIVIDUAL SUBSCRIPTION	$2,500,000

NOTES AVAILABLE FOR PURCHASE

The Company is offering two tranches of unsecured promissory notes for purchase, of varying term lengths. The two types of RNR Notes will have equal priority and will be paid out pari passu (i.e. on a side-by-side basis). In the table below, all yield amounts reflect annual, non-compounded rates.

Standard Note			
Term Length	**3 Year**	**5 Year**	**7 Year**
Gross Yield	4%	2.5%	3%
Net Yield	3%	1.5%	2%
RnR Pool Contribution*	1%	1%	1%
Catalytic Note			
Term Length	**3 Year**	**5 Year**	**7 Year**
Gross Yield	2%	2%	2%
Net Yield	0.5%	0.5%	0.5%
RnR Pool Contribution*	1.5%	1.5%	1.5%

*Proceeds from this Note will fund investments in farmland consistent with the Company's public benefit purpose, discussed in more detail below. In addition to interest payments to investors arising from the Notes, the company will also set aside funds (on the same schedule as interest payments) as contributions to the Company's Rooted in Regeneration Pool (the "RnR Pool"). The RnR Pool will be administered by Iroquois Valley and will be used to discount the interest rate that eligible Black, Indigenous, and People of Color (BIPOC) farmers will be charged for the mortgages from the Company. In this manner, the Company hopes to partner with investors and farmers to reduce the cost of land acquisition for this historically excluded community, and increase land ownership and stewardship by aligned BIPOC farmers.

CONTACT INFORMATION

MAILING ADDRESS	P.O. Box 5850 Evanston, IL 60204
OFFERING CONTACT	Investor Relations Department (847) 859-6645 ext. 1 invest@iroquoisvalleyfarms.com
CORPORATE OFFICE	708 Church Street Suite 212 Evanston, IL 60201

Investment in businesses involves a high degree of risk, and investors should not invest any funds in this offering unless they can afford to lose their entire investment. See the **Risk Factors** section of this Memorandum for risks that management believes present the most substantial risks to an investor in this Offering.

In making an investment decision, investors must rely on their own examination of Iroquois Valley and the terms of the Offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, no such authority has passed upon the accuracy or adequacy of this document or related sales material. Any representation to the contrary is a criminal offense.

These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

KEY TERMS OF THE OFFERING

This summary of the key terms of this offering (this "Offering") of Rooted in Regeneration Notes (the "Notes") is intended solely for convenient reference and is qualified in its entirety by reference to the remainder of this Private Placement Memorandum (this "Memorandum") and the Subscription Agreement appended hereto as Appendix I. All of this material must be read together in its entirety by prospective investors for a complete understanding of Iroquois Valley and the Offering of the Notes. Any capitalized terms used but not defined in this summary of key terms shall have the meaning given to such terms in the aforementioned documents.

The Company	Iroquois Valley Farms LLC (the "Company") is an Illinois limited liability company that was formed in 2007. In an effort to simplify tax reporting and provide opportunities to effectively raise growth

	capital, we implemented a corporate restructuring in 2016, by which the Company became our primary operating vehicle, controlled by a real estate investment trust known as Iroquois Valley Farmland REIT, PBC, a Delaware public benefit corporation (the "IQVF REIT"). Iroquois Valley Farmland TRS, Inc. (Iroquois Valley TRS"), a Delaware corporation wholly owned by IQVF REIT, makes the third entity in this structure. Due to the common control elements of these entities, references to "Iroquois Valley," "we," or "us" refer to the Iroquois Valley corporate family as a whole whereas the "Company" refers only to Iroquois Valley Farms LLC. For the avoidance of doubt, the Notes are being offered by Iroquois Valley Farms LLC (i.e., the Company) pursuant to the terms of this Memorandum. Concurrently with this Offering of the Notes, IQVF REIT is conducting an offering of common stock pursuant to SEC Regulation A+. For additional details on our current entity structure, please refer to the section of this Memorandum titled "Corporate Structure."
Business Objective	Iroquois Valley's business objective is to enable healthy food production, soil restoration, and water quality improvement through the establishment of secure and sustainable farmland access tenures. As a Delaware public benefit corporation, IQVF REIT and its Board will consider its broader objective and stakeholders in addition to shareholder profit interests when making business decisions, and in doing so we intend to produce a public benefit and to operate in a responsible and sustainable manner. To achieve our business objectives, the Company will select, value, and manage farmland investments across the U.S. (each a "Farmland Investment"). Farmland Investments include acquisition of farmland, mortgage financings secured by farmland, and the operating of lines of credit for farmers. The Farmland Investments shall be managed in such a manner as to balance the Company's financial objectives and obligations to its creditors and shareholders, with the company's public benefit purposes. See "Company Overview" and "Investment Highlights."
The Offering	To finance the Farmland Investments, the Company is offering up to $25,000,000 of unsecured promissory notes (the "Notes") for sale to accredited investors only, through this offering (the "Offering"). The maximum issuance is subdivided into $5 million, $10 million, and $10 million for all 3-year, 5-year, and 7-year Notes, respectively. See "Note Options" below.

	The minimum subscription (i.e. investment) by an investor is $25,000 unless the Manager, in its sole discretion, agrees to accept a lesser amount. Above the minimum subscription, Notes may be purchased for amounts in $25,000 increments. The maximum subscription by a single investor is $2,500,000, unless the Manager, in its sole discretion, agrees to accept a greater amount. A purchaser of a Note is referred to as a "Noteholder." Unless terminated earlier by the Company in its sole discretion, the Offering will remain open until July 1, 2024 (the "Closing Date"); however, the Manager may extend the Closing Date on one or more occasions.
Management	IQVF REIT, the controlling member of the Company, also serves as the Company's "Manager." As Manager, IQVF REIT directs and oversees the business and affairs of the Company. In turn, IQVF REIT is led by an elected board of directors (the "Board"), which has appointed corporate officers ("Officers") to both the Company and IQVF REIT. For additional detail, including biographies of the Board and Officers, see the section of this Memorandum titled "Management."
IQVF REIT's Reg A+ Offering and Filings	Concurrently with this Offering, IQVF REIT (the Company's Manager and controlling member) is offering for sale its common stock. As a result, IQVF REIT is a SEC Regulation A+ reporting company, and, as such, makes periodic filings with the SEC. These filings are available at www.sec.gov. These SEC filings contain important details about the Company and IQVF REIT and may be of interest to investors considering a purchase of the Notes.
Terms of the Notes	Principal Terms and conditions of the Notes are as follows: • Term of Notes – 3, 5, or 7 years from issuance ("Maturity"). • Net Interest Yield to Investor – 0.5% - 3.0% per year. All interest shall be cumulative and non-compounded. Interest rate varies depending on term length and note option selected by investor. • RnR Yield Attributable to the Note – 1% - 1.5% per year, depending on note option selected by investors. • Interest will begin to accrue commencing on issuance of a Note. • Interest will be paid semi-annually in arrears, on July 15 and January 15 of each year. Payment will be pro-rated for partial period ownership. • The principal amount of the Notes will be paid in full on Maturity, together with accrued interest, if any.

	• The Notes will be unsecured. The Company is the borrower and is legally obligated to repay the Notes. IQVF REIT is not the borrower and will have no legal obligation to repay the Notes. • The Company may take out mortgage loans in order to finance the purchase of certain Farmland Investments. Such loans, if any, will likely be secured by the respective Farmland Investment, and will likely be senior to the interests of the Noteholders with respect to the particular Farmland Investment. • The Notes will not be guaranteed. **The Notes are not secured by any Company assets. The Notes are subordinate to any and all other secured obligations of the Company. The Notes will have equal priority to any previously issued unsecured obligations of the Company.**
The Notes	Prospective Investors may consider an array of options with respect to the term length and yields of the Notes, based on their financial and impact goals. Broadly, we are offering two tranches of Notes: a "Standard Note" and a "Catalytic Note." Each tranche of Note has a 3-, 5-, or 7-year term and each tranche of note contributes to the Rooted in Regeneration Pool, in addition to yielding interest directly to the Investor (see "Funding the Rooted in Regeneration Pool" for more information). However, the Standard Note offers a higher Net Yield of interest payments directly to Investors, and has variance in these payments based on term length. In contrast, the Catalytic Note has a static net and gross yield across all term lengths and provides for a larger contribution to the Rooted in Regeneration Pool. The two types of RNR Notes will have equal priority and will be paid out pari passu (i.e. on a side-by-side basis).

Standard Note	**3 Year**	**5 Year**	**7 Year**
Gross Yield	4%	2.5%	3%
Net Yield	3%	1.5%	2%
Pool Contribution	1%	1%	1%
Catalytic Note	**3 Year**	**5 Year**	**7 Year**
Gross Yield	2%	2%	2%
Net Yield	0.5%	0.5%	0.5%

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<tr><td></td><td><table><tr><td>Pool Contribution</td><td>1.5%</td><td>1.5%</td><td>1.5%</td></tr></table></td></tr>
<tr><td>Use of Proceeds from the Offering</td><td>Proceeds raised from the sale of Notes in this Offering will be used primarily for new Farmland Investments by the Company. The Company maintains a pipeline of Farmland Investment opportunities across the U.S. Certain proceeds will also be used to reimburse the Company for Offering expenses including, for example, legal, accounting, and filing fees.

However, the Company has not specifically allocated the use of net proceeds from the Offering. Management, led and overseen by IQVF REIT and its Board, will have considerable discretion in using offering proceeds consistent with the Company’s business objectives and beneficial impact goals. The Company and its manager may choose to use net proceeds from the Offering to reduce outstanding debt, provide for working capital purposes, issue a distribution, or repurchase/redeem outstanding loans of the Company or shares of IQVF REIT. See “Use of Proceeds.”</td></tr>
<tr><td>Funding the RnR Pool</td><td>The Note will yield funds to build the RnR pool through the Investor interest payment mechanism every six months. The RnR Pool will be used to ‘pay’ interest owed by eligible BIPOC farmers on their mortgages, functionally lowering their interest rates. The amount of this mortgage interest rate discount will be determined by the applicant’s results in the underwriting process.

The RnR Pool will be administered by Iroquois Valley for the benefit of our farmers. Currently, yields from these Notes are the only source of funds for the RnR Pool.</td></tr>
<tr><td>Optional Early Redemption</td><td>Prospective investors should be aware that the Notes will have limited liquidity, and they should invest only those funds that they are prepared to lock up until Maturity.

The Manager will consider requests from Noteholders for redemption of the Notes, in whole or in part, subject to certain terms and conditions. The Manager is under no obligation to grant any request for redemption. Any redemption of a Note, where granted, shall be subject to an early redemption fee equal to the following:

<table><tr><th>Term Length of Note</th><th>Timing of Redemption</th><th>Amount of Redeemed Fee – Standard Type</th><th>Amount of Redeemed Fee – Catalytic Type</th></tr></table></td></tr>
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<tr><td>3 Year</td><td>None</td><td>N/A</td><td>N/A</td></tr>
<tr><td rowspan="2">5 Year</td><td>Year 4</td><td>2%</td><td>1%</td></tr>
<tr><td>Year 5</td><td>1%</td><td>0.5%</td></tr>
<tr><td rowspan="4">7 Year</td><td>Year 4</td><td>4%</td><td>3%</td></tr>
<tr><td>Year 5</td><td>3%</td><td>2%</td></tr>
<tr><td>Year 6</td><td>2%</td><td>1%</td></tr>
<tr><td>Year 7</td><td>1%</td><td>0.5%</td></tr>
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<td>Management Compensation and Fees</td>
<td>Generally, we compensate our Officers and other employees, typically through salaries and performance-based bonuses. Non-employee directors on the IQVF REIT Board are eligible to receive a combination of cash and equity compensation.

IQVR REIT itself (i.e. the Manager) does not receive any fees in connection with this Offering or the acquisition of Farmland Investments solely due to its status as Manager.

The Company receives grant funding from multiple grants (see Grant Revenue), including a Conservation Innovation Grant awarded from USDA-NRCS. Matching funding from the Conservation Innovation Grant (“CIG”) is used for costs related to developing the Rooted in Regeneration Note and Pool, and funding may be used for underwriting software, marketing and outreach to BIPOC farmers and community partners, select staff salaries, partnership agreements with third-party impact consultants/contractors, and other relevant expenses.

The Company may receive reasonable market-based acquisition or closing fees associated with acquisitions or re-financings of Farmland Investments.

The Company will use certain Offering proceeds to reimburse expenses related to the Offering, including but not limited to legal, accounting, and filing fees. As IQVF REIT and its affiliate, Iroquois Valley TRS, together own 100% of the Company, these affiliates will be entitled to cash distributions from the Company generated from operation or the sale or refinance of the Farmland Investments. In addition, affiliates of Iroquois Valley such as IQVF REIT Directors, Officers, or employees, within their sole and absolute discretion, may elect to purchase any number of Notes in accordance with the terms and conditions in this Offering and, should they do so, will be treated as a Noteholder on an equal basis with all other Noteholders.</td>
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Manner of Subscribing	Prospective investors may subscribe for Notes by completing, executing, and delivering a Subscription Agreement, a copy of which is included herewith as Appendix I. The execution and delivery of the Subscription Agreement by a prospective investor to the Company constitutes a binding offer to purchase the Notes set forth therein and an agreement to hold such offer open until it is either accepted or rejected by the Company. The Company is offering the Notes in the U.S. solely to accredited investors, as defined under Regulation D promulgated under the Securities Act of 1933 (the "Securities Act"). Pursuant to securities exemptions applicable to the Offering, namely SEC Rule 506(c) and related state laws, the Company must verify the accredited status of each investor. The Company may choose to offer the Notes to non-U.S. investors solely in accordance with applicable investment standards of the foreign investor's residence and SEC Regulation S. Each prospective Investor will be required to submit financial information as part of the subscription documents so that the Company can satisfy its verification obligation. The Company and its employees will sell the Notes in this Offering and will receive no compensation in connection therewith. The Company may, in its sole discretion, employ unaffiliated finders or registered FINRA brokers or selling agents to offer and sell the Notes in this Offering at fees or commissions of no greater than 5% of the purchase price of the Notes.
Acceptance of Subscriptions by the Company	The Notes are considered accepted (and thus interest begins accruing) as of the date a prospective investor's subscription is accepted by the Company pursuant to the terms of the Subscription Agreement. The Company may, in its sole discretion, reject any subscription in whole or in part, for any reason. For administrative purposes, the Company may elect to accept subscriptions only on a monthly or twice monthly schedule. The Company may accept subscriptions for Notes and begin using Offering proceeds at any time. As the Company is already operating and seeking to make additional Farmland Investments, there is no minimum amount of total proceeds required for the Company to begin utilizing these funds. See "Risk Factors–No Minimum Offering Amount."
Risk Factors	An investment in the Notes involves a high degree of risk. Investors should be able to withstand the total loss of their investment in this Offering. Risks of purchasing the Notes include, without limitation, business risks associated with investments in

	farmland, investments in organic and specialty crops, investments in farmstead houses and structures, investments generally, illiquidity of investment, lack of collateral, risk of loss of principal, reliance on key personnel, limited transferability, tax risks, conflicts of interest, and lack of control over management. See "Risk Factors."
Further Information	Interested prospective investors can direct questions regarding this investment to: Investor Relations Department Telephone: (847) 859-6645 ext. 1 Email: invest@iroquoisvalleyfarms.com

IROQUOIS VALLEY IN BRIEF

1. INTRODUCTION

Iroquois Valley Farmland REIT, PBC ("IQVF REIT"), together with its affiliates, is one of the first private enterprises in North America to offer investors direct exposure to a diversified portfolio of certified organic farmland. IQVF REIT and its operating company, Iroquois Valley Farms LLC (the "Company") raise funds through a combination of equity and debt securities and use the capital to:

a) Provide long-term land access to farmers through leases and mortgages, and
b) Support the financial health of their businesses through operating lines of credit.

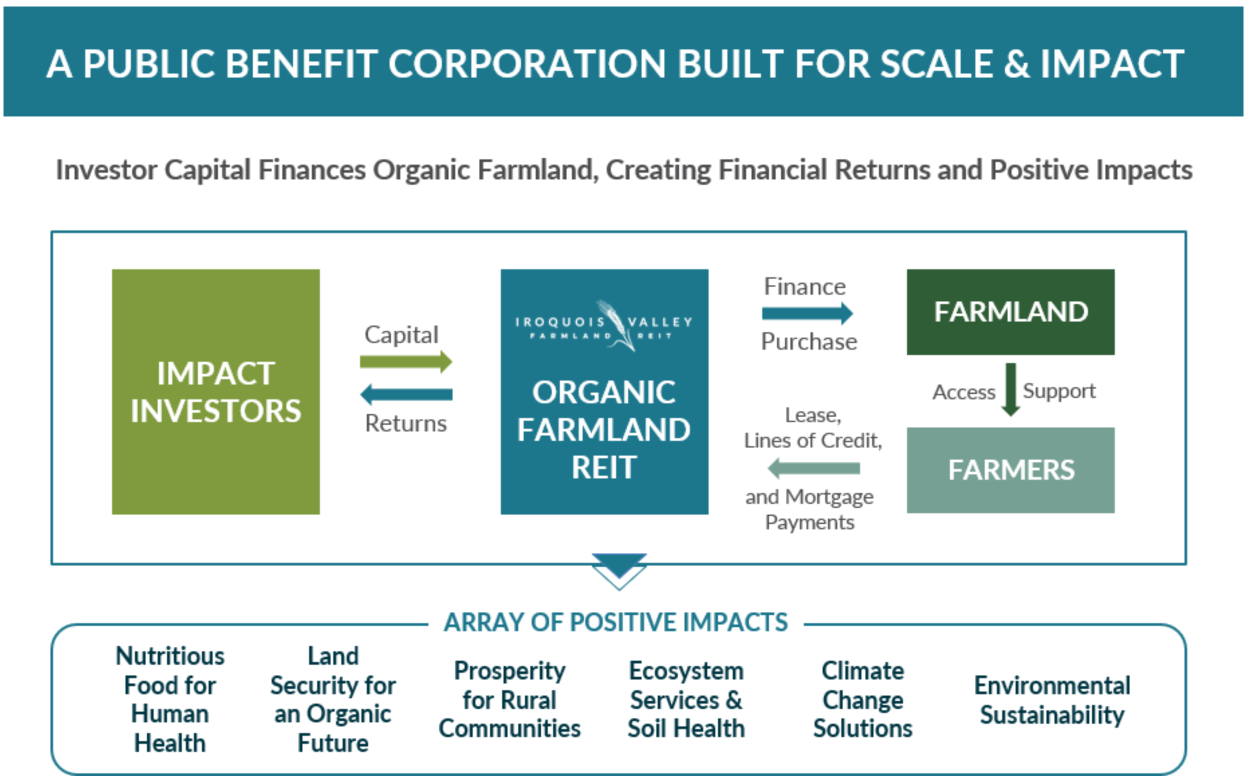
Due to common control elements between IQVF REIT, the Company, and Iroquois Valley Farmland TRS, Inc. ("Iroquois Valley TRS"), references to "Iroquois Valley," "we," or "us" refer to the Iroquois Valley corporate family as a whole. For the avoidance of doubt, however, the Notes are being offered by Iroquois Valley Farms LLC (i.e., the Company) pursuant to the terms of this Memorandum. Concurrently with this Note offering, IQVF REIT is conducting an offering of common stock pursuant to Securities and Exchange Commission ("SEC") Regulation A+.

Iroquois Valley began in 2007 with a small group of investors purchasing a single piece of farmland in Iroquois County, Illinois, about two hours south of Chicago. Today, Iroquois Valley has over 30,000 acres of certified and transitioning organic farmland in 19 states with a wide variety of farmers, crops, and businesses. In that time, we have raised more than $100 million in capital in a series of equity and debt offerings, and have broadened our investor base to include individuals, families, foundations, family offices, nonprofits, and donor-advised funds.

This Offering of Notes is intended to provide capital to increase acreage in organic stewardship; reduce the cost of organic farmland ownership by Black, Indigenous, and People of Color (BIPOC) farmers in the United States; support independent organic farmers as they establish and expand their businesses; and create a wide range of social, environmental, and financial impacts. The interest paid on the Rooted in Regeneration Notes includes a 0.5 – 3.0% annual return to the investor (see “Note Options” for details).

When we deploy capital, we seek specifically to provide financial support for organic farmers who are transitioning land to organic and improving soil health. Taking a minimum of three years, the organic transition period can be among the most financially challenging experiences for farmers, as they are implementing organic practices but are still selling their products at conventional prices.

2. BUSINESS MODEL



Iroquois Valley finances its acquisition of Farmland Investments through a combination of equity and debt fundraising (including this Offering of Notes) as well as traditional bank debt.

The funds we raise are used, among other purposes, to invest in farmland, provide mortgages to farmers, extend operating lines of credit, and to finance our operations. See “Use of Proceeds.”

Our annual revenue is a combination of rent and mortgage interest payments as well as interest earned from the operating lines of credit and grant revenue.

In establishing IQVF REIT as a Delaware public benefit corporation and in maintaining our certification as a B Corporation, we are committed and empowered to use business as a force for good, creating positive social and environmental impacts for all of our stakeholders, alongside financial returns.

3. CENTERED AROUND THE NEEDS OF FARMERS

Iroquois Valley's model is unique when compared to traditional farmland funds. Instead of speculating on land or evaluating development potential, we partner with qualified and experienced organic farmers that are looking to establish or expand their own organic farm operations. These farmers bring land opportunities to us, and then we conduct a full due diligence review on the farmer, their business, and the property in question. If the farmer is approved for financing after this due diligence review, and is approved by our investment committee or the Board, the Company moves forward with a purchase, line of credit, or mortgage.

Support for the farmer extends beyond the initial acquisition of the land. Our lease and mortgage structure takes into account the hardship of the organic transition. For example, Iroquois Valley leases consider the organic transition by reducing payments during the first three years by a factor of up to 2% (e.g., a farmer will pay 2.5% of the purchase price in rent during years one through three, and 3-6% once the land is certified, depending on the underwrite and operation type). Our crop rotation leases start with a base rent and add a variable component if the revenue of the farm surpasses a certain threshold (usually only post-transition, once crops receive the organic price premium at market). Similarly, our mortgages are usually interest-only for the first five years in order to lower the overall up-front payment for farmers.

4. COMMITMENT TO IMPACT

Iroquois Valley's success is defined by social, environmental, and financial impact. Our commitment to positive change has been reflected by a series of certifications and recognitions. IQVF REIT was incorporated as a Delaware public benefit corporation in 2016 with the publicly stated corporate goal to create public benefit by enabling healthy food production, restoring soil, and improving water quality through the establishment of secure and sustainable farmland tenure.

Certified B Corporation	**A Certified B Corporation** In order to demonstrate the Company's commitment to impact, Iroquois Valley Farms LLC first obtained B Corporation Certification in 2012. This certification is managed by the independent nonprofit B Labs, which awards certification to companies meeting rigorous standards of social and environmental performance, accountability, and transparency. Iroquois Valley has historically scored in the top 10% of all B Corps, earning it an award for "Best for the World" overall from 2015-2019. The Company was further recognized in the "Best for the World" categories for governance and customers from 2016-2019. Because of the growth of the B Corp movement and the much larger number of companies certified, companies are now required to score within the top 5% to earn "Best for the World" honors. Iroquois Valley was most recently recertified effective 2022 and expects to undergo recertification next in 2025.
IA 50® 2023 EMERITUS MANAGER	**ImpactAssets 50 – selected 2012-2023** Non-profit wealth management company ImpactAssets has listed Iroquois Valley on its list of 50 experienced impact investment firms for many years, a testament to our stability, growth, and track record. Our tenure on this list led to special recognition as an Emeritus Manager beginning in 2021.
AERIS	**Aeris Insight** In 2019, Iroquois Valley became one of the first companies to undergo an Impact Management Assessment by Aeris Insight, which verified that our programs and policies are consistent with our impact strategy. Prior to 2019, Aeris Insight specialized in impact evaluation and verification for Community Development Financial Institutions (CDFIs).

5. OUR JOURNEY TOWARD MORE EQUITABLE FINANCE

To date, Iroquois Valley has not explicitly prioritized racial justice in the development or distribution of its products. Like many companies, we are actively learning what our role has been in unintentionally perpetuating unequitable finance practices. The creation of the RnR Note is one of the Company's steps to repair harm by making farmland ownership financially accessible to underserved demographics.

Part of this process requires acknowledging what we know and what we do not. Iroquois Valley has been and continues to be a white-led company that has not worked on the ground in Black, Indigenous, and People of Color farmer communities. We know, however, what does lie in our wheelhouse: leveraging the will and capital of impact-oriented investors to create specialized financial products for organic farmers. Our Company's strength has been offering customized terms for our financings with farmers, including partnering with other funders, technical assistance providers, and nonprofit organizations. Iroquois Valley recognizes that others in this field – particularly BIPOC-led organizations – have done this work for longer and often with fewer resources. Our strategy in developing this Note is to participate and collaborate with these organizations as well as the farmers they serve. We are also actively engaged in revamping our underwriting process to reduce embedded biases and make space for more customization.

We also recognize that the products of a financial service company like ours inherently generate profit from the leases, mortgages, and operating lines of credit we offer to farmers. Historically, our industry has extracted profit from communities of color, using tools like predatory interest rates, unfair terms, and bias in the servicing of loans. We have structured the Company with this history in mind and view this Note as an opportunity to deepen the ways we are actively learning about alternative financing structures. We are excited to be creative with partners in how we blend and deploy capital. By exploring these alternatives, our Company is able to work with investors who want to deploy capital more justly and help educate farmers who struggle to find financing that understands the specifics of organic agriculture.

We consider the launch of this Note Offering our first formal initiative to center BIPOC farmers. As such, we are intentionally moving slowly to thoughtfully design a program built on and flexible to stakeholder input. In 2022 we successfully executed proof of concept of the interest reduction mechanism with two farms; in 2023 we are expanding that mechanism to potential investments. We anticipate that the creation and deployment of the RnR Pool will help us identify best practices for how to increase our support further.

Neither these Notes nor our plans for the RnR Pool are a perfect or final solution to a long history of discrimination in agricultural finance. It is, however, an important additional product for the Company as we seek to deepen and advance our public benefit, as well as a new opportunity for impact-minded investors to partner with us in these efforts. We hope this initial offering of the Rooted in Regeneration Note will be a step in the right direction, and one we expect to revisit, adjust, and improve as we learn how to make it more useful, just, and transformative. We are proud to expand our support for borrowers through specialized and reparative products.

We know that equity is not restricted to the work we do, but the way in which we work; equity must encompass our organizational values. Iroquois Valley staff and Board have participated in trainings on identifying and interrupting implicit bias, as well as in Soul Fire Farm's "Uprooting Racism in the Food System" training. We report on our staff, Board, and farmer demographics in our annual public benefit report. We plan to continue investing in organizational learning. Iroquois Valley has a Justice, Equity, Diversity, and Inclusion (JEDI) working group, which is broadly tasked with continuously evaluating and improving our internal and external policies, practices, products, and programs. We look forward to our growth as an organization and are committed to continuous improvement in this and all areas of our work.

ORGANIC FARMLAND AS AN INVESTMENT OPPORTUNITY

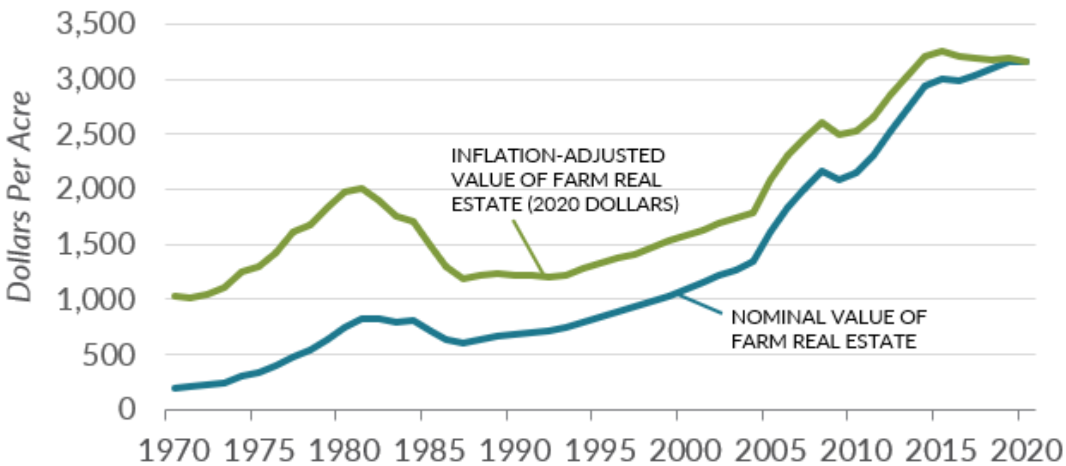
1. A REAL ASSET

Farmland is considered a “real” (versus financial) asset because of its physical nature and finite supply. Other real assets include natural resources, precious metals, and other types of land. The value of an investment in farmland is impacted by the ability of that land to yield a healthy crop season after season, and the marketability and price of crops from that land.

Historically, farmland has provided opportunities for investors to make returns through cash flow and capital gains through appreciation of the value of the land over time. The USDA’s Economic Research Service compiled data over 30 years to reveal the decade over decade increase in the value of U.S. farm real estate shown in the graphic below.

AVERAGE U.S. FARM REAL ESTATE VALUE 1970-2020

AVERAGE U.S. FARM REAL ESTATE VALUE, NOMINAL AND REAL (INFLATION ADJUSTED), 1970-2020



Source: USDA Economic Research Service[1]

We believe that chemical-dependent, conventional farming practices have taken their toll on the long-term health and productivity of American farmland. Conventionally managed farms are increasingly susceptible to wind and water-related erosion, unable to retain sufficient moisture during drought, and are consistently reliant on synthetic chemical inputs to realize soil fertility.

In contrast, organic farming has the potential to improve the productivity and value of a farmland asset over time. Organic farmers use a holistic, systems-based approach that diversifies crops, increases biodiversity, mitigates erosion, and improves water drainage, absorption, and filtration.

Organic farm management focuses on repairing the relationship between agriculture and nature. This long-term investment in the productivity of the land yields crops that have variety, nutrition, and flavor. An organic system prioritizes continuous health of the soil. Investing in the soil and improving the value of the land allows farmers to continue to produce healthy, nutrient-dense food for the world's growing population in the face of climate instability.

Though often left out of the picture, Black, Indigenous, and People of Color (BIPOC) communities have long played and continue to play an active role in the organic agriculture movement. BIPOC farmers overwhelmingly use regenerative or organic farming practices

[1] "Average U.S. farm real estate value, nominal and real (inflation adjusted), 1970-2020. U.S. Department of Agriculture Economic Research Service. November 2, 2020. https://www.ers.usda.gov/data-products/chart-gallery/gallery/chart-detail/?chartId=55912.

but have historically faced significant challenges to accessing fair and equitable financing for their operations. Statistics from the National Young Farmers Coalition 2022 National Survey Report[2] bear out both the need and opportunity in creating a targeted product:

- 59% of black and 54% of young BIPOC farmers find accessing capital to be "very or extremely challenging"
- 75% of young black farmers said they need more access to land
- 87% of BIPOC young farmers said they are motivated to farm in order to steward and regenerate natural resources

The Company believes that for its investments to be impactful, they must be accessible and appropriate to all potential players in the organic farmland space. We are launching the RnR Pool to help spur investment into this underserved segment of U.S. agriculture.

2. THE ORGANIC STANDARD

Iroquois Valley believes that USDA Organic certification offers a clear and comprehensive basis for farmers to participate and be distinguished in the marketplace. USDA defines organic as "integrating cultural, biological and mechanical practices that foster cycles of resources, promote ecological balance and conserve biological diversity." USDA Organic certification is a comprehensive, systems-based approach to farming systems that can be applied to every operation type.

One of the most important aspects of USDA Organic for Iroquois Valley is that the system is designed to build and maintain healthy soil, the most important long-term asset on a farm. By replacing petroleum-derived fertilizers with animal manure, cover crops, and crop rotation, organic farmers manage soil health with long-term productivity and environmental sustainability in mind.

We chose USDA Organic in 2007 as our third-party standard for working with farmers because of the certification's history, its legally codified framework, its standardization, and its recognition in the market. Achieving and maintaining organic certification is a core component of our investment thesis and our relationships with farmers. The Company works with farmers who carry additional certifications, including Regenerative Organic Certification, Animal Welfare Approved, Real Organic Project, Bee Better Certification, Savory Hub distinction, Ecological Outcomes Verification, Audubon Conservation Grazing, and more.

3. DEMAND FOR ORGANIC

[2] "2022 Survey." National Young Farmers Coalition. Accessed May 1, 2023. https://www.youngfarmers.org/22survey/.

Domestic demand for organic food products continues to grow and strengthen. Research from the Organic Trade Association shows that domestic organic food sales have grown from just over $10 billion annually in 2005 to $60 billion in 2022[3].

While demand for organic has grown to 6% of all food sold, the amount of domestic farmland that is certified organic has not kept pace. Certified organic farmland remains less than 1% of all American agricultural land. As demand for organic products outstrips the supply of certified organic land, the price of certified organic farmland should increase. Increased prices of organic farmland could have positive benefits for both us and our farmers, including for example, increasing the value of Iroquois Valley's portfolio, and a higher sale price of land if there is a sale of the property.

We believe that in addition to demanding certified organic products, consumers will continue to require transparency and quality throughout the supply chain. Iroquois Valley values its relationships with independent farmers, who make up our portfolio's community. Iroquois Valley secures land for farmers on the cutting edge of the organic industry, leaders in their field and entrepreneurs in their own right.

The RnR Note will provide investors an opportunity to fund the RnR Pool, which specifically will benefit organic BIPOC farmers. We believe BIPOC farmers are a valuable yet underserved community within the organic industry. We aim to ensure they have just access to capital for their operations .

4. PROFITABILITY

ORGANIC PREMIUMS

Organic food products enjoy a price premium at market, ranging from a few percentage points to multiples of 2X and higher. Consumers have shown they are willing to pay more for organic products that are creating positive impacts for communities and our environment[4].

Iroquois Valley's rental revenue is directly linked to this premium. Many of the Company's leases combine both base and variable rent components, the latter of which is dependent on a farm's top line revenue in any given year. The Company is effectively receiving an option on the future business revenues of the farm. The chart below illustrates some price premiums that directly impact the farms in our portfolio.

The Rodale Institute, a nonprofit organization pioneering research in organic and regenerative farming, has collected data from a 30-year side-by-side trial using both

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[3] "Organic Market Overview." Organic Trade Association. Accessed May 1, 2023. https://ota.com/resources/market-analysis.

[4] Strzok, Jesse L. and Wallace E. Huffman. "Willingness to Pay for Organic Food Products and Organic Purity: Experimental Evidence." *AgBioForum*, 2015. http://agbioforum.org/wp-content/uploads/2021/02/AgBioForum-18-3-345.pdf.

conventional and organic methods. The results show important and encouraging data about the long-term productivity and profitability of organic farms.

RODALE INSTITUTE FARMING SYSTEMS TRIAL

DECADES-LONG RESEARCH HAS SHOWN THAT ORGANIC SYSTEMS:		
ARE COMPETITIVE WITH CONVENTIONAL YIELDS AFTER A 5-YEAR TRANSITION PERIOD	PRODUCE YIELDS UP TO **40% HIGHER** IN TIMES OF DROUGHT	**EARN 3-6X GREATER PROFITS** FOR FARMERS
LEACH NO TOXIC CHEMICALS INTO WATERWAYS	**USE 45% LESS ENERGY**	**RELEASE 40% FEWER** CARBON EMISSIONS

Source: Rodale Institute, Farm Systems Trial[5]

Growing evidence, including data from the Farming Systems Trial 40-Year Report, indicates that over time organic farms can be more profitable than conventional farms of similar size, scope, and crop varieties. Organic farms often have lower input costs and comparable crop yields, and they enjoy a significant price premium for their crops at market. In fact, "FST [Farming Systems Trials] field activities from 2008 to 2020 were used to construct enterprise budgets for representative farms (54 hectares or approximately 133 acres) for which cumulative labor costs, returns, and risks were assessed. The organic systems were more profitable and lower risk due to lower total costs and high price premiums for organic grain and forages."[6]

In addition to the anticipated increase in profitability after organic certification, organic farming methods build the quality and health of a farm's soil over time. This key step in the long-term productivity of the land also improves the farm's resilience to issues like drought and flood, and we believe such resilience should improve the value of the land in the medium and long term. Iroquois Valley believes strongly that environmentally sustainable farming practices will produce a financial upside after organic transition, and a significant increase in the value of the underlying asset over time.

DIVERSIFIED MARKETS TO MITIGATE RISK

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[5] "Farming Systems Trial." Rodale Institute. Accessed June 14, 2023. https://rodaleinstitute.org/science/farming-systems-trial/.

[6] "Farming Systems Trial 40-Year Report." Rodale Institute. Accessed June 14, 2023. https://rodaleinstitute.org/wp-content/uploads/FST_40YearReport_RodaleInstitute-1.pdf.

In addition to selling into wholesale markets, our revenue has been buoyed by farmers marketing direct-to-consumer, creating added-value product s, contract producing for companies with price guarantees (such as Organic Valley), and selling into local grocery stores that command price premiums.

Although our farmers are not immune to the market dynamics of the national organic market, we believe that the business sense and entrepreneurial spirit represented throughout the portfolio will allow us to benefit from current consumer trends.

FINANCIAL PRODUCTS TO MATCH ORGANIC NEEDS
Iroquois Valley recognizes the financial costs and administrative challenges associated with the organic transition, including the increased amounts of labor necessary to replace synthetic chemicals. With these challenges in mind, Iroquois Valley designs its lease, mortgage, and operating credit line agreements around the organic transition process and the farm's future revenue streams as a certified organic operation.

To take full advantage of the long-term benefits of farming organically, securing long-term land tenure is crucial. Given the historical lack of access to capital for BIPOC farmers, these Notes will yield funds for the RnR Pool that will in turn be used to fund interest rate deductions for BIPOC growers. The Note focuses on building land ownership – and therefore wealth – for these communities.

5. USDA PARTNERSHIP TO ACCELERATE INVESTMENT

The RnR Note is supported by a Conservation Innovation Grant (CIG) from the USDA's Natural Resource Conservation Service (NRCS). With this grant, Iroquois Valley is able to accelerate the development of this product. The Conservation Innovation Grant also allows Iroquois Valley to invest in underwriting software, offset operating expenses related to developing and deploying this product, engage in partnerships to measure the impact of conservation practices across the portfolio and in segments, including by Rooted in Regeneration borrowers, and evaluate opportunities to reward and incentivize farmers for conservation. We are excited to learn about both measuring and rewarding our farmers for mindfully stewarding their land.

Iroquois Valley initially received approval from NRCS for this CIG in 2019. In the process of managing that project, Iroquois Valley determined that it could be successful in delivering one of the original elements, which included adapting our underwriting to materially value and incentivize conservation within the risk assessment. However, we also realized that the original focus on operating capital was not aligning with farmer demand. The Company was therefore seeking to re-align the project to be more innovative and relevant for our farmer network. Simultaneously, 2020 was a year in which Iroquois Valley experienced more interest from socially disadvantaged farmers than in the past. In that year, three investments out of twenty-four were with BIPOC lessees and borrowers, representing 12.5% of transactions closed. Although our first relationship with a BIPOC farming community was formalized in 2017, 2020 showed us an accelerated interest from both BIPOC farmers and investors to expand our offerings. The alarming rate of land loss in communities of color highlights the urgency for creating this specific type of financial product.

Iroquois Valley believes the CIG presented a powerful opportunity to reevaluate its approach to underwriting through the lens of diversity, equity, and inclusion and to intentionally design a loan product to better meet BIPOC farmers needs. We are grateful that the NRCS supported our project change request and that this work is underway.

INCLUSIVE UNDERWRITING AT IROQUOIS VALLEY

BACKGROUND

The agriculture finance industry has been plagued by discriminatory lending policies, resulting in significant land loss by farmers of color. In 1999, black farmers brought and won a class action lawsuit (Pigford v. Glickman) against the U.S. Department of Agriculture alleging discrimination on the basis of race in accessing farm loans, which contributed to substantial land loss through foreclosure.[7] Over $1 billion was paid to over 13,000 black farmers in the original settlement.

State and federal policy has also contributed immensely to land loss among communities of color, for example, the U.S. Dawes Act of 1887 catalyzed the dispossession of land held by indigenous Americans and its ramifications continue to this day: “Allotment not only caused 90 million acres of Indian land to be removed from Indian ownership and control, its impact continues to have serious consequences, such as the increasingly fractionated ownership of Indian land title, checkerboard ownership patterns on many reservations and loss of access to important sacred sites, to name just a few.”[8] Japanese farmers in California experienced significant land loss during World War II’s interment policy as approximately 200,000 acres of farmland was confiscated or sold, contributing to food and farm labor shortages.[9] Combined with the loss of farms, homes, and businesses, “it’s estimated that wartime incarceration cost Japanese-Americans up to $4 billion.”[10] These examples are representative but not exhaustive of the ways in which land has been stolen,

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[7] Cowan, Tadlock, and Jody Feder. “The Pigford Cases: USDA Settlement of Discrimination Suits by Black Farmers.” National Ag Law Center. May 29, 2013, https://nationalaglawcenter.org/wp-content/uploads/assets/crs/RS20430.pdf.

[8] “Land Tenure History,” Indian Land Tenure Foundation. accessed June 14, 2023. https://iltf.org/land-issues/history/.

[9] “Japanese Internment – War Hits California Farm Lands – 1942.” The Museum of the City of San Francisco. Accessed June 14, 2023. http://www.sfmuseum.org/hist9/harvest.html.

[10] Morehouse, Lisa. “Farming Behind Barbed Wire: Japanese-Americans Remember WWII Incarceration.” February 19, 2017. https://www.npr.org/sections/thesalt/2017/02/19/515822019/farming-behind-barbed-wire-japanese-americans-remember-wwii-incarceration.

appropriated, or otherwise unjustly wrested from a multitude of communities of color in the United States.

We cannot right these and the countless other wrongs endured by communities of color, however, we believe Iroquois Valley can and should make a contribution as a lender and capital provider to prevent further harm. Iroquois Valley is a member of the financial services industry, which as a whole must remain vigilant to prevent further harm. We continuously examine our policies and procedures to address practices that may exclude certain communities from accessing capital. Iroquois Valley began applying this lens to our risk assessment and underwriting process prior to the launch of this Offering.

REVISING OUR UNDERWRITING STANDARDS

While it is important to note that Iroquois Valley evaluates prospective investments based on a variety of quantitative and qualitative factors, its risk assessment comprises one of the most material aspects of an investment: it is used to determine the borrower's interest rate. Prior to the 2022 revision of our underwriting standards, the following measures were used to assess risk of potential investments:

- Debt to Income ratio (DTI)
- Cash Flow to Debt (CFTD)
- Credit Score
- Current Ratio
- Debt to Equity
- Loan to Value

Taken together, these risk measurements were purely quantitative, and relied on these ratios to determine interest rates on mortgages.

In 2022, the Company added qualitative measures to our risk assessment practice in order to more fully understand the risks associated with an investment. Specifically, once the quantitative risk has been measured using the above metrics and a base interest rate recommended, the following items are researched, discussed with the borrowing farmer, and considered as reasons to reduce the interest rate:

- Factors that affect credit score
- Presence of soil-building practices
- Investee falling under the USDA definition of "socially disadvantaged"[11]
- Size of potential deal

For example, if credit scores are adversely affected by length of history or minimal past due accounts, an investee's interest rate can be lowered. Presence of soil-building

[11] "Historically Underserved Farmers and Ranchers." Natural Resources Conservation Service. Accessed May 1, 2023. https://www.nrcs.usda.gov/getting-assistance/underserved-farmers-ranchers.

practices and "underserved" demographics also lower potential interest rates. Smaller deal sizes are also rewarded in the new formula.

The Company is actively reviewing best practices to mindfully expand our risk measurements. As such, we see the above changes as the beginning of a larger overhaul and learning journey to undo implicit bias in our underwriting process.

1. REBUILDING THE RURAL ECONOMY

Independently owned organic farms offer farmers, their families, and their communities a path towards long-term economic prosperity. Whereas large-scale conventional operations rely heavily on sprays and automation, organic farms are required to use more manual labor to deal with weeds, pests, and crop disease. As a result, organic farms are providing work opportunities to their rural communities and keep a larger percent of the money local, a stark contrast to the significant funds conventional farmers spend on chemical inputs purchased from international conglomerates.

A 2016 Organic Trade Association study by researchers at Penn State University, "Organic Hotspots,"[12] shows that organic farms create jobs, boost economic growth, increase household income, and reduce the poverty rate. By offering land access to small and medium-sized farmers from the "next generation," we hope to have a direct impact on the human health and economic vitality in farming communities across the country.

The American Community Survey showed that the median household income for rural areas was $1,910 less than urban areas, though more variation exists at the regional level.[13] From a racial lens, Black and Hispanic households earn on average about half of what the average White household earns. This gap has widened over the course of the twentieth and twenty-first centuries.[14] The demographic target and timing of this next phase of Iroquois Valley's fundraising and underwriting efforts present a significant opportunity to help make measurable impact.

2. AN ARRAY OF POSITIVE IMPACTS

Iroquois Valley believes organic farming offers a wide range of positive impacts on the food supply, the natural environment, and the agricultural communities where farmers live and work. By purchasing Notes, investors provide Iroquois Valley with an opportunity to

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[12] Jaenicke, Edward. "U.S. Organic Hotspots and their Benefit to Local Economies." Organic Trade Association. 2016. https://ota.com/sites/default/files/indexed_files/OTA-HotSpotsWhitePaper-OnlineVersion.pdf.
[13] Bishaw, Alemayehu, and Kirby G. Posey. "A Comparison of Rural and Urban America: Household Income and Poverty." Social, Economic, and Housing Statistics Division, United States Census Bureau. December 8, 2016. https://www.census.gov/newsroom/blogs/random-samplings/2016/12/a_comparison_of_rura.html.
[14] Alandangady, Aditya, and Akila Forde. "Wealth Inequality ad the Racial Wealth Gap." FEDS Notes, Board of Governors of the Federal Reserve System. October 22, 2021. https://www.federalreserve.gov/econres/notes/feds-notes/wealth-inequality-and-the-racial-wealth-gap-20211022.html.

expand the amount of organic acreage in its portfolio, directly facilitating the expansion and longevity of these impacts.

IMPROVING PUBLIC HEALTH

There is a direct connection between healthy soil, healthy food, and healthy people. The biodiversity in organic soil provides the necessary environment for microorganisms, bacteria, and fungi that ultimately facilitate the production of nutrient rich food. The medical community has begun to highlight the imperative role of healthy food in both daily nourishment and long-term preventative care. Adverse health conditions related to diet also disproportionately affect BIPOC communities.[15]

Persistent challenges in modern human health, including allergies, weakened immune systems, and the rise of preventable disease are increasingly being linked to the food we eat and the methods with which that food is grown. Food produced using organic and regenerative practices is vastly different from food produced through chemically-dependent conventional agriculture.

Finally, the practices of conventional agriculture contribute to other negative health conditions more directly. Farmworkers, who are disproportionately Latine (a gender-inclusive alternative to "Latino"), are exposed to chemically-derived pesticides that contain known carcinogens.[16] Chemical fertilizers have been linked to both water and air pollution, both of which disproportionately affect communities of color.[17,18]

Iroquois Valley has been committed to human health since day one, best represented by the goals and motivation of our Co-Founder and Board Chair, Dr. Stephen Rivard. Dr. Rivard sees nutritious food as the best form of preventative medicine against epidemics like heart disease, diabetes, obesity, and cancer, and is increasingly encouraged by the direct connections being made healthy soil and a healthy planet.

CLEAN AIR, CLEAN WATER, HEALTHY POLLINATOR HABITATS

Organic agriculture prohibits the use of synthetic pesticides and herbicides. These chemicals directly threaten the health of farmworkers during application, pollute water sources through runoff, and create an uninhabitable environment for necessary, beneficial species like pollinators. One in three bites of food are the result of pollination from bees. Honey bee species are responsible for pollinating about 80% of the fruit, nuts, and

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[15] Satia, Jessie A. "Diet-Related Disparities: Understanding The Problem And Accelerating Solutions." Journey Of The Academy Of Nutrition And Dietetics, 2009 Apr; 109(4): 610–615. Accessed May 8, 2023. https://www.jandonline.org/article/S0002-8223(08)02332-8/fulltext.
[16] Mnif W, Hassine AI, Bouaziz A, Bartegi A, Thomas O, Roig B. Effect of endocrine disruptor pesticides: a review. Int J Environ Res Public Health. 2011 Jun;8(6):2265-303. doi: 10.3390/ijerph8062265. Epub 2011 Jun 17. PMID: 21776230; PMCID: PMC3138025.
[17] Schaider, L.A., Swetschinski, L., Campbell, C. et al. Environmental justice and drinking water quality: are there socioeconomic disparities in nitrate levels in U.S. drinking water?. Environ Health 18, 3 (2019). https://doi.org/10.1186/s12940-018-0442-6.
[18] Tessum, C. W., Paolella, D. A., Chambliss, S. E., Apte, J. S., Hill, J. D., & Marshall, J. D. (2021). PM2. 5 polluters disproportionately and systemically affect people of color in the United States. Science Advances, 7(18), eabf4491.

vegetables consumed in the United States. Grains are primarily wind pollinated, but "seventy out of the top 100 human food crops – which supply about 90% of the world's nutrition – are pollinated by bees."[19] Agriculture, including the widespread use of pesticides on conventional farms, as well as habitat destruction and more, are factors in bee colony collapse.

Organic management creates a path to cleaner air and water, and a safety net for pollinators and other important species key to biodiversity and food production. Our impact reaches into environmental conservation by supporting farmers in the portfolio who prioritize conservation through buffer zones, windbreaks, and pollinator-specific habitat restoration. Additionally, some land in the portfolio is protected as wetland or riparian corridors. Iroquois Valley's commitment to organic practices effectively protects the environment in the areas of soil health, pollinator preservation, and avoiding water contamination.

COMBATING CLIMATE CHANGE THROUGH ORGANIC AND REGENERATIVE AGRICULTURE

While industrialized, conventional agriculture is a known contributor to climate change, organic farmers are showing that this sector can also reduce or rectify the climate damage caused by conventional agriculture.

Iroquois Valley's lessees and borrowers use practices that benefit the climate. These practices include (i) eliminating chemical disturbance, (ii) appropriate use of tillage, (iii) appropriate biological disturbance, (iv) providing and maintaining soil cover, (v) maximizing plant diversity, (vi) keeping continuous living roots, and (vii) integrating livestock. These practices may hold some of the keys to reversing the effects from rising levels of CO2 in the earth's atmosphere.[20]

Additionally, many research groups, including leaders like the Rodale Institute, have published studies indicating that carbon from greenhouse gas emissions could be removed from the atmosphere and stored in the soil through a process known as soil carbon sequestration.

More recently, Iroquois Valley has evaluated the regenerative possibilities of prospective farms during the farmer intake process and incorporated them into the Company's Conservation Assessment and Reporting process. This includes ongoing, goal-oriented conversations with farmers about crop and conservation management. Conservation management means specific, proven conservation practices that promote increases in soil health, overall ecological restoration, and biodiversity. Iroquois Valley supports farmers who use organic and regenerative practices that create both long- and short-term impacts.

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[19] "Save the Bees." Greenpeace. Accessed June 14, 2023. https://www.greenpeace.org/usa/sustainable-agriculture/save-the-bees/.
[20] "Healthy Soils Are a Key Component of Climate Action." United Nations Climate Change. December 5, 2017. https://unfccc.int/news/healthy-soils-are-a-key-component-of-climate-action.

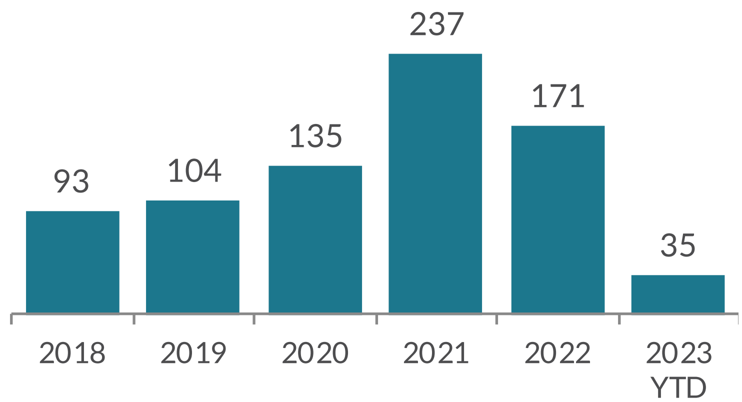
Examples of projects include agroforestry, continuous cover crops, rotational grazing, and diversified production that integrates annual and perennial plants.

3. BROAD BASE OF MISSION-ALIGNED INVESTORS

Since its founding in 2007, Iroquois Valley has raised capital through hundreds of relatively small, direct investments from the sale of common stock of IQVF REIT and a series of promissory notes, such as the ones offered herein. We believe this deliberate, incremental growth has a variety of advantages for both new and existing stockholders and noteholders, as described below.

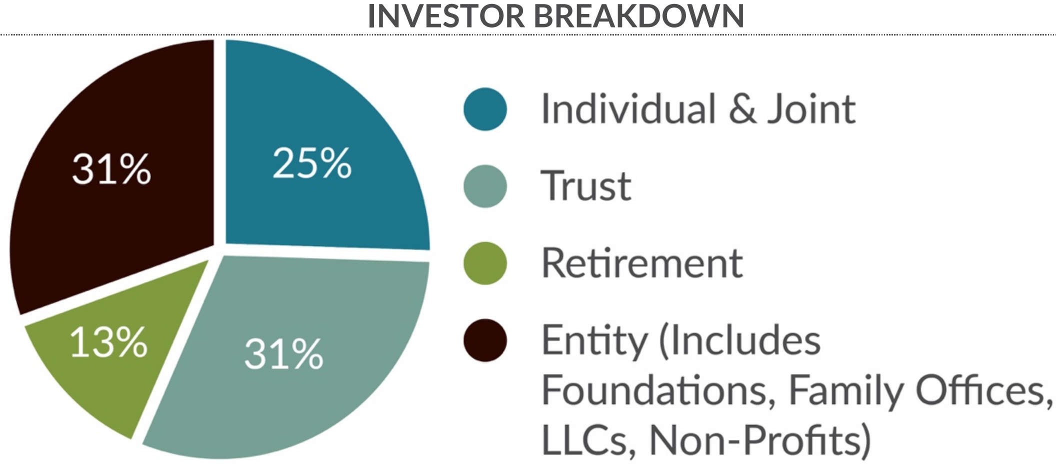
Investment support for Iroquois Valley has come from a wide range of investors including individuals, trusts, family offices, foundations, nonprofits, and donor advised funds. A significant portion of Iroquois Valley's capital is invested through tax-deferred accounts such as IRAs and 401ks as the long-term characteristics of the investment are a great match for the long-term nature of these accounts.

INVESTOR SUBSCRIPTIONS PER YEAR



As of May 1, 2023, Iroquois Valley had approximately 900 investors, 200 of whom are Noteholders. Of the 200 Noteholders, 25% are also shareholders.

INVESTOR BREAKDOWN

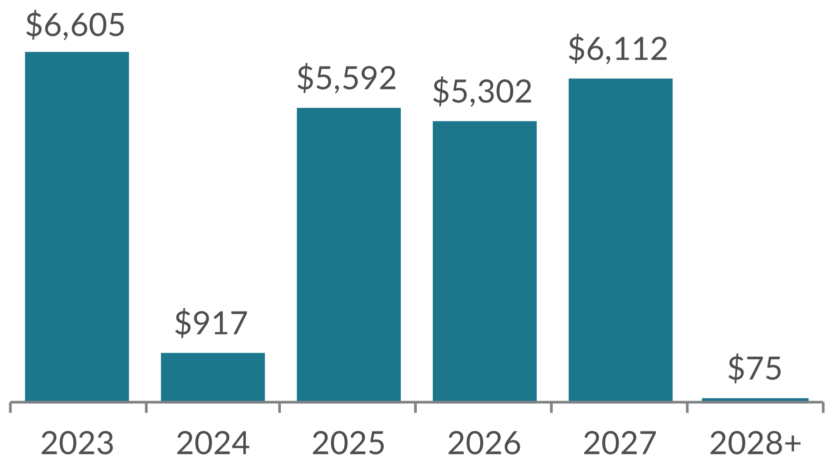


As of May 1, 2023

As of the date of this Memorandum, the Company had approximately 150 promissory notes outstanding to 861 unique investors. Iroquois Valley has not issued any offerings of Rooted in Regeneration Notes prior to this Offering.

Iroquois has paid 100% of the interest and principal on these notes on-time, in full. In some cases, investors waive their right to repayment of principal, electing instead to convert their investment into a new note or shares of IQVF REIT.

DEBT MATURITIES



Outstanding debt obligations as of May 1, 2023.

Shareholder equity, which makes up approximately 73% of our capital structure, has grown in value over its history. As of April 2023, our Board valued the common stock of IQVF REIT at $801/share bused upon the value of our land as determined by third-party appraisals, the value of organic certification and a premium for Company intangibles including diversification.

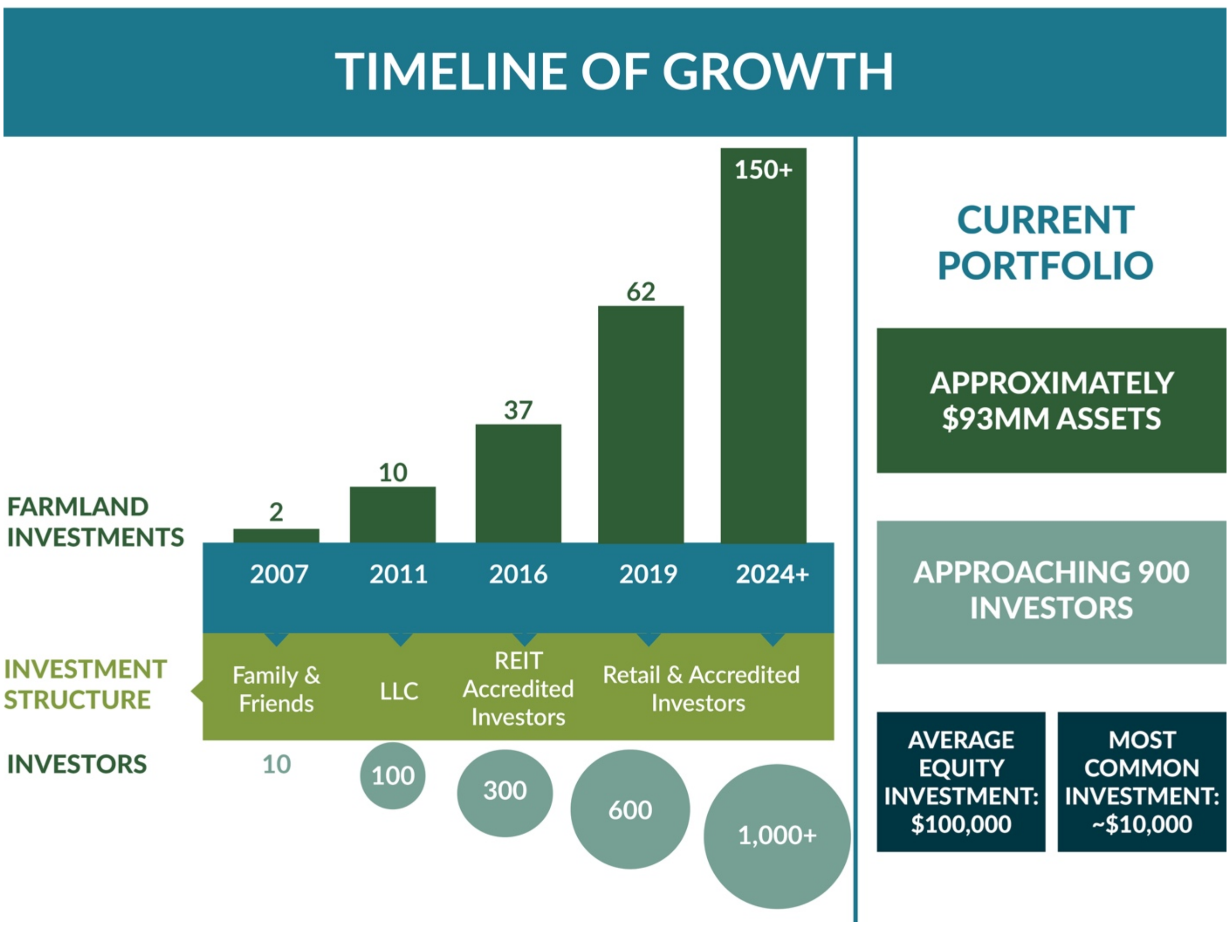
In contrast to the Notes, IQVF REIT common stock is now available to both accredited and non-accredited investors and at a significantly lower minimum investment (slightly above $10,000). Individual equity investments range from this minimum to approximately $6 million. The average investment is approximately $100,000.

As a REIT, IQVF REIT must follow certain rules regarding broad-based ownership of its stock. Specifically, REITs cannot have five owners own more than 50% of the stock. The Board of Directors has approved corporate bylaws with these REIT rules in mind, and IQVF REIT does not allow ownership by one investor to exceed 9.8% except in circumstances where a specific fundraising opportunity is proposed and approved by the Board. As of the date of this Memorandum, no investors exceed this threshold.

We believe that the lack of any dominant shareholder means all of our equity investors have the opportunity to be influential in the strategy, growth, and stability of the organization long-term – no single shareholder can force certain corporate actions.

The long-term support of both shareholders and noteholders is a fundamental necessity in attracting new farmer relationships. We believe that long-term land access, secured by patient, broadly held capital, is the key to a mutually beneficial partnership with an independent farm family. Patient capital is required in order to offer farmers long-term land access, which facilitates organic transition, wealth accumulation, and long-term environmental impact.

IROQUOIS VALLEY TIMELINE OF GROWTH



OVERVIEW OF OUR PORTFOLIO

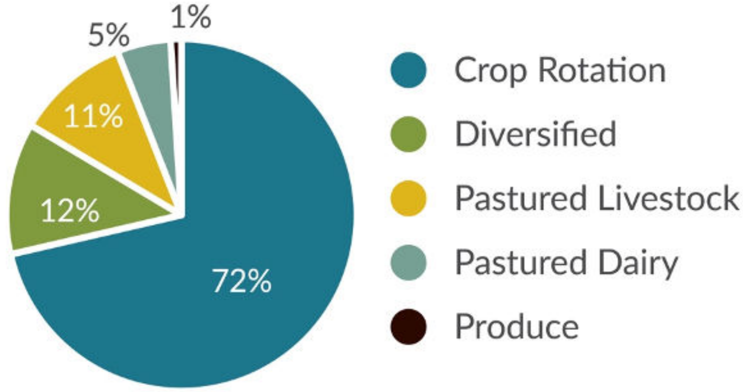
1. FEATURES OF OUR PORTFOLIO

As of May 1, 2023, Iroquois Valley's farmland portfolio consists of:

115	29,978	67	19
Investments in Farms	Acres	Individual Farmer Relationships	States

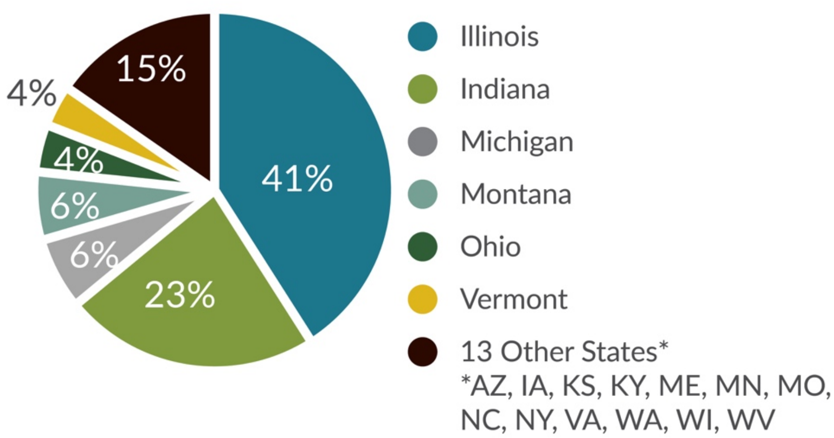
$93 MILLION
Current Market Value

PRODUCTION MIX



As of May 1, 2023

ASSET VALUE EXPOSURE BY STATE



As of May 1, 2023

Iroquois Valley implements a diversification strategy across categories, including geography, crops, operation size, operator history, generational history, and more.

Diversification provides some protection against the challenges that can befall a single agricultural area in a given year, including weather, pests, disease, and regional market price dynamics. Iroquois Valley prioritizes its roots in the Midwest, where we have long-standing relationships with farm families who have stewarded premium soils for generations. As more capital is raised and new relationships develop, we plan to continue diversifying our portfolio across existing and new categories.

2. LEASES AND MORTGAGES

Iroquois Valley has two main products for organic farmers to gain long-term land access: leases and mortgages. In a lease relationship, Iroquois Valley purchases the farmland and retains ownership. The farmer is a lessee and pays a base rent for use of the land. Many of the lease agreements also include a variable rent component that is triggered when the farmer's revenue exceeds a multiple of base rent, at which point the Company receives a percentage of every dollar of revenue beyond the threshold.

Generally, leases have included an original term and "evergreen" renewal periods thereafter where the farmer can remain on the land indefinitely, pending performance and organic certification. Many farmers in the portfolio have the option to purchase the land they are renting after a period of years, at which point Iroquois Valley and the lessee will negotiate a sale price based on market conditions.

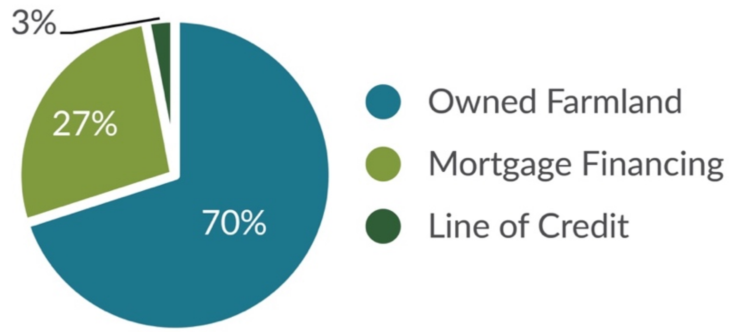
Iroquois Valley mortgages offer farmers the opportunity to own the land from the outset. Farmers are usually required to put a down payment of approximately 25% to complete the purchase. The mortgage is often interest-only for the first five years, providing the farmer lower payment amounts during the organic transition. During the second five-year term, amortization of the loan begins. After ten years, the farmer pays off the loan completely, or refinances the remainder with Iroquois Valley or another lender. Iroquois Valley does not charge a pre-payment penalty. The Company began offering mortgages in 2016.

3. OPERATING LINES OF CREDIT

In 2019, Iroquois Valley began offering operating lines of credit ("OLCs") to organic farmers. Farmers rely heavily on sources of working capital to fund their operations. Working at the intersection of financing and organic agriculture requires extensive knowledge of conservation practices and a strong commitment to creativity and flexibility as economic and on-farm circumstances can change quickly. In most cases, traditional financial institutions are unequipped to meet the unique characteristics of farm operations, especially when those operations are growing and are focused on conservation practices.

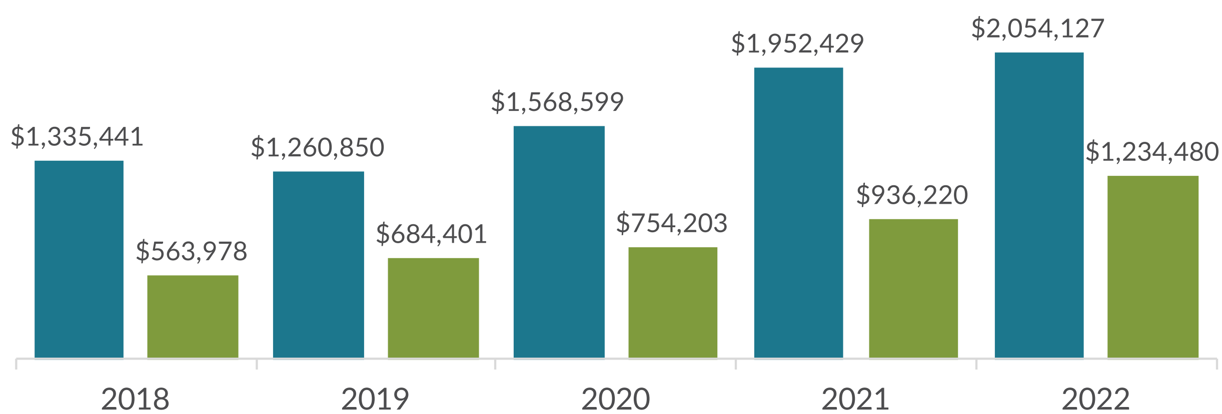
Our OLCs currently range from 3-7 years, are tied to a borrowing base, and accrue interest. The loans are, for the most part, secured by crop insurance, inventory, and/or real estate. Farmers undergo a holistic underwriting process that takes the financial health of the business into consideration as well as conservation practices, potential opportunities within the particular ecosystem, and social impact. This product has had growing demand from farmers already in our portfolio as well as farmers who approach Iroquois Valley for the first time. So far, we have extended OLCs to ten farms, comprising approximately 2.4% of our total portfolio by value.

INVESTMENT MIX



As of May 1, 2023

LEASE VERSUS MORTGAGE REVENUE



As of year-end 2022

4. THE FARMERS

Iroquois Valley works with a wide variety of farmers, all of whom are experienced in organic systems to some degree. The Company's most common relationship is with younger, experienced operators who have a long family history of farming in the communities where they live and work. These multi-generational farmers have established or expanded their businesses after growing up near their parents and grandparents on or close the land that they are looking to acquire.

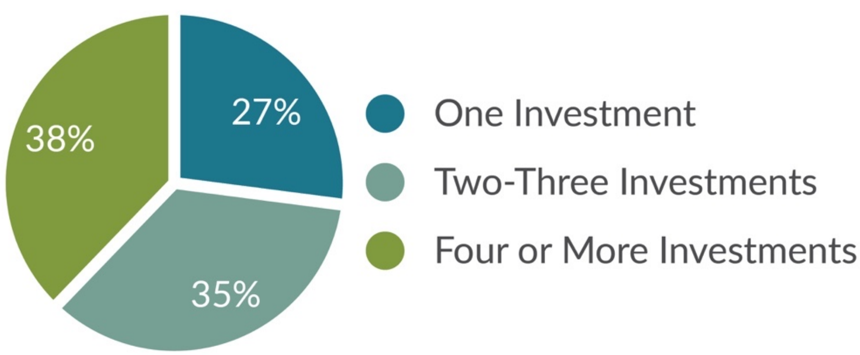
Since 2012, Iroquois Valley has supported young farmers by purchasing and leasing to them over $40 million of farmland. The Company prioritizes young farmer land access for many reasons. The National Young Farmers Coalition cites access to land and capital as two of the greatest barriers for young farmer viability. The average age of the American farmer is approaching 60 and many farmers are transitioning out of their careers on the land. It is estimated that up to half of U.S. farmland will change hands in the next twenty years. Supporting the younger generation supports the future of land stewardship and organic food production.

We believe that a history of family farming and the relationships and support structures these multi-generational farmers have in their communities offer us some risk protection against challenges that other, less seasoned operators may see as too great to overcome.

While these multi-generational farmers are the bulk of our portfolio, we also partner with organic farmers who do not fall into this category. We weigh the risks of new relationships alongside the benefits of portfolio diversification, which is discussed in depth in the underwriting section.

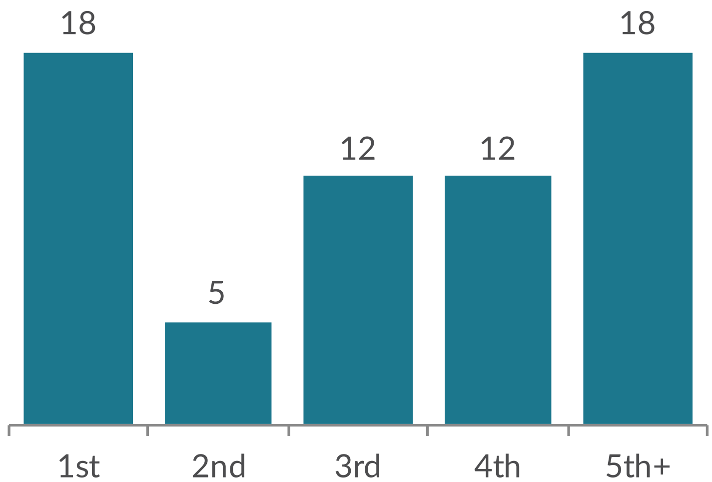
Iroquois Valley also reinvests in its farmers. When relationships prove successful, existing lessees and borrowers can approach the Company with opportunities to expand their businesses. We evaluate each opportunity following our standard due diligence process.

REPEAT INVESTMENTS IN A FARMER WITHIN THE IROQUOIS VALLEY PORTFOLIO



As of May 1, 2023

A LARGE PROPORTION OF MULTI-GENERATIONAL EXPERIENCE REPRESENTED IN THE PORTFOLIO



As of May 1, 2023

BIPOC farmers comprise 11% of the Company's portfolio as of the date of this Memorandum. Iroquois Valley has seen growing interest from farmers falling within the socially disadvantaged category. Iroquois Valley grows organically by building individual relationships. Our first formal engagement with a socially disadvantaged farmers was with the Latine community in Northfield, Minnesota when we provided a mortgage to a nonprofit in 2016. We have retained their business and grown to serve another farmer in their network. We have been referred to several additional farmers in their broader community with whom we've engaged informationally as they explore lending options and prepare for investment. Iroquois Valley has built relationships with other partners in the field, including Black Oaks Center, the largest Black farming community in Illinois, as well as the Braiding Seeds Fellowship, a program offered by Soul Fire Farm in New York. We have seen interest from members of these communities and have engaged more informally through information sessions with many organizations throughout the country to create awareness among their communities about our work.

As of November 2022, we have underwritten two farms according to our expanded underwriting protocol (detailed in the section titled "Inclusive Underwriting at Iroquois Valley"). While our updated underwriting protocol is now part of our standard risk assessment, we look forward to launching the RnR note to use these underwriting protocols to determine discounts available to eligible borrowers.

5. PRODUCTION SYSTEMS

Iroquois Valley invests in a wide variety of farm operations and businesses that range in size, structure, production, and market. This includes production systems that benefit ecosystems and business practices that access value at many stages of the supply chain. Some examples include:

- Production of specialty grains that are sold to local bakers, brewers, and distillers as well into wholesale markets
- Production of pasture-raised meat, dairy, vegetables, and flowers that are sold direct to consumers through CSAs, farmers markets, on-farm stores, as well as locally and regionally through grocery stores and co-ops
- Integration of pollinator habitats between rows of production crops
- Vertically-integrated processing facilities like grain mills that bring more value to the farm business
- Selling relationships with restaurants and well-known national brands like Organic Valley, Maple Hill Creamery, General Mills and its affiliates, Timeless Natural Foods, and more

The variety of businesses that are supported by Iroquois Valley's investments offer another form of diversification. We encourage farmers to have innovative marketing and entrepreneurial goals, as we believe this provides additional value to the financial, environmental, and social returns of the Company.

6. DEAL FLOW

SOURCING DEALS	
REACTIVE TO NEED	We do not look for particular farmland to purchase. Instead, our land acquisition strategy is reactive to the geographic and operational needs of existing organic farmers. Each new deal we consider is the result of an individual farmer approaching us with a need. Iroquois Valley has become well known in the organic farming community through word-of-mouth, event sponsorship, community networking, and our newsletter and website. The continued interest in our work among farmers is a testament to our existing relationships with operators and its track record of transparency and mutual financial success.
CONSISTENT STREAM OF OPPORTUNITIES	To date, a combination of factors has led Iroquois Valley to receive a near-constant stream of opportunities to finance organic farming operations. These factors include the diminishing lack of credit for farmers of all kinds, traditional finance's lack of understanding or enthusiasm for the economics of organic farming, bankruptcy and foreclosure of conventional farms, the increased exposure of Iroquois Valley in the organic farming community, and the trust gained from organic farmers since inception.
REPLACING EXISTING LANDLORDS	We initially worked with mid-size family farmers in the Midwest. In some instances, these farmers were existing lessees on land that was acquired by Iroquois Valley. In purchasing that land, we replaced the previous owner while offering different terms and

	keeping the farm family on the land they had been tending, sometimes for generations. We frequently purchase or finance farmland previously farmed conventionally and lease it to the organic farmer that identified it; that farmer will transition the property and obtain USDA organic certification.

7. THE UNDERWRITING PROCESS

We approach our underwriting in partnership with the farmer. Iroquois Valley seeks to structure transactions that provide an acceptable risk-adjusted return and present the farmer with a realistic and manageable payment schedule. We achieve this by working with the farmer to build a detailed forecast of the farmer's operation and capital needs. The forecast focuses on revenue drivers such as crop plans, expected commodity sales prices, herd composition, and crop insurance and well as expenses such as labor costs, input costs, future capital expenditures, and debt service obligations. With this forecast, we can structure a lease or mortgage schedule that meets the needs of both Iroquois Valley and the farmer.

Our expenses and fees associated with the acquisition and ownership of the Farmland Investments will likely include, without limitation, loan application fees, appraisals, due diligence costs, engineering and environmental reports, legal fees, costs of property improvements, and brokerage fees. We may receive closing and other fees discussed in "Fees Related to Farmland Invested."

Our underwriting process has recently undergone revisions and expansions to more holistically measure risk and farm business viability. See "Inclusive Underwriting at Iroquois Valley" for more detail.

8. INVESTMENT COMMITTEE

MEMBERSHIP

Since 2018, the Board has leveraged an investment committee for efficient decision-making on prospective Farmland Investments. The investment committee consists of 5-9 members, appointed by our Board of Directors. As of the date of this Memorandum, the investment committee has 5 members.

The Committee shall be made up of three members of the Board of Directors, and the remaining members have experience with farming, engineering, finance, real estate transactions, and accounting. Our Board also aims for broad geographical representation when identifying candidates to serve on the investment committee.

SCOPE OF ACTIVITIES

The Investment Committee reviews and approves all proposed Farmland Investments, including both purchasing and selling farmland and issuing mortgage financing secured by farmland within certain parameters established by the Board. If an investment opportunity falls outside the investment parameters established by the Board, then the Board has sole authority to approve or reject such an investment opportunity. The Board regularly reviews the scope and activities of the investment committee, most recently revising the committee's purview in December 2022.

As of the date of this Memorandum, the following matters must be reviewed by the Board of Directors and cannot be approved solely by the investment committee:

i. Any investment that will result in more than 7.5% (at cost) of our assets (defined as total portfolio assets held at book value) invested in non-diversified dairy (as categorized by the management team);
ii. Any investment that will result in more than 15% of our total portfolio assets invested in first-generation farmers;
iii. Any single investment over 3.0% of our total portfolio assets in a new farmer relationship;
iv. Any single investment over 5.0% of our total portfolio assets in an existing farmer relationship that is in good standing (as defined below) with the Company;
v. Any investment that will result in our leverage ratio exceeding 40%;
vi. Any investment where the farmland property value is less than 50% of the total value;
vii. Any investment where our mortgages exceed 80% of the combined loan to value;
viii. Any investment where we do not have the first mortgage position;
ix. Any purchase options written into the investment terms, with exception of pre-approved forward sales of non-tillable acres (e.g., building sites);
x. Any investment that would cause us to be invested in any one farmer/farm family in excess of 10% of our total portfolio assets; and
xi. Any investment in a farmer/farm family that was, or currently is, delinquent in making payments under an existing contract with us, unless the investment itself would allow the farmer to catch up on payments and return to good standing (e.g. a re-financing). Good standing is defined as any farmer/farm family that is current on payment obligations and not classified as Watch, At Risk, or Default.

The investment committee is also authorized to pursue the sale of owned farmland in the portfolio, up to 3% of total portfolio assets in any single transaction, in the following cases:

i. Sale to existing lessees(s) and/or family members, after completing a stated number of crop years of farming the property;
ii. The original farmer/farm family is no longer farming and the Company has been unable to find a suitable farmer with whom to enter into a new lease; or

iii. The farmer is in Default and a sale of farmland enables a restructuring or refinance to occur that would reduce the Company's exposure or allow the farmer to return to good standing with the Company.

2022 INVESTMENTS

In calendar year 2022, 20 of our deals were approved by the investment committee (rather than the entire Board), for a total deployed by the investment committee of $16,295,313.

TRIPLE BOTTOM LINE IMPACT

Iroquois Valley focuses on regenerative and organic agriculture that positively impacts the health and sustainability of food systems, farming communities, and the environment. Additionally, we support family farms and help them successfully transition into the next generation of sustainable farmers. The following is a breakdown of our ongoing activities specifically targeting social and environmental returns.

1. VISION STATEMENT

Iroquois Valley has adopted corporate ownership as the most generationally focused, indefinitely scalable, and democratically governed structure suitable to our vision of transforming agriculture through land stewardship, rooted in organic farmland, for the benefit of people, communities, and our planet. Embodied in this vision are the following guiding principles:

- **Enable the next generation of young farmers to positively impact world health.**

- **Farm with healthy, humane, and organic practices**
  Without GMOs, toxic pesticides, herbicides, fungicides, synthetic fertilizers or other harmful chemicals.

- **Keep farmers on the land**
  By indefinitely renewing their leases and preferentially selling to the farm lessee. Investor exits do not affect the ability for farmers to stay on the land.

- **Grow a broad-based membership**
  Reaching thousands of like-minded investors concerned about the health of people, the planet, and financial stability.

- **Transition traditional investment capital**
  From conventional trading and extractive practices to renewable and regenerative uses.

- **Maintain a fairly valued, democratically governed enterprise**

Enabling both investors and farmers to enjoy a stable and profitable return on their farming investment.

- **Protect farmland**

PUBLIC BENEFIT CORPORATION

To further cement our commitment to triple bottom line impact, IQVF REIT has incorporated as a Delaware public benefit corporation ("PBC"). As a PBC, we conduct business that balances the interests of the shareholders with our public benefits. As stated in our Certificate of Incorporation, our specific public benefit is enabling healthy food production, soil restoration, and water quality improvements through the establishment of secure and sustainable farmland access tenures. In addition, Delaware law requires that, among other things, we must regularly report on our beneficial objectives and progress toward achieving or supporting them, as discussed below in Impact Reporting.

2. GRANT REVENUE

Iroquois Valley has been awarded six federal grants since inception. Collectively, these grants provide (or provided) domain expertise and financial resources to projects designed to increase conservation practices on farmland, increase the amount of operating capital available to farmers in the form of operating lines of credit, increase water quality and habitat, provide agroforestry technical assistance, underwriting and financial services to African-American farmers, and provide holistic financial planning and ongoing management coaching to "Beginning Farmers and Ranchers" in the portfolio. "Beginning" is defined by the USDA as 10 years' experience or less.

Iroquois Valley benefits from grant-related partnerships with many mission-aligned organizations including land conservancies and trusts, agroforestry educators, state natural resource departments, impact finance firms, and food and farming business educators and trainers. Many of these partners are listed in the chart below.

As of the date of this Memorandum, we receive revenue from the following grants:

SOURCE & TITLE	ESTIMATED REVENUE	TIMELINE	KEY PARTNERS	PURPOSE
USDA-NRCS: Conservation Innovation Grant (CIG)	$700,000	2019-2023/2024	NRCS and Earth Economics	Increase capital flow to socially disadvantaged farmers and accelerate conservation practices.
USDA-NRCS: Regional Conservation	$750,000	2020-2025	The Conservation Fund, Jo Daviess Conservation	Increase and incentivize organic transition:

Partnership Program (RCPP)			Foundation, Parkland Foundation, Land Conservancy of McHenry County	improve water quality, expand on-farm conservation practices, increase conservation collaboration.
USDA-NIFA: Beginning Farmer Rancher Development Grant (NIFA)	$77,650	2020-2024	Food Finance Institute, Black Oaks Center for Sustainable Living	De-risk investing in beginning farmers and ranchers, provide holistic planning and business coaching, develop metrics to validate a lower risk profile for farm investment.
Great Lakes Protection Fund Project	$3,000	2023-2025	Savanna Institute	Improve water quality throughout the Mississippi River watershed by acceleration adoption of agroforestry practices.

3. IMPACT REPORTING

Iroquois Valley believes impact measurement and assessment is essential to our work. We internally measure and report on our impact through both impact reports and public benefit reports. We engage with third-party impact assessors who independently verify and evaluate practices and outcomes. Iroquois Valley is committed to transparency through independent and thorough evaluation of our work.

Iroquois Valley is a certified B Corp. B Corp certification is managed by B Lab, a nonprofit that measures companies against rigorous impact metrics in five categories: governance, workers, environment, community, and customers. The B Impact Assessment is updated every year to reflect feedback and best practices. As a certified B Corp, Iroquois Valley is required to recertify every few years to demonstrate that we continue to meet standards. Effective 2022, Iroquois Valley completed its third recertification and expects to work through the next recertification in 2025.

In 2019, Iroquois Valley became one of the first companies to undergo an Impact Management Assessment by Aeris Insight, which verified that our programs and policies are consistent with our impact strategy. Additionally, Iroquois Valley has been selected to the ImpactAssets IA50 from 2012-2023. The IA50 is a listing of experienced private debt and equity impact investment managers that is updated annually by ImpactAssets, a nonprofit organization that promotes a capital ecosystem for optimal social, environmental, and financial impact. Our tenure on this list led to special recognition as an Emeritus Manager beginning in 2021.

FINANCIALS

1. HISTORICAL FINANCIAL STATEMENTS

The financial information presented below reflects the results of Iroquois Valley Farms LLC (i.e. the Company). This reporting does not comply with GAAP standards.

BALANCE SHEET

	2017	2018	2019	2020	2021	2022
ASSETS						
Cash and Cash Equivalents	$458,373	$878,342	$1,629,184	$3,559,309	$8,937,356	$5,547,497
Accounts Receivable	352,434	364,159	419,663	540,325	488,849	1,107,646
Prepaids and Other Assets	285,464	281,033	349,464	371,354	498,356	461,140
Loan Assets, net	7,741,896	12,347,788	12,784,741	17,219,596	19,918,052	27,038,371
Fixed Assets, net	33,968,364	35,836,362	39,969,822	47,168,492	52,959,597	58,730,393
TOTAL ASSETS	$42,806,531	$49,707,684	$55,152,874	$68,859,076	$82,802,210	$92,885,047
LIABILITIES AND EQUITY						
Mortgages Payable (incl. LoC)	$6,569,268	$7,415,703	$1,339,830	$3,513,729	-	-
Accounts Payable and Accrued expenses	307,656	333,450	403,415	354,440	507,800	580,680
Other Current Liabilities	-	-	-	-	84,321	10,666
Notes Payable, Unsecured	9,905,000	10,865,000	15,740,000	16,583,528	20,480,243	25,182,113
TOTAL LIABILITIES	16,781,924	18,614,153	17,483,245	20,451.697	21,072,364	25,773,459
EQUITY	26,024,607	31,093,531	37,669,629	48,407,379	61,729,846	67,111,588
TOTAL LIABILITIES AND EQUITY	$42,806,531	$49,707,684	$55,152,874	$68,859,076	$82,802,210	$92,885,047

2022 HIGHLIGHTS

Total investment in real estate increased $5,956,128 or 11% from $52,959,597 in 2021 to $58,730,393 as we added farms to our portfolio. As of the end of 2022, we had 55 farms under leases having terms of one to six years remaining, compared to 49 farms as of the end of Fiscal 2021.

Approximately 6.0% of the portfolio's assets are comprised of dairy related investments.

Cash and cash equivalents decreased $3,389,859 or 38% from $8,937,356 in 2021 to $5,547,497 in 2022. Mortgage notes receivable and operating lines of credit net of deferred origination fees and loan loss reserves increased $7,120,319 or 36% from $19,918,052 in 2021 to $27,038,371 in 2022. This increase was the result of a year-over-year increase in mortgage loan assets ans operating lines of credit outstanding. At the end of 2022, we had 58 loans outstanding compared to 54 loans at the end of 2021.

Notes payable unsecured increased $4,701,870 or 23% from $20,480,243 in 2021 to $25,182,113. The increase was due to the sale of Soil Restoration Notes.

Equity increased $5,381,742 or 9% from $61,729,846 in 2021 to $67,111,588 in 2022. The increase was driven by the sale of our equity shares.

INCOME STATEMENT

	2017	2018	2019	2020	2021	2022
Rental income	$1,098,583	$1,202,303	$1,117,545	$1,410,471	$1,827,148	$1,914,124
Mortgage income	366,782	563,978	684,401	754,203	936,220	1,234,480
Lease reimbursements	124,996	133,108	143,305	158,128	125,281	140,003
Operating line interest income	-	-	11,250	61,498	99,380	115,335
Grant Revenue	-	-	288,209	260,179	163,240	123,478
Other	8,473	8,286	33,832	53,377	70,716	144,051
Total revenue	1,598,834	1,907675	2,278,542	2,697,856	3,221,985	3,671,471
Employee expenses	351,698	529,680	585,725	971,877	1,230,145	1,318,378
Bad debt expense	2,833	195,311	38,867	40,949	39,005	303,675
G&A expenses (incl. prof. fees)	297,383	405,738	838,601	726,276	712,310	975,499
Real estate taxes	140,260	153,291	151,429	172,157	212,661	226,739
Insurance and other	15,559	14,849	27,324	41,126	31,781	34,470
Options-based compensation expense	39,268	8,922	-	-	-	-
Depreciation and amortization	143,007	172,592	189,837	198,279	201,589	195,192
Operating expenses	990,008	1,480,383	1,831,783	2,150,664	2,427,491	3,053,953
Operating income	608,826	427,292	446,759	547,192	794,494	617,518
Interest expense	391,653	491,718	449,183	442,394	645,079	545,187
Net income/(loss) before net gain on sale	217,173	(64,426)	(2,424)	104,798	149,415	72,331

of real estate and asset impairment charge						
Net gain on sale of real estate	-	158,304	21,023	11,185	289,124	11,043
Asset impairment	-	-	(143,000)	-	-	-
NET INCOME (LOSS)	$217,173	$93,878	$(124,401)	$115,983	$438,539	$83,374

Revenue increased $449,486 or 14% from $3,221,985 in 2021 to $3,671,471 in 2022. The increase was driven primarily by a $298,260 or 32% increase in mortgage interest income, an $86,976 or 5% increase in rental income, and a $73,335 or 104% increase in other income, offset by a $39,762 or 24% decrease in grant revenue. The increase in other income was due to a large increase in interest income on our cash balances as well as an increase in patronage income.

Operating expenses for 2022 were $3,053,953, an increase of 26%, or $626,462, over the $2,427,491 recorded in 2021. The increase was driven mostly by an $88,233 or 7% increase in employee expenses, a $166,908 or 55% increase in general and administrative expenses, a $264,670 or 679% increase in the change in provision for bad debts and loan losses, and a $96,281 or 23% increase in professional fees. Interest expense decreased to $545,187 in 2022 from $645,079 in 2021, a $99,892 or 15% year-over-year decrease.

2. USE OF DEBT AND ALTERNATIVE CAPITAL BY IROQUOIS VALLEY

We have historically used bridge loans and lines of credit to fund purchases ahead of internally raised capital. In the event that a quality opportunity has been identified, Iroquois Valley is able to utilize these temporary borrowings to fund the Farmland Investment. This funding capability allows us to be responsive to cyclical farmer buying seasons regardless of where we are in our fundraising cycle.

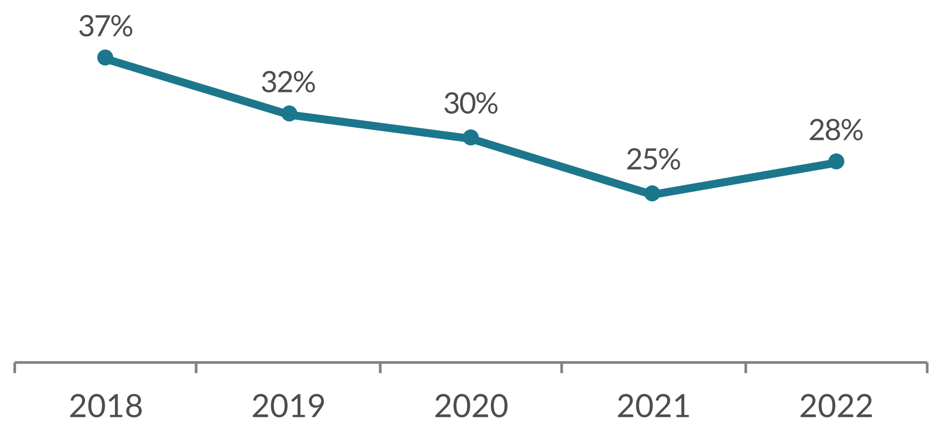
We may also use alternative financing vehicles, including subordinated debt, mortgage participation interests, private and commercial mortgages, institutional-focused limited partnerships, and closed-end funds in addition to this or other offerings of securities. In certain circumstances, Farmland Investments may be used to secure loans to the Company. The Company may also acquire Farmland Investments indirectly through subsidiaries and/or joint ventures. An investor in this Offering has no inherent right to participate in any of our future offerings, joint ventures, subsidiaries, or other projects, and may not be invited or eligible to do so.

Change in provision for bad debts and loan losses increased to $303,675 in 2022 from $39,005 in 2021, a $264,670 or 679% year-over-year increase. The increase was due mainly to increases in the allowances for mortgage loan principal balances and for line of credit balances.

We use a four-tier rating for assessing default risk (performing, watch, at-risk, and default). As of December 31, 2022, we have three lessees in the default risk rating category. We deem the risk of collection in this situation medium to high. Additionally, we have one lessee in the at-risk category. We have no lessees on our watch list.

As of March 31, 2023, we have one borrower on watch, one at risk and three borrowers in default. The remaining loans are all performing. We have not reserved any amounts against the balance of our mortgage notes receivable, as we believe all of the amounts are fully collateralized and collectible. We monitor loan performance quarterly.

LEVERAGE RATIO



As of May 1, 2023

Our total debt/total assets was 28% at the end of 2022. This compares to 25% at the end of 2021. The increase was due primarily to a 23% or $4,701,870 increase in the amount of Soil Restoration Notes sold in 2022.

COMPANY MANAGEMENT

1. CORPORATE STRUCTURE

The Company, (i.e., Iroquois Valley Farms LLC) is the primary operating company in a three-entity corporate structure. The Company is the holder of all of our Farmland Investments. As highlighted in this memorandum, investors have the opportunity to purchase Notes issued by the Company. Iroquois Valley Farms LLC (i.e., the Company) is managed by a single manager, IQVF REIT.

IQVF REIT owns 99% of the Company, while Iroquois Valley TRS owns the remaining 1%. IQVF REIT owns 100% of Iroquois Valley TRS, and thus indirectly 100% of Iroquois Valley Farms LLC, and, in turn, the assets. Iroquois Valley TRS is a taxable REIT subsidiary that was incorporated to maintain the Company's partnership tax status and to provide the Company with the ability to provide additional services or management that the Company would not otherwise be permitted to provide as a REIT pursuant to the Internal Revenue Code of 1986 (the "Code"). As of the date of this Memorandum, there was no activity or assets within Iroquois Valley TRS.

IQVF REIT is a Delaware public benefit corporation. As such, we manage our business in a manner that balances our shareholders' pecuniary interests, the best interests of those materially affected by our conduct, and the public benefit(s) described in our Certificate of Incorporation. As specified in our Certificate of Incorporation, our public benefit purpose is to enable healthy food production, soil restoration, and water quality improvement through the establishment of secure and sustainable farmland access tenures. It is important to note that as a result of our status as a public benefit corporation, IQVF REIT and our Board may make decision that achieve other objectives besides maximizing financial gain. For further discussion of how this might impact Noteholders, see "Risk Factors – Risks Related to IQVF REIT."

IQVF REIT is directed by a Board of Directors that is elected by its shareholders. Given IQVF REIT's status as both Manager and controlling member of the Company, below we have identified and provided biographies for each member of the IQVF REIT Board. All Directors on the Board are also typically appointed to the Iroquois Valley TRS board of directors. The Board currently has 9 Directors, and no vacancies.

2. BOARD OF DIRECTORS OF IQVF REIT (THE MANAGER)

Stephen P. Rivard M.D., Chair and Co-Founder
Dr. Rivard has a long history of entrepreneurship in the medical and health field. After earning his undergraduate and medical degrees from Loyola University of Chicago, he began a practice in the newest medical specialty of the time, emergency medicine. After 26 years and having raised two children, he changed careers and founded Illinois Vein Specialists in 2008, another growing medical specialty business. He also began diversifying his investments to focus on health and organic farmland. His interest in organic farming goes beyond profit. It also includes the mission of creating a more socially conscious and sustainable future for his children. Dr. Rivard is now reaching out to other physicians and health care professionals to bring attention to the varied health illnesses associated with our current food production system. Specifically, he is concerned about the growth of Type 2 diabetes, food allergies, and various cancer incidences that may be associated with our food choices. He views investing in Iroquois Valley as a chance to both reclaim our health and sustainably grow capital.

Anna Jones-Crabtree, Ph.D., Vice-Chair

Dr. Jones-Crabtree and her husband, Doug Crabtree, own and manage Vilicus Farms, a first-generation, organic, 13,000-acre dryland crop farm in northern Hill County, Montana growing a diverse array of organic heirloom and specialty grain, pulse, oilseed, and broadleaf crops under five- and seven-year rotations. In thirteen seasons, Vilicus Farms grew from 1,280 acres to be a nationally recognized farm by USDA's beginning farmer programs, employing extensive conservation practices, and fostering unique risk sharing relationships with food companies and land investment firms. With over 26% of their land in non-crop conservation and 400 acres seeded to native pollinator habitat, Vilicus Farms became Bee Better certified in 2019, Real Organic Project Certified in 2019, and has been transitioning towards Demeter Biodynamic certification.

Dr. Jones-Crabtree is a Donella Meadows Leadership Fellow and a recipient of the White House Greening Government Sustainability Hero Award. She holds a Ph.D. in Civil and Environmental Engineering with a minor in Sustainable Systems from Georgia institute of Technology. Dr. Jones-Crabtree served on the USDA Secretary's Advisory Council on Beginning Farmers & Ranchers. She currently serves on the Xerces Society Bee Better Advisory Board. Given the realities of farming, Dr. Jones-Crabtree still has an off-farm job with the USDA Forest Service. After several decades fostering more sustainable operations, she is now serving as the Director for Data Governance for the Northern Region.

Dr. Jones-Crabtree, her husband, and their three Jack Russell Terriers are avid members of the Lentil Underground (http://lentilunderground.com/).

Andy Ambriole

Mr. Ambriole, his wife Catie, and their four children farm approximately 1,400 acres of certified organic land in northern Indiana. Crops grown include corn, soybeans, wheat, and barley along with numerous species of cover crops. He has been a lessee with the company since 2012 and an equity shareholder from 2012 to 2019. He has served on the Board of Directors since Iroquois Valley's establishment as a REIT and public benefit corporation at the end of 2016. He has also served on the investment committee since that committee's establishment in 2018. Beginning in 2021, Mr. Ambriole began providing occasional due diligence support and similar services to Iroquois Valley as a consultant. Mr. Ambriole served as Iroquois Valley's Interim CEO from November 2021 through July 2022. His other activities include serving as associate supervisor of his county's Soil & Water Conservation District and as an assistant region director for the Indiana Association of Soil & Water Conservation Districts.

Dorothy D ("D.D.") Burlin

Ms. Burlin is a private investor and former attorney. She is an advocate for local, sustainable, organic, and regeneratively grown foods, with particular interest in creative uses of capital to fund the large-scale expansion of this sector. In 2011, she co-founded, and is a continuing member of, the Sustainable Local Food Investment Group (SloFIG), a 30-member, mission-based, angel investor network based in Chicago, Illinois. From 2010 through 2014, she was an investor in Two Roads Farm LLC, a single-farm investment partnership founded by David Miller and Dr. Stephen Rivard that merged with Iroquois Valley Farms LLC in 2014.

As an attorney from 1992 to 2007, Ms. Burlin was licensed with the Illinois and Missouri bars, and she was licensed to practice before federal courts in several districts and circuits. Her work included extensive criminal law practice. Her academic credentials include a B.A. from Dartmouth College and a J.D. from Georgetown University.

Ms. Burlin and her husband, Johannes, reside in Chicago, Illinois with their two sons. They also have a small farm near Reeseville, Wisconsin. Ms. Burlin is active in nonprofit and political fundraising. She is a long-time member of the board of directors of the American Youth Foundation.

Arnold Lau
In addition to serving as IQVF REIT's Chief Administrative Officer, Mr. Lau is a private investor and independent securities trader. Born and Raised in Honolulu, Hawaii, he earned his B.A. from Lawrence University, and an M.B.A. from Northwestern University. He was previously a member of the Chicago Board Options Exchange from 1983 until 1999, and a member of the Chicago Board of Trade from 1985 until 2007. He is a life member of the Sierra Club and the Nature Conservancy. Mr. Lau has been an investor in Iroquois Valley or its precursors (Two Roads Farm LLC, Shelby County, Illinois) since 2009, a member of the Board since 2012, and served as Corporate Secretary from 2015-2021. He is one of the nine original directors of IQVF REIT.

Joseph A. Mantoan
Mr. Mantoan was raised on his immigrate grandparents' large-scale vegetable farm in Kankakee County Illinois. There he developed a lifelong love and connection to the natural world and an appreciation and joy for family farmers and healthy communities.

Mr. Mantoan joined the multinational consulting firm Accenture in 1976 and served almost 30 years in various North American and International leadership roles. In 2004, he returned to his roots and began to work in farmland preservation and became an advocate for ecological farming. He received his BA and MA in Accounting from the University of Illinois.

Mr. Mantoan serves as Chairman of the Board of Healing Soils Foundation, and in various leadership roles at non-profit organizations including Wellspring Organic Farms, Riveredge Nature Center, and Cedar Lakes Conservation Foundation. He has been a member of the Board of Directors of Iroquois Valley Farmland REIT since 2019.

Mr. Mantoan and his wife, Laura, own 200 acres of certified organic farmland in Washington County, Wisconsin. Since 2010, the farm has been managed by his son, based on rotational grazing and a permaculture keyline water system design. Several conservation and educational workshops have been conducted at the farm over the years. Mr. Mantoan resides in Whitefish Bay, Wisconsin.

Malaika Maphalala

Ms. Maphalala is a Private Wealth Advisor and Partner at Natural Investments LLC, a national SEC registered Investment Advisory firm that has specialized in exclusively socially and environmentally responsible investments for over 30 years. A lifelong advocate for social change, Ms. Maphalala is driven by a passion for finding innovative approaches to bringing people and resources together to address social and environmental complexities. In her role as Wealth Advisor, Ms. Maphalala provides portfolio management and financial planning for high-net-worth individuals, families, and institutions across the country that want to use their wealth as a tool to transform society and economic systems using humane, restorative, and ecological principles as the guide. She specializes in Regenerative Investing, which is investment that directly supports the regenerative capacity of communities and ecosystems. Her areas of special interest and expertise encompass investments in sustainable agriculture, community development, clean and renewable energy, cooperative businesses, and microfinance.

Ms. Maphalala received her B.A. from the Johnston Center for Integrative Studies at the University of Redlands and she holds a Certified Private Wealth Advisor® designation from the Investments and Wealth Institute in conjunction with the University of Chicago Booth School of Business. She currently lives full time on the island of Hawaii, her home for almost 25 years where she and her family tend and enjoy their beloved, rural, solar-powered organic farm and homestead.

David E. Miller, Co-Founder

After a 30-year career in corporate finance and real estate, Mr. Miller returned to his native Illinois landscape in 2005 by purchasing a 10-acre farm from a family estate of his relatives. Keeping the farm in the family, he reconnected with local relatives and friends farming organically. In 2007, he co-founded Iroquois Valley Farms LLC to enable a new generation of farmers and investors to support healthy food production. Mr. Miller is a co-founder of Iroquois Valley and served as its Chief Executive Officer continuously from its founding in 2007 through September 2021. In addition to his role on the Board, he is actively involved in the Company supporting the leadership transition and working on building out Rock Creek Farms in Peotone, IL.

Prior to developing sustainable farmland ventures, Mr. Miller held executive positions at Bank of America, Santa Fe Southern Pacific and First Chicago Corporation, which involved the management and oversight of real estate and capital equipment leasing portfolios. In 2008, he formed Working Farms Capital, an entity seeding new ventures in sustainable agriculture while providing transitional farm management services.

Mr. Miller is a 1975 graduate of Loyola University of Chicago and a 1978 graduate of Columbia University's Graduate School of Business. Mr. Miller views education as the primary key to changing the health and economics of current food production systems. In that capacity, Mr. Miller is a founding member and has Co-Chaired the advisory board for Loyola University's Institute for Environmental Sustainability. He is a recipient of the

Institute's first Damen Award, recognizing his services related to positive environmental change. He continues to restore his small organic farm in Iroquois County, a family heritage since 1875, now being transitioned to native prairie and permaculture production.

Olivia Watkins
Ms. Watkins is a social entrepreneur and impact investor. For the past seven years, she has financed, developed, and operated environmental and social projects across the U.S. She currently serves as a co-founder and President of Black Farmer Fund, a nonprofit impact investing organization creating sustainable and equitable food systems by investing in black farmers and food businesses in the Northeast. She also serves as a board member for Sustainable Agriculture & Food Systems Funders and previously for Soul Fire Farm Institute. Prior to founding Black Farmer Fund in 2017, Olivia worked in several production roles at Soul Fire Farm Institute and Kahumana Organic Farms, leveraging her environmental biology background to manage and grow environmentally regenerative and socially impactful business operations.

Ms. Watkins has an M.B.A. from North Carolina State University in Financial Management, and a B.A. from Barnard College, Columbia University in Environmental Biology. She was also recognized on the 2021 Forbes 30 under 30 Social Impact list and The Grist 50.

3. OFFICERS AND KEY PERSONNEL

The table below outlines the Officers and key personnel of our corporate entities. Following the tables, biographies are provided for all the individuals listed.

Iroquois Valley Farms LLC	
Name	**Position**
Christopher Zuehlsdorff	Chief Executive Officer (1)
Mark D. Schindel	Chief Financial Officer (2)
Arnold Lau	Chief Administrative Officer
Donna Holmes	Managing Director, Investor Relations (3)
Claire Mesesan	Vice President, Farmer Relations
Kavita Koppa	Senior Relationship Manager
Alyssa Scher	Credit Manager

(1) Christopher Zuehlsdorff is also Chief Executive Officer of IQVF REIT and President of Iroquois Valley TRS.
(2) Mark D. Schindel is also Treasurer of IQVF REIT and of Iroquois Valley TRS.
(3) Donna Holmes is also Secretary of IQVF REIT and of Iroquois Valley TRS.

Christopher Zuehlsdorff, Chief Executive Officer
Mr. Zuehlsdorff serves as Chief Executive Officer at Iroquois Valley, where he combines his investment management experience and personal background in support of the strategic vision of the organization. Prior to joining Iroquois Valley, Mr. Zuehlsdorff was Senior Managing Director and Co-Head of Global Investments at EnTrust Global, an alternative investment firm based in New York. He was a member of the Management Committee and the Global Investment Committee. As a senior investment professional, Mr. Zuehlsdorff covered most asset classes and investment strategies across both public and private markets.

Mr. Zuehlsdorff grew up on his family's dairy farm in Minnesota and maintained an interest in food and agriculture throughout his career. Since 2016, Chris has been a board member at The Glynwood Center for Regional Food and Farming, a nonprofit organization supporting regional food and farming in New York's Hudson Valley.

Mr. Zuehlsdorff graduated with an M.B.A. in Finance and Accounting from Carnegie Mellon University and a B.A. in Economics and Mathematics from Saint Olaf College. He is a CFA® Charterholder. Mr. Zuehlsdorff and his family reside in Westchester County, New York. Outside of work, Chris enjoys traveling, gardening, and hiking with his wife, three sons, and dog, Bruce.

Mark D. Schindel, Chief Financial Officer
As Chief Financial Officer, Mr. Schindel has responsibility for financial systems and reporting, budgeting and forecasting, reviewing new funding opportunities, monitoring and tracking the investment portfolio, and evaluating new deals. In joining the Company, Mr. Schindel was excited about the opportunity to work with a for-profit, mission-driven organization striving to improve the health of the population and the planet.

Mr. Schindel received his B.S. in Finance from the University of Illinois, and his M.B.A. from Northwestern's J.L. Kellogg Graduate School of Management. He spent most of his career in the private equity business and as a financial consultant and private investor. Mr. Schindel lives in Chicago and enjoys tennis, downhill skiing, and hiking around the world.

Arnold Lau, Chief Administrative Officer
Biography included in Board of Directors section above.

Donna Holmes, Managing Director, Investor Relations
Ms. Holmes has over 15 years of experience within the investment management industry. Currently, she serves as Managing Director, Investor Relations at Iroquois Valley. Previously, Ms. Holmes served as Managing Director, Business Development and Client Service at Lizard Investments LLC. At Lizard, she helped build the firm's infrastructure and developed a sales strategy to target institutional investors. Ms. Holmes began her career at Tremblant Capital, a global long-short equity manager based in New York. Prior to working in investment management, Ms. Holmes practiced law, specializing in ERISA

matters. Her practice addressed the ERISA implications of corporate transactions, as well as qualified retirement plan issues, and executive compensation agreements. Ms. Holmes earned a B.S. in Accounting from Syracuse University, a J.D. from Syracuse University, College of Law, and a Master of Law in Taxation from New York University. She is a CAIA Charterholder and an FSA Level 1 Certificate Holder.

Ms. Holmes has volunteered at Chicago Cares, Protect Chicago, helping to educate city residents about Covid-19. She has provided pro-bono consulting services to women- and minority-owned funds. She serves on the Board of Directors of Women Investment Professionals (WIP), and is a member of 100 Women in Finance and Women in Funds.

<u>Claire Mesesan, Vice President, Farmer Relations</u>
Ms. Mesesan serves as VP, Farmer Relations where her work centers on process, program development, and resource-building. She is broadly focused on Iroquois Valley's farmer-facing work to ensure that partnerships between the Company and farmers are successful. Ms. Mesesan also works on impact strategy, evaluation, and reporting in support of the Company's efforts to create public benefit. Ms. Mesesan joined Iroquois Valley in 2015 and became Communications Director, creating mission-driven, data-informed content across platforms. Ms. Mesesan gravitated toward stakeholder engagement as she connected with farmers to tell their stories, which led to her transition to farmer relations in 2021.

Ms. Mesesan completed her bachelor's degrees in Philosophy and French from Loyola University Chicago. Within philosophy, Ms. Mesesan was interested in the ways land stewardship and land-based ethics intersect with social and political movements. After graduation, she spent a year in Madison, Wisconsin working as an AmeriCorps Farm-to-School educator. Ms. Mesesan lives in southern California where she enjoys gardening and all things outdoors.

<u>Kavita Koppa, Senior Relationship Manager</u>
Ms. Koppa is a Senior Relationship Manager at Iroquois Valley, where she works directly with farmers and partners on the Rooted in Regeneration Note for farmers of color. She comes from over a dozen years in agriculture, from tending organic veggies and livestock to providing technical assistance to folks in financial distress to helping create funding programs to farmers helping in the fight against climate change. She is passionate about improving practical and equitable access to financing. In addition to her work at Iroquois Valley, Ms. Koppa is a proud co-owner at Money Positive, a worker-owned financial planning firm focused on helping those who are often excluded from the conventional financial industry. She holds a B.A. in Geography and Biology from the University of North Carolina at Chapel Hill and a dual M.B.A. / M.A. in Public Affairs from the University of Texas at Austin. Ms. Koppa can usually be found frolicking with her dog through the woods of Greensboro, North Carolina, and getting overly-excited about plants.

<u>Alyssa Scher, Credit Manager</u>

In the Credit Manager position, Alyssa focuses on the financial viability and structure of all potential lending opportunities. She loves that her position helps create pathways for farmers and their families to live out their dreams and mission. Prior to joining Iroquois Valley in 2020 as an Underwriter, Alyssa worked in the tax and accounting field; specializing in tax preparation, bookkeeping, and succession planning for farming operations. Alyssa holds a B.S. in Accounting from Ball State University. She resides in northeast Indiana with her husband and three children where they are an active part of their family's 4th generation farm.

4. COMPENSATION, TRANSACTIONS, AND REMUNERATION

COMPENSATION TO MEMBERS OF OUR MANAGEMENT TEAM

The 2022 salary and bonus payments for executive officers of the Company are as follows:

Name	Position	2022 Salary	2022 Bonus	Stock Option	Option Award	Non-Qualified Deferred Compensation	All Other Compensation
Andy Ambriole	Director, Interim CEO (1)	$89,292	None	None	None	None	$6,750
William Stoddart	CEO (2)	$62,317	None	None	None	None	$4,750
Mark D. Schindel	CFO	$123,333	$10,000	None	None	None	$9,250
Christopher Zuehlsdorff	COO	$72,560	None	None	None	None	$12,534
Arnold Lau	COO (3)	$85,000	$6,000	None	None	None	$9,250
Donna Holmes	MD	$110,000	$6,000	None	None	None	$9,250

(1) Mr. Ambriole served as Director and Interim CEO from December 1, 2021 – July 10, 2022.
(2) Mr. Stoddart served as CEO from July 11, 2022 – February 27, 2023.
(3) Mr. Lau served as COO from January 1, 2022 – July 5, 2022. He currently serves as Chief Administrative Officer.

Employee compensation represents the biggest cash expense of Iroquois Valley. We paid approximately $1.3 million in such expenses in 2022. We will continue to provide cash bonuses in addition to salary payments to Officers and other staff as performance incentives.

Iroquois Valley Farms LLC and Iroquois Valley TRS do not pay any management fees to any person or entity for their operations. The management team and other employees are compensated by the IQVF REIT, typically through salaries, and, on occasion, equity or option grants in IQVF REIT. No grants or stock options were issued to management in the past several years.

On June 3, 2022, the Board adopted a policy to compensate directors who are not employees. This policy is designed to attract and retain a diverse group of experienced and talented individuals to serve on the Company's Board and committees in order to best achieve our public benefit purpose and promote the best interests of all of the Company's stakeholders. Under this policy, non-employee directors receive cash and equity compensation to recognize the contribution of their service to the Company, their level of responsibility, and the necessary time commitment involved in serving in an additional leadership role and/or on committees. And we believe that providing equity compensation to non-employee directors in addition to cash provides an incentive to maximize long-term shareholder value instead of short-term gain. Under the policy, non-employee directors may receive a stipend of $25,000 per year with additional amounts for committee and chairperson service, plus equity compensation equal to $5,000 per year. Directors who are also employees or contractors of the Company are typically paid for their work as employees or contractors, as applicable, but are not additionally compensated for their service as directors.

FEES RELATING TO FARMLAND INVESTMENTS

The Company or its affiliates may receive reasonable market-based acquisition or closing fees associated with acquisitions or refinancing of Farmland Investments. These fee amounts may change from time to time within the sole discretion of the Board. Although we believe these fees to be fair and reasonable, the amounts are not determined through arm's-length negotiations.

1) <u>Acquisition Fee upon Purchase of Property</u>
   We may receive an acquisition fee upon the purchase of any real estate property in the amount of 0.5% to 3% of the purchase price for such property.

2) <u>Loan Brokerage Commissions / Loan Origination Fees (Points).</u>
   We typically receive an origination fee upon the closing of a mortgage loan or operating line of credit that is a small percentage of the total loan amount. Where the borrowers have requested that the term of a loan be extended, we may collect loan extension fees as well.

3) <u>Participation Interest Management Fees.</u>
   To the extent the Company sells participation interests in any loan, the Company may take a fee from interest payments to participants (not borrowers) in exchange for managing and servicing the loan obligation.

DISTRIBUTIONS TO THE MEMBERS OF THE COMPANY

As IQVF REIT and its affiliate, Iroquois Valley TRS, together own 100% of the membership interests of the Company, these affiliates will be entitled to cash distributions generated from operation or the sale or refinance of the Farmland Investments.

AFFILIATES AS NOTEHOLDERS

The Manager, Officers, IQVF REIT Directors, or other affiliates of Iroquois Valley, within their sole and absolute discretion, may elect to purchase any number of Notes in accordance with the terms and conditions of this Offering and, should they do so, will be treated as a Noteholder, on an equal basis with all other Noteholders.

BENEFICIAL OWNERSHIP OF IQVF REIT COMMON STOCK

The table below sets forth certain information regarding the beneficial ownership of shares of IQVF REIT common stock for each of IQVF REIT's Directors and named executive Officers, individually and as a group as of May 1, 2023. Each person named in the table has beneficial voting and investment power with respect to all of the shares of IQVF REIT common stock shown as beneficially owned by such person.

OFFICERS AND DIRECTORS	SHARES (1)	PERCENTAGE OWNERSHIP
Dr. Stephen Rivard	1,723	1.44%
David Miller (2)	1,302	1.09%
Arnold Lau	500	0.42%
Dorothy Burlin	35	0.03%
Donna Holmes	30	0.03%
Joseph Mantoan	25	0.02%
Andy Ambriole	25	0.02%
Anna Jones-Crabtree	17	0.01%
All officers and directors as a group (2)	3,657	3.05%

(1) Percentage of beneficial ownership is based upon 119,976 shares of Iroquois Valley REIT's common stock outstanding as of May 1, 2023. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of common stock subject to options and warrants currently exercisable or convertible, or exercisable or convertible within 60 days, are deemed outstanding for determining the number of shares beneficially owned and for computing the percentage ownership of any other person. Under these rules, more than one person may be deemed to be a beneficial owner of the same securities as to which they have no economic interest. Except as indicated by footnote, and subject to community property laws where applicable, the persons named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them.

(2) Shares owned by Mr. Miller, as well as total shares of all officers and directors as a group, include ownership of options to purchase common stock held by these individuals, in compliance with the SEC's definition of beneficial ownership (described in footnote (1) above). As of May 1, 2023, Mr. Miller owned options to purchase 600 shares of common stock. For details on the terms of these options, including applicable expiration dates and strike prices, see "Management Compensation."

5. CONFLICTS OF INTEREST

In considering the risks and merits of an investment in the company, prospective investors should carefully consider the following potential conflicts of interest:

MANAGEMENT'S DEVOTION OF TIME AND RESOURCES OF THE COMPANY

Directors will devote such time as they, in their sole discretion deem necessary or appropriate to carry out their duties. Directors and Officers, directly and indirectly, are involved in other business and endeavors. Our Board believes, however, that each Director, and Officer will have sufficient time to perform their current duties. Nonetheless, there may exist certain conflicts of interest in the allocation of resources by the Manager, Directors, and Officers, between our activities and other related or unrelated activities of the Manager, Directors, and Officers, and their respective affiliated entities.

RELATIONSHIP BETWEEN THE PARTIES

1. Our corporate structure has been determined by us and is not the result of an "arm's-length" negotiation.
2. The Company, the Noteholders, the Manager, the Board, and the members of the Company are not represented by separate legal counsel. Counsel to the Manager does not represent the Noteholders and will not represent them after the closing of this Offering. Each Investor in this Offering is encouraged to retain separate counsel for all matters pertaining to this Offering. Should a dispute arise among the Company, the Noteholders, and the Manager, or should there be a necessity in the future to negotiate and prepare contracts or agreements involving the Company, the Manager may retain separate counsel for such matters or may elect to retain Manager's counsel as the Company's counsel for any such matters.
3. The Company will receive commissions and fees in connection with the purchase and sale of assets, financings, and refinancings of the Farmland Investments, including originating and servicing the loans. We believe this compensation is fair and reasonable, but generally they are not based on "arm's-length" transactions. IQVF REIT and others will also earn fees, profits, and compensation based on the performance of the Company and profits generated from Farmland Investments, which in turn may provide incentive for IQVF REIT, as Manager, to take considerable risk in pursuit of returns and incentive to take actions in light of IQVF REIT's potential compensation, which could materially and negatively impact the ability of the Company to repay the Notes.
4. Our Manager, Directors, and Officers, and their respective affiliates, may hold Notes from the Company and/or common stock of IQVF REIT could influence their decision-making in connection with the management of the Company with respect to the Farmland Investments.
5. To the extent permissible by law, we will indemnify our Directors, Manager, and Officers, and any of our affiliates, agents, or attorneys from any action, claim, or liability arising from any act or omission made in good faith and in performance of

its duties under our charter documents. If we become obligated to make such payments, such indemnification costs would be paid from funds that would otherwise be available to distribute to Noteholders or invested in further Farmland Investments. To the extent these indemnification provisions protect the Manager, the Board, and affiliates, agents, or attorneys at the cost of the Company, its members and/or creditors, a conflict of interest may exist.

POTENTIAL CONFLICTS OF INTEREST RELATED TO SPECIFIC MEMBERS OF OUR MANAGEMENT TEAM

1. Mr. Ambriole is a member of our Board of Directors, served as interim CEO, and is the lessee of five of our farms (Old Oak, Sparta Woods, Brindle, Yoder, and Lake Wawasee), and a first mortgage-secured borrower for a farm he has purchased (Phyllis Farm). As such, there could be a future conflict of interest arising from Mr. Ambriole's roles as a director, officer, lessee of these farms, and borrower from Iroquois Valley. Mr. Ambriole serves on the investment committee and recuses himself from voting if/when he has interests in farmland financing being discussed.
2. Dr. Jones-Crabtree is a member of the Board and through her farm, Vilicus Farms, is the lessee of three Iroquois Valley Farms (Bahasaba, Cottonwood, and Hi-Line). As such, there could be a future conflict of interest arising from Dr. Jones-Crabtree's role as a director and as the lessee of these farms.
3. Mr. Miller and Mr. Mantoan both serve as Directors on the IQVF Board and on the board of directors of Healing Soils Foundation ("HSF"), and Illinois-based 501(c)3 dedicated to advancing organic and regenerative agriculture and soil conservation practices through education, training, and awareness of soil, nutrition, and human health. Neither Mr. Miller nor Mr. Mantoan received any compensation from HSF. Iroquois Valley and HSF recently entered into a preliminary memorandum of understanding regarding administration, organization, and fundraising, as well as funding for soil health projects for Iroquois Valley farmers. Iroquois Valley and HSF are considering and likely will enter into additional transactions in the future.

THE ROOTED IN REGENERATION NOTE OFFERING

1. WHO MAY SUBSCRIBE / INVESTOR SUITABILITY STANDARDS

The offer and sale of the Notes are being made in reliance on an exemption from the registration requirements of the Securities Act, specifically for U.S. investors, SEC Regulation D, Rule 506(c). **Accordingly, distribution of this Memorandum has been strictly limited to persons who we reasonably believe (i) are "accredited investors" (as defined by Rule 501(a) promulgated pursuant to the Securities Act and summarized below) and (ii)**

will be able to satisfy the requirements and make the representations set forth below pursuant to the Subscription Agreement, in the form included herewith as Appendix I.

Each investor will be required to certify that they are an accredited investor and be verified as such. The Company has engaged a third-party verification provider to assist with the SEC's verification requirement pursuant to Rule 5016(c), and each prospective investor will have the option of using our selected verification provider or utilizing the services of certain enumerated professional advisors retained by the prospective investor, each as further outlined in the Subscription Agreement.

Rule 506(c) prohibits us from selling any Notes to any potential U.S. purchaser that is not a verified accredited investor. Therefore, we reserve the right, in our sole discretion, to declare any prospective investor ineligible to purchase the Notes based on any information that may become known or available to us concerning the suitability of such prospective investor, for any reason, or for no reason. If you do not meet the criteria set forth above, this document does not constitute an offer; you may not subscribe to purchase any of the Notes.

A United Stated Accredited Investor must meet one of the following conditions:

(a) Net Worth: Net worth is at least $1,000,000 (computed in the usual and traditional manner of subtracting all liabilities from all assets, excluding, however, an investor's residence, but under certain circumstances the debt thereon may have to be counted); or
(b) Income: Income was at least $200,000 for each of the past two years, and is reasonably expected to equal or exceed $200,000 in the current year, or joint income of the subscriber, together with spouse, was at least $300,000 for each of the past two years, and is reasonably expected to equal or exceed $300,000 in the current year; or
(c) Entity: Any corporation or partnership or other entity not formed for the specific purpose of acquiring the securities hereby offered, with total assets in excess of $5,000,000, or any entity in which all of the equity owners are Accredited Investors; or
(d) Other Provisions: Other conditions cited in Rule 501(a) under Regulation D promulgated under the Securities Act, as amended.

Foreign (non-U.S.) investors may participate in this Offering only in accordance with applicable investment standards of the foreign investors residence and SEC Regulation S.

Any investor must also have business and financial experience (either alone or with investor's purchaser representative) such that the investor is capable of evaluating the merits and risks of an investment in the Company and of protecting the investor's own interests in purchasing the Notes.

Subscription for the Notes involves a high degree of risk (see "Risk Factors"). The satisfaction of the financial suitability and eligibility requirements by a prospective investor to demonstrate accredited investor status does not necessarily mean that an investment in the Notes is suitable for such prospective investor. Each investor must be willing and able to assume the risks of a highly speculative and illiquid investment. Prospective investors should not construe the contents of this Memorandum as legal or tax advice. All prospective investors should consult their personal legal, tax, and financial advisors to determine whether an investment in the Notes is suitable for them.

You must study the terms of this Memorandum including attachments hereto, and all related documents carefully before you decide to subscribe for the Notes.

2. DESCRIPTION OF THE NOTES

The following description of the Notes is a summary only and is qualified in its entirety by reference to the Note. The form of the Note is attached to the Subscription Agreement.

Principal terms and conditions of the Notes are as follows:

- Term of Notes – 3, 5, or 7 years from issuance ("Maturity").
- Net Interest Yield to Investor – 0.5% - 3.0% per year. All interest shall be cumulative and non-compounded. Interest rate varies depending on term length and note option selected by investor.
- RnR Yield Attributable to the Note – 1% - 1.5% per year, depending on note option selected by investors.
- Interest will begin to accrue commencing on issuance of a Note.
- Interest will be paid semi-annually in arrears, on July 15 and January 15 of each year. Payment will be pro-rated for partial period ownership.
- The principal amount of the Notes will be paid in full on Maturity, together with accrued interest, if any.
- The Notes will be unsecured. The Noteholder will have no lien nor right to foreclose upon any Farmland Investment.
- Iroquois Valley Farms LLC (i.e. the Company) is the borrower and is legally obligated to repay the Notes. IQVF REIT is not the borrower and will have no legal obligation to repay the Notes.
- The Notes will not be guaranteed.
- The two types of RNR Notes will have equal priority and will be paid out pari passu (i.e. on a side-by-side basis).

Standard Note			
Term Length	**3 Year**	**5 Year**	**7 Year**
Gross Yield	4%	2.5%	3%
Net Yield	3%	1.5%	2%

RnR Pool Contribution*	1%	1%	1%
Catalytic Note			
Term Length	**3 Year**	**5 Year**	**7 Year**
Gross Yield	2%	2%	2%
Net Yield	0.5%	0.5%	0.5%
RnR Pool Contribution*	1.5%	1.5%	1.5%

Noteholders will be creditors of the Company and will have no ownership, management, profits rights, or voting rights in the Company or its affiliates, including but not limited to IQVF REIT. Noteholders, as creditors, will only have rights to repayment of principal and interest under the Notes.

Noteholders shall be of equal priority in the Offering and shall be equal priority with other unsecured creditors of the Company, including, for example, holders of prior series of Soil Restoration Notes. The Company has and may again take out mortgage loans in order to finance the purchase of certain Farmland Investments. Such loans, if any, will likely be secured by the respective Farmland Investment, and will likely be senior to the interests of Noteholders with respect to the particular Farmland Investment. For example, the Company's own lines of credit are secured by specific Farmland Investments.

LIMITED LIQUIDITY AND TRANSFERABILITY OF THE NOTES

The Notes are considered illiquid investments. There is no public trading market in which the Notes can be sold. Further, transfers of Notes will be subject to the transfer restrictions in the Notes themselves. Sales or other transfers may only be made in compliance with applicable federal and state securities laws. See "Risk Factors – Restrictions on Transfers; Lack of Liquidity."

EARLY REDEMPTION OF THE NOTES

The Notes are considered illiquid investments. In addition to the general and specific risks of loss and investment described in this Memorandum, prospective investors should invest only those funds that they are prepared to lock up until Maturity. However, in an effort to mitigate the challenges of illiquid investment for Noteholders, the Board will consider requests from Noteholders for redemption of the Notes, in whole or in part, subject to certain terms and conditions. Any redemption of a Note, where granted, shall be subject to an early redemption fee equal to the following:

Term Length of Note	Timing of Early Redemption	Early Redemption Fee – Standard Type	Early Redemption Fee – Catalytic Type
3 Year	None	N/A	N/A

5 Year	Year 4 Year 5	2% 1%	1% 0.5%
7 Year	Year 4 Year 5 Year 6 Year 7	4% 3% 2% 1%	3% 2% 1% 0.5%

3. PLAN FOR THE OFFERING AND SALE OF THESE NOTES

IN GENERAL

To finance Farmland Investments, the Company is offering up to $25,000,000 of Notes for sale to accredited investors only, through the Offering. This maximum issuance is $5 million, $10 million, and $10 million for all 3-year, 5-year, and 7-year Notes, respectively. The Manager, in its sole discretion, may increase the total Offering amount to as much as $20,000,000.

The minimum subscription (i.e. investment) by an investor is $25,000 unless the Manager, in its sole discretion agrees to accept a lesser amount. Above the maximum subscription, Notes may be purchased for amounts in $25,000. The maximum subscription by a single investor is $2,500,000, unless the Manager, in its sole discretion agrees to accept a greater amount. A purchaser of a Note is referred to as a "Noteholder."

MANNER OF SUBSCRIBING

Prospective investors may subscribe for Notes by completing, executing, and delivering a Subscription Agreement, a copy of which is included herewith as Appendix I. The execution and delivery of the Subscription Agreement by a prospective investor constitutes a binding offer to purchase the Notes set forth therein and an agreement to hold such offer open until it is either accepted or rejected by us.

We are offering the Notes solely to accredited investors in the U.S. as defined under Regulation D promulgated under the Securities Act. Pursuant to securities exemptions applicable to the Offering, namely SEC Rule 5060(c) and related state laws, we must verify the accredited status of each investor. Each prospective investor will be required to submit financial information so that we can satisfy our verification obligation with the subscription documents. Additionally, Notes may be offered by the Company in offshore transactions to non-U.S. persons (foreign purchasers) in accordance with SEC Regulation S. Insofar as non-U.S. persons acquire Notes through this Offering, we anticipate increased accounting fees and costs related thereto.

ACCEPTANCE OF SUBSCRIPTIONS

Notes are considered accepted (and thus interest begins accruing as of the date a prospective investor's subscription is accepted by us pursuant to the terms of the Subscription Agreement. Iroquois Valley may, in its sole discretion, reject any subscription in whole or in part, for any reason. For administrative purposes, we may elect to accept subscriptions only on a monthly or twice-monthly schedule.

We may accept subscriptions for Notes and begin using Offering proceeds at any time. As we are already operating and seeking to make additional Farmland Investments, there is no minimum amount of total subscription required for us to begin utilizing these funds. See "Risk Factors – No Minimum Offering Amount."

MARKETING, SALE, AND PLACEMENT OF NOTES

Iroquois Valley and our employees will sell the Notes in this Offering and will receive no compensation (outside of their normal salary or contract fees) in connection therewith. Company funds, potentially including Offering proceeds, may be used for general marketing and advertising expenses.

We may, in our sole discretion, employ unaffiliated finders, registered FINRA brokers, or selling agents to offer and sell the Notes in this Offering at fees or commissions of no greater than five percent (5%) of the purchase price of the Notes. In the event we do engage such finders, placement agents, or broker-dealers, the resulting professional fees would reduce the proceeds to us from this Offering by the amount of the total of such fees and commissions.

The key contact for questions related to the Offering and for subscription inquiries is:
Investor Relations Department
invest@iroquoisvalleyfarms.com
(847) 859-6645 ext. 1

4. USE OF PROCEEDS

Consistent with our business objectives and beneficial goals, the primary purpose of this Offering is to raise proceeds for new Farmland Investments. Substantially all proceeds from this Offering are expected to be used for the purchase, financing, refinancing, and management of Farmland Investments, and related expenses. Iroquois Valley maintains a pipeline of Farmland Investment opportunities across the U.S.

A portion of the proceeds raised in this Offering may be set aside for reserves and working capital. Proceeds may also be used to pay or reimburse payments for expenses related to the Offering such as legal fees, investor accreditation verification costs, and filing expenses.

We have not specifically allocated the use of net proceeds from the Offering. The amounts we actually may expend may vary depending on numerous factors, including changes in the economic climate for our proposed business operations, the amount of funds raised, our cash flow, climate changes, the success of our Farmland Investments, and the success or lack of success of our business and marketing plans.

Our management team, led and overseen by the Board, will have considerable discretion in using Offering proceeds consistent with our business and beneficial impact goals. We may choose to use net proceeds from the Offering for any use in the course of our business, including without limitation, to reduce outstanding debt, provide for working capital, issue a distribution, repurchase/redeem outstanding loans of the Company or shares of the IQVF REIT, make interest payments, or pay dividends to shareholders of the IQVF REIT.

Any excess cash will be invested in short-term, investment-grade, interest-bearing securities or be maintained in deposits with our lender or bank.

Generally, and in furtherance of our business objectives and continued desire to make Farmland Investments, Iroquois Valley will raise additional funds independent of this Offering through various means subject to applicable state and federal securities laws. Examples include but are not limited to IQVF REIT's current Regulation A+ offering of equity securities, grant funding, mortgage participation interests, joint venture acquisitions of Farmland Investments, and potentially additional debt securities offerings. Many of these capital raising efforts are ongoing, and others will begin while this Offering is open. Investors in this Offering have no inherent right to participate in future offerings and may not be eligible to do so.

5. CAUTIONS

Investment in the Company involves a high degree of risk, and investors should not invest any funds in this offering unless they can afford to lose their entire investment. See the "Risk Factors."

Please see the "Risk Factors" section of this Memorandum, which describes risks that management believes present the most substantial risks to an investor in this Offering.

In making an investment decision, investors must rely on their own examination of the Company and the terms of the Offering, including the merits and risks involved. These Notes have not been recommended or approved by any federal or states securities commission or regulatory authority. Furthermore, those authorities have not passed upon the accuracy or adequacy of this document. Any representation to the contrary is a criminal offense. These securities are offered under an exemption from federal registration; however, the SEC has not made an independent determination that these Notes are exempt.

AVAILABLE INFORMATION

Iroquois Valley Farms LLC shall make available to each prospective investor or its representative, prior to the sale of Notes to it, the opportunity to ask questions of and receive answers from the Company concerning any aspect of the Offering, and to obtain any additional information, to the extent the Company possesses such information or can acquire it without unreasonable effort or expense, necessary to verify the accuracy of the information set forth herein.

While advertising regarding the Offering described herein shall be employed in selling the Notes, prospective investors are urged not to rely on these materials. Rather, to analyze the suitability of the securities offered hereby for a prospective investor, they should rely on the information contained in this Memorandum, including attachments or appendices, and such other writings authorized by the Company. Prospective investors are urged to only rely on written information and representations received directly from the Company and its authorized agents, if any, regarding this Offering. Any information or representations regarding the Offering not provided directly from us in writing must not be relied upon as authorized by the Company.

Neither delivery of this Memorandum nor any sales of the Notes should imply that the information herein is correct as of any time subsequent to the date of this Memorandum. In the event that there are material adverse changes during the course of the subscription of which the Company is aware, this Memorandum will be amended accordingly.

SPECULATIVE INVESTMENT: ACCREDITED INVESTORS ONLY

Because the investment is speculative, involves a high degree of risk, and has significant transfer restrictions, it is suitable for and limited to only accredited investors as defined by Rule 501(a) or Regulation D promulgated under the Securities Act of 1933, as amended ("Securities Act"). No one should invest in the Notes who does not have adequate financial means to bear the loss of their entire investment. See "Who May Subscribe."

This Memorandum does not constitute an offer to sell or a solicitation of an offer to buy the Notes to any firm or individual unless and until Iroquois Valley has communicated in writing to such investor its belief that the investor possesses these qualifications as evidenced by our acceptance in writing of such investor's Subscription Agreement. Moreover, the Notes offered hereby are being offered in reliance on an exemption from the Securities Act's registration requirements that limits sales of the securities solely to accredited investors as defined by the Securities Act. Accordingly, we will only accept as Noteholders prospective investors who are demonstrably accredited investors pursuant to Rule 506(c) as promulgated under the Securities Act.

PROPSECTIVE INVESTORS MUST CONSULT THEIR OWN ADVISORS BEFORE INVESTING

Each investor should consult with and rely on their own personal legal counsel, accountant, and other advisors as to the legal, tax, and economic implications of the investment described herein and whether the investment is suitable for the investor. Prospective investors are not to construe the contents of this Memorandum or any prior or subsequent communication from Iroquois Valley or any professional associated with the Company or Offering, as legal, tax, or investment advice. All prospective investors must consult their own independent tax, legal, accounting, and financial advisors regarding the potential federal, state, and local tax consequences of purchasing the Notes in the context of their own particular circumstances.

IMPORTANT NOTICE TO PROSPECTIVE NOTEHOLDERS

The Notes are not deposits or obligations of, or guaranteed or endorsed by, any bank or other insured depository institution, and are not insured by the Federal Deposit Insurance Corporation ("FDIC"), the Federal Reserve Board, or any other governmental agency or entity. Further, the Company is not subject to state or federal statutes or regulations applicable to commercial banks and/or savings and loan associations with regard to insurance, the maintenance of reserves, the quality or condition of its assets or other matters. The Notes offered hereunder are not certificates of deposit. The payment of principal and interest on the Notes is not guaranteed by any governmental agency or private insurance fund or any other entity.

The Notes are not secured by any assets of the Company.

ADDITIONAL CAUTIONS

This Memorandum does not constitute an offer or solicitation to anyone in any state or in any jurisdiction in which such an offer or solicitation is not authorized. We reserve the right to withdraw or modify the Offering, and in the Manager's sole discretion, to accept or reject any subscriptions under this Memorandum, in whole or in part.

The securities are not registered under the Securities Act, or any state securities laws, and may not be transferred or sold except in compliance with the terms and conditions contained in each Note, as the case may be, and as permitted under the Securities Act and any applicable state securities laws.

Certain of the economic and financial market information contained in this Memorandum (including certain forward-looking statements and information) has been obtained from public sources and/or prepared by other parties. While such sources are believed to be reliable, none of the Company, its Manager, nor any of its owners, nor any of its affiliates, nor any other person or entity, assumes any responsibility for the accuracy of such information.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Memorandum contains forward-looking statements within the meaning of the federal securities laws. Forward-looking statements are those that predict or describe future events or trends that do not relate solely to historical matters. For example, forward-looking statements may predict future economic performance, describe plans and objectives of management for development, production and future operations, and make projections of revenue and other financial items. You can generally identify forward-looking statements as statements containing the words “projections,” “forecasts,” “will,” “believe,” “expect,” “anticipate,” intend,” “estimate,” “assume,” “planning,” “plan,” or other similar expressions.

Prospective Investors should not rely on such forward-looking statements because the matters they describe are subject to known (and unknown) risks, uncertainties, conditions, and other unpredictable factors, many of which are beyond our control.

Iroquois Valley’s actual expenditures, results, performance, or achievements may differ materially from the anticipated costs, budgets, results, performance, or achievements that are expressed or implied by these forward-looking statements. Developments relating to the following areas, for example only, are likely to affect those outcomes and differ from forward-looking statements as projected here:

- The availability and adequacy of cash flow to meet the Company’s financial requirements, including payment dividends and satisfaction of any future indebtedness;
- Implications and interpretations of the 2017 Tax Act;
- Economic, demographic, business, regulatory, tax changes, and other conditions affecting farmland prices;
- Future competition from other companies with a similar agriculture focus;
- The loss of business due to casualty or other external factors beyond the Company’s control, including, without limitation, lawsuits against the Company;
- Changes in the methodology for assessing organic farmland values; and
- Other factors discussed under “Risk Factors” or elsewhere in this Memorandum.

The Company assumes no responsibility to update its forward-looking statements in this Memorandum. In light of the significant uncertainties inherent in the budget, costs, projections, and forecasts, the inclusion of such information in this Memorandum should not be regarded as a representation by the Company IQVF REIT, or any other person that any of the budgets and costs and projected and forecasted results will be achieved. Investors are cautioned that the costs and budgets and projected and forecasted results should not be regarded as fact and should not be relied upon as an accurate representation of future results or costs.

RISK FACTORS

Investment in the Notes is highly speculative, offers no assurance of any economic or tax benefit, and involves a high degree of risk. In determining whether to purchase Notes, each potential investor should be aware that there is a substantial risk that they may lose some or all of their investment. Investors should seek professional advice regarding an investment in the Company.

An investment in the Company involves various elements of risk, all of which should be considered before making a decision to invest. Any of the following risks could materially adversely affect the Company's business, financial condition, or operating results. The risk factors described below should not be considered an exhaustive listing of such risk factors. Investors should carefully consider all of the information included in this Memorandum, including these risk factors, before deciding to purchase any Notes in this Offering.

As a result of these factors, as well as all other risks inherent in any investment or set forth elsewhere in this Memorandum, there can be no assurance that we will be able to successfully carry out our business plan. Our returns, if any, may be unpredictable, and accordingly, the Notes are not suitable as the primary investment vehicle for an investor. One should only invest in the Notes as part of an overall investment strategy and only if the investor is able to withstand a total loss of its investment in the Notes. Investors should not construe the past performance of Iroquois Valley as providing any assurances regarding the future performance of Iroquois Valley.

1. RISKS RELATED TO THE OFFERING

NO MINIMUM OFFERING AMOUNT

We have set no minimum offering amount that must be raised before we will utilize the proceeds of the Offering in our business operations. Thus, although the maximum offering amount under this Offering is $25 million, we will use Offering proceeds even if less than that amount is sold. To the extent that all Notes offered hereunder are not sold, risks will be spread over a fewer number of investors. Accordingly, the funds contributed by initial investors in the Offering may be subject to even higher risk of loss if we are unable to raise additional funds to acquire additional Farmland Investments or to otherwise implement our business plan and objectives.

ABSENCE OF REGISTRATION UNDER SECURITIES LAWS

The Notes being offered hereby have not been registered under the Securities Act or any applicable state securities or "blue sky" laws. The Notes are being offered and sold pursuant to exemptions from the registration requirements of such laws. Therefore, no regulatory authority has reviewed the terms of this Memorandum or the terms of this Offering. Further, investors do not necessarily have any of the protections afforded by applicable federal and state securities laws that may apply in registered offerings.

Further, in reliance on exemptions, the Company has not registered as a broker-dealer under the Securities Exchange Act of 1934, as amended, or with the Financial Industry Regulatory Authority, and is not registered as an investment adviser under the Investment Advisers Act. Consequently, we are not subject to the various record-keeping, disclosure, and other fiduciary obligations specified under those regulatory regimes.

COMPLIANCE WITH REGISTRATION EXEMPTIONS

A failure by us to comply with certain of the registration exemptions being claimed by the Company under the Securities Act or state securities laws for this Offering could result in the investors being entitled to rescind their purchase of Notes. Should this occur, and if a significant number of investors were successfully to seek rescission, Iroquois Valley would face severe financial demands that could adversely affect us, and thus, the non-rescinding investors.

NO UPDATED INFORMATION REQUESTED OF THE AUDITOR

As a condition of our ongoing Regulation A+ Offering, our consolidated financial statements are audited each year and released publicly within 120 days after the end of our fiscal year (i.e. the calendar year). We also periodically release unaudited and unreviewed financial statements. Our auditor has not performed any procedures relating specifically to this Memorandum. Further, the results in the financial statements should not be relied upon by an investor as indicative of results of the Iroquois Valley's collective operations in the future.

FINANCIAL PROJECTIONS

Any financial projections included in this Memorandum are based upon assumptions that we believe to be reasonable. Such assumptions may, however, be incomplete or inaccurate, and unanticipated events and circumstances may occur. For these reasons, actual results achieved during the period covered may be materially and adversely different from those presented in this Memorandum. Even if the assumptions underlying our plans prove to be correct, there can be no assurances that we will not incur substantial operating losses or losses in property value in attaining our goals. Our plans are based on the premise that existing consumer demand for organic produce, organic crops, or specialty crops will continue. However, there can be no assurances that our objectives will be realized if any of the assumptions underlying these plans prove to be incorrect.

THE DETERMINATION OF THE AMOUNT OF THE OFFERING, AS WELL AS INTEREST RATE TO BE PAID BY THE COMPANY ON THE NOTES, HAS BEEN ARBITRARILY DETERMINED BY THE COMPANY

The amount of debt offered hereby, as well as the interest rate payable by the Notes, has been arbitrarily determined by us and is not based on Iroquois Valley's book value, assets, earnings, or any other recognizable standard of value. As such, no prospective investor should infer that we have chosen to offer the amount of debt at the rate of interest described herein because of our assets or book value. If profitable results are not achieved from operations, we may not have sufficient resources to make payments to the Noteholders of principal or interest.

RISK OF INCLUDING FOREIGN INVESTORS

The Company may accept subscriptions from non-U.S. persons through this Offering, in which case there is a risk that the proper tax withholding amounts will not be withheld as required by the Foreign Investor in Real Property Tax Act of 1980 (FIRPTA) and that we could remain liable for a non-U.S. person's individual tax liabilities to the IRS. In addition, there is a further risk that a non-U.S. person investor could be named on the list of

Specially Designated Nationals, Blocked Persons, or Sanctioned Countries or Individuals, which, if undiscovered, could result in an enforcement action against Iroquois Valley by the U.S. Treasury Department and/or other federal agencies. In order to mitigate these possibilities, we will conduct due diligence on each non-U.S. person we admit through the Offering and will attempt to determine whether there are any security restrictions on admission at the time of subscription. Further, if we admit non-U.S. persons through the Offering, we expect to employ a C.P.A. versed in international investments on whom we will rely to calculate and remit the appropriate withholding amounts.

2. RISKS RELATED TO OWNERSHIP OF THE NOTES

NO INDEPENDENT COUNSEL

Noteholders will not be represented by independent counsel. Prospective investors have not been represented by independent counsel in connection with the formation of the Company or this Offering. Counsel to the Manager now does not, nor in the future will, represent investors in matters related to this Offering. Investors are urged to seek separate, independent counsel of their own choosing in connection with matters related to this Offering.

RESTRICITON ON TRANSFERS; LACK OF LIQUIDITY

Sales or other transfers of the Notes may be made only in compliance with applicable federal and state securities laws and other requirements set forth in the Note or elsewhere in this Memorandum. Even in the event that all conditions for a transfer have been satisfied, a Noteholder may nevertheless be unable to dispose of their Note since no public market exists or is likely to exist for the Notes. An investor wishing to dispose of a Note may be required to sell the Notes at a substantial discount from the price initially paid for the Notes because of the transfer restrictions and lack of liquidity. Although Noteholders will have limited opportunity to redeem their Notes a redemption is subject to, among other things, the status of available cash and redemption fees equal to as much as 4% of the amount redeemed, as well as the sole and absolute discretion of the Manager. See "Description of the Notes." Consequently, any Noteholder may be unable to liquidate an investment in the notes even though such Noteholder's personal financial circumstances would dictate such a liquidation. In addition, the Notes probably will not be readily acceptable as collateral for loans.

NO ASSURANCE OF REPAYMENT OF NOTES

The Notes are not secured by any assets or insured or guaranteed by any party. No assurance can be given that a Noteholder will be repaid its principal or receive the interest provided for in the Note, or any return at all, or that a Noteholder will not lose the entire investment. Cash will only be available to the extent there is cash flow from the implementation of our strategy. There can be no assurance as to when or whether there will be sufficient cash flow from operations to repay the principal of, and interest on, the Notes.

LACK OF CONTROL OVER COMPANY POLICIES AND USE OF PROCEEDS

The management and investment policies of Iroquois Valley, including its distributions and operating policies, are determined by the Manager, namely IQVF REIT. In turn, the management and investment policies of IQVF REIT are determined by its Board of Directors. Although Offering proceeds are generally intended to allow us to acquire additional Farmland Investments, our management team has considerable discretion in how proceeds are actually used. See "Use of Proceeds." The failure of management to apply such funds effectively could have a material adverse effect on Iroquois Valley's business, prospects, financial condition, and results of operations. Noteholders have no voting rights or rights to object or approve any actions of the Company. As a result, no Noteholder is able to control the strategy, decisions, or operations of Iroquois Valley solely by reason of being a Noteholder. Accordingly, no person should purchase Notes unless they are willing to entrust all aspects of the management of Iroquois Valley to our collective management team.

WE OFTEN USE LEVERAGE

We do and anticipate continuing to use institutional financing and possible refinancing related to the acquisition of certain Farmland Investments, improvements to properties owned by the Company, and other expenditures to be determined in the sole and absolute discretion of the Manager. Iroquois Valley also has access to certain lines of credit for various uses generally within the manager's discretion. These Notes and the prior Soil Restoration and similar notes are also a form of leverage and we intend to issue additional debt securities in the future. Our use of leverage increases the risk of an investment in the Company, as it is possible that our revenues in any month will be inadequate to make the monthly debt service required on all of the loans.

The Notes are junior to and subordinate to institutional financing, so though senior to all stock of the Company, will not be the first in line to receive payments from revenues. The Notes are issued by the Company, not IQVF REIT, so investors may not have access to IQVF REIT's assets in the event of default by the Company. Further, the Notes are unsecured, but some future loans may be secured by our assets. If the Company is unable to make the required financing payments, a lender could foreclose and some or all of the Company's investment in such assets could be lost. The loss of key assets may impair the Company's ability to generate future revenues.

THE COVID-19 OUTBREAK OR SIMILAR GLOBAL HEALTH CRISES COULD AFFECT OUR ABILITY TO ACCESS SOURCES OF CAPITAL

The extent to which COVID-19 could impact our operations, financial condition, liquidity, results of operations, and cash flows is highly uncertain and cannot be predicted. Negative financial results, uncertainties in the market, and a tightening of credit markets, caused by COVID-19 or a related recession, could have a material adverse effect on our liquidity, reduce credit options available to us, and limit our ability to obtain debt or equity financing, or to refinance our debt in the future. The foregoing challenges may make it more difficult to obtain amendments, extensions, and waivers, and adversely impact our ability to effectively meet our short-and long-term obligations.

CHANGES IN AND REGULATION OF INTERNATIONAL ORGANIC STANDARDS MAY AFFECT THE MARKET FOR CROPS SOLD BY OUR FARMERS

There is no single international standard for organic farming, and as a result, compliance with organic standards is monitored on a country-by-country basis. The U.S. may enter into treaties or other agreements to accept foreign standards, monitored by the USDA. At times, review or enforcement by the USDA may result in international certifications to be permitted, or canceled, which may result in substantial changes in supply of certain organic crops within the U.S. market. In addition, in a global economy, many factors may substantially affect the supply of organic crops, including, but not limited to, acts of war, a global pandemic or plague, and catastrophic weather events.

U.S. FEDERAL RESERVE BANK MONETARY POLICY ACTIONS COULD IMPACT OUR ABILITY TO CARRY OUT OUR BUSINESS PLAN

The recent increases, and possible future increases, by the Federal Reserve of the Federal Funds rate could adversely affect our business. Together with any reduction of securities held on the Federal Reserve's balance sheet ("quantitative tightening"), domestic market interest rates could continue to rise across the yield curve. A rise in real interest rates (nominal rates minus the inflation rate) which is associated with lower asset prices due to higher carrying costs and higher discount rates of future earnings.

Higher interest rates resulting from tightening domestic monetary policy can increase credit costs and decrease credit availability. This could negatively affect farm operators, with those dependent on higher levels of debt suffering more than those with less-leveraged balance sheets and operations. Higher interest rates could put pressure on asset values (farmland, etc.) due to higher borrowing costs, though ongoing inflation and scarcity due to supply chain disruption could keep upward pressure on other assets such as equipment and input costs (fuel, maintenance, utilities). The impact of a stronger U.S. dollar on our lessees and borrowers would likely be in the form of cheaper and competing organic imports, as most domestic organic production is sold and consumed domestically rather than exported.

Together these factors could reduce income to our farmers. If increases in real interest rates or changes in the value of the U.S. dollar are not accompanied by higher levels of farm income and rents, this could lead to declines in agricultural land values and a reduction in our profitability, either of which would have a material adverse effect on our business or results of operations, and financial condition. Furthermore, increases in interest rates would also increase our costs of borrowing money, which could negatively impact our financial condition and ability to access debt for additional Farmland Investments.

THE STRUCTURE OF SOME OF OUR LEASES AND RENT CALCULATIONS, PARTICULARLY WHERE VARIABLE RENT IS INCLUDED, CARRIES UNIQUE RISKS

Most of our owned farms are farmed to produce annual row/field crops (corn, soybeans, other edible beans, and wheat or other "small grains" (oats, barley etc.)) These farms have rental structures containing both (a) base rent, which provides a minimum annual rent and is related to the acquisition cost of the farm and additional investment(s) we make in the farm, and (b) a variable rent component, which generates additional rent in years when revenues from a particular farm or farms exceed a formulaic threshold. While the base rent typically does not change over the years, and therefore may represent a smaller percentage of the farm's current market value for farms that have appreciated in price, the variable rent formula provides revenue reflecting positive trends in crop yield and pricing, though declining crop prices, low crop yield, and higher interest rates would reduce farm revenue and may preclude any variable rent from any one farm.

A minority of our owned farms have a fixed annual rent established at the start of the lease that is typically higher than the base rent in our prevailing leases but may be less than the "base rent plus variable rent" generated by those leases. These farms (Hidden Pasture, Creambrook, Mystic River, and Koontz Lake) are generally pasture-based farms including meat livestock and/or dairy operations. The fixed rent rates in these leases are at risk of becoming less profitable in rising and/or higher interest rate environments.

Future lease structures may refine or replace our current leases or may introduce new leases for farming operations which we have not previously had the opportunity to support such as produce farming or permanent crops – typically orchards growing berries, fruit, and/or nuts. Furthermore, agroforestry operations that purposefully combine such things as permanent crop tree rows with annual crop "alleys" between those rows or silvopasture (permanent crops with selective grazing animals). Such new leases, especially those for permanent crops, will need to address very long-term time horizons of at least 20 to 30 years. Financial risks for these new leases include underpricing fixed annual rent, underpricing annual revenue shares, and/or not having any revenue sharing at all. Operational risks include lessee viability, crop viability, crop desirability to consumers, and climate change effects over multi-decadal time periods.

OUR COMMITMENT TO FARMERS, AND THE POSSIBILITY OF LESSEE PURCHASE OF OUR FARMS, MAY RESULT IN SALES AT TIMES OR IN AMOUNTS THAT MAY NOT BE OPTIMAL WITHOUT SUCH A POLICY AND COMMITMENT

Our commitment to long-term land tenancy for our farmers is implemented with multi-year initial lease periods (6 years) with multi-year (2 to 3 year) "evergreen," or automatic renewals thereafter. While we do not structure formal purchase options on our farms, our policy of allowing a farmer to purchase a farm any time after a minimum number of years – generally, 7 – gives the farmer the assurance that they can acquire it for their own land portfolio should they desire to do so. While we use a "higher of cost or market" valuation, the risks to us in selling these farms are that, (a) we typically have to buy new farms that must go through the organic transition and therefore produce lower returns than the certified organic farms that we have sold, (b) new farms and/or farmland that we purchase may not be as good in quality or in as ideal a location or geography as we would prefer, and (c) we may sell more farmland in any given time period than we would prefer to do so from a purely portfolio structure perspective.

Occasionally we structure leases with forward sale provisions – typically for a portion of a farm where a house and/or significant farm infrastructure (barns, equipment sheds, grain storage bins, etc.) are located, and typically within 1 to 5 years after the commencement of the lease. While the contracted sale price is consummated, it has generally been calculated to give us an acceptable rate of return and limits the costs and risks of owning such buildings on an open-ended basis. Presently, only 2 of our owned farms (Money Creek and Hidden Pasture) have such a provision.

3. RISKS RELATED TO THE MARKETPLACE FOR CAPITAL

SOURCES OF CAPITAL

The Company depends on external sources of capital that are outside of its control and may not be available to it on commercially reasonable terms or at all, which could limit its ability to, among other things, acquire additional Farmland Investments, meet its capital and operating needs, make payments on the Notes, or make the cash distributions to its shareholders necessary to maintain IQVF REIT's qualification as a REIT

INTEREST RATE RISK

One of the factors that investors may consider in deciding whether to purchase Notes is the interest rate offered, relative to market interest rates. If market interest rates increase, prospective investors may realize an increase in the spread between the interest rate on the Notes and the rates available in the market. This may limit the number of investors interested in the Offering. Such activities would limit the Company's capital for future growth and ability to execute on its business plan.

COMMISSIONS

The Company does not currently intend to contract with any third-party finders, broker-dealers, placement agents, or similar parties which would result in payment or other remuneration in connection with the sale of the Notes. However, the Company reserves the right to do so in the future without notice. In the event the Company does engage such a commission-based placement agent or broker-dealer (or both), the resulting professional fees would reduce the proceeds to the Company from this Offering by the amount of the total of such fees and commissions. No commission or other remuneration will be paid to any Manager, Officer, or IQVF REIT Director in connection with the sale of the Notes.

4. RISKS RELATED TO REAL ESTATE

GENERAL REAL ESTATE RISKS

Investments in real estate or real estate-backed assets such as the Farmland Investments are subject to varying degrees of risk and are illiquid. Several factors may adversely affect the economic performance and value of our Farmland Investments. Factors include change in the national, regional, and local economic climates, local conditions such as an oversupply of similar properties, or a reduction in demand for properties, or the attractiveness of the Farmland Investments to buyers or renters, competition from other funds, purchasers, and developers interested in Farmland Investments and changes in market values. The risks also include changes to local markets due to changes in economic conditions or interest rates, the unavailability or increased costs of financing, changes in real estate expenses, changes in governmental rules and policies (such as zoning), condemnation, casualty, acts of nature, climate change, competition, the unavailability of funds to meet utility and maintenance costs, insurance costs and real estate taxes, liability under environmental or other laws and other factors which are beyond the control of the Manager and the Company. No assurance can be given that our assumptions as to future profitability will be accurate, since profitability will depend on events beyond our control.

There is a risk that the farmland and farm structures held by us or secured via mortgage loans may lose their value. There is no assurance that the Farmland Investments will hold their value over time and the ultimate resale price of the farms may be lower than the original purchase price paid by us, which would result in lower returns or loss of investment realized by investors in the Notes.

REAL PROPERTY IS RELATIVELY ILLIQUID

The illiquidity of real estate investments could significantly limit our ability to respond to adverse changes in the market values of the Farmland Investments. Because real estate investments are relatively illiquid, our ability to promptly sell or refinance Farmland Investments in response to changing economic, financial, and investment conditions will be limited.

RISKS ASSOCIATED WITH UNSPECIFIED LAND

Because we have not identified any specific land in which we intend to invest, potential investors will be unable to evaluate transaction terms, location, or suitability concerning any of the land before we purchase such Farmland Investments. Accordingly, potential investors will be relying entirely on the ability of our management team to identify acquisition targets, propose transactions, and approve such acquisitions. Even if our investments are successful, they may not produce a realized return for a period of several years.

ENVIRONMENTAL PROBLEMS ARE POSSIBLE AND CAN BE COSTLY

Federal, state, and local laws and regulations relating to the protection of the environment may require a current or previous owner or operator of real estate to investigate and clean up hazardous or toxic substances or petroleum product releases at such property. The owner or operator may have to pay a government entity or third parties for property damage and for investigation and clean-up costs incurred by such parties in connection with the contamination. These laws typically impose clean-up responsibility and liability without regard to whether the owner or operator knew of or caused the presence of the contaminants. Even if more than one person may have been responsible for the contamination, each person covered by the environmental laws may be held responsible for all of the clean-up costs incurred. In addition, third parties may sue the owner or operator of a site for damages and costs resulting from environmental contamination emanating from that site.

We cannot be assured that existing environmental assessments of Farmland Investments will reveal all environmental liabilities, that any prior owner has not created a material environmental condition not known to us, or that a material environmental condition will not otherwise exist as to any property we will acquire, directly or indirectly. The existence of hazardous or toxic substances or the failure to properly remediate such matters may adversely affect cash available to the Company, and potentially result in a loss of value.

APPRAISAL

We may choose not to obtain appraisals of properties but may determine purchase prices based upon our management team's experience, skill, investigation, and analysis.

DUE DILIGENCE MAY NOT UNCOVER ALL MATERIAL FACTS

It is possible that we will not discover certain material facts about Farmland Investments we acquire because information presented by the sellers may be prepared in an incomplete or misleading fashion, and material facts related to the properties may not be discovered or occur until after acquisition. In addition to our own experience, we will employ experienced or other local professional property managers, advisors, inspectors, appraisers, surveyors, contractors, and/or other consultants, as we deem necessary to assist in our due diligence efforts to obtain and verify material facts regarding Farmland Investments prior to acquisition. At the same time, our Farmland Investments will be based on information and data made available to us. Although we will evaluate all such information and data, we cannot confirm the completeness, genuineness, or accuracy of any such information and data, and, in some cases, complete and accurate information may not be available.

5. RISKS RELATED TO OPERATIONS

DEPENDENCE ON KEY PERSONNEL

The Board's ability to successfully manage the Company's affairs will depend to a substantial extent upon the experience of our management team, including our Officers, whose continued services are not guaranteed. The loss of the services of any individual members of the Company's management team, or the IQVF REIT Board, or any Officer could have a material adverse effect on our operations. Further, we may not be able to successfully recruit additional personnel and any additional or replacement personnel that are recruited may not have the requisite skills, knowledge, or experience necessary or desirable to enhance the incumbent management. The Company carries a directors and officers liability insurance policy that covers such claims made against the Company and its directors and officers. The Company believes the policy specifications and insured limits are appropriate and adequate for its properties given the relative risk of loss, the cost of the coverage and industry practice; however, its insurance coverage may not be sufficient to fully cover its losses.

MANAGING GROWTH

We intend to expand our operations by acquiring and financing more Farmland Investments. This anticipated growth could place a strain on the Company's management team, as well as our operational and financial resources. Effective management of the anticipated growth may require expanding our management and financial controls, hiring additional personnel, and developing additional expertise. There can be no assurances that these or other measures implemented will improve our ability to manage such growth or can be implemented in a timely and cost-effective manner. The failure to effectively manage growth could have a material adverse effect on our overall operations.

6. RISKS RELATED TO FARMING

FARMING OPERATIONS

Our operations are primarily focused on leasing and financing farmland. Farming operations carry a variety of risks that we cannot mitigate. We are susceptible to developments or conditions in the states and/or the specific counties in which our farms are located, including adverse weather conditions (such as drought, windstorms, tornadoes, floods, hail, and temperature extremes), transportation conditions (including conditions relating to truck and rail transportation and the navigation of the Mississippi River), crop disease, pests, and other adverse growing conditions, and unfavorable or uncertain political, economic, business, or regulatory conditions (such as changes in price supports, subsidies, and environmental regulations). Any such developments or conditions could materially adversely affect the value of our farms and our ability to lease our farms on favorable term or at all, which could materially adversely affect our financial condition, results of operations, cash flow, and ability to make payments to Noteholders.

Due to the nature of crops as a commodity, there is a risk that crop prices could fall to levels that will not sustain an ongoing operation and may result in lessee/borrower payment default or payment delays. Similarly, farming has historically been a marginally profitable business, and therefore, projected profits or variable rent payments may not materialize. Any of these risks may adversely affect our ability to make required payments pursuant to the Notes.

RISKS ASSOCIATED WITH ORGANIC CROPS

The production of organic crops also carries natural risks of farming, including the ability to control weeds or pests. If any of the farmers that work farmland owned or financed by the Company are inexperienced or do not appropriately attend to weed or pest control, the crop yield may suffer significantly. Organic and specialty crops often need temporary storage pending market sales and delivery, and the longer such crops are stored, the more problems can occur including mold, pest infestation, and contamination. Likewise, organic and specialty crops cannot be mixed with conventional crops for storage. Thus, the lack of storage facilities may result in the crops being transported long distances to be stored elsewhere and subjecting the crops to additional spoilage risks and even theft. There is also no assurance that the premium prices for organic crops will continue.

LIMITS ON CROP INSURANCE

Under the terms of the lease arrangements between the Company and lessees, we seek to require lessees to obtain crop insurance to the extent reasonably commercially available. Not all crop insurance has the same rates of coverage and not all types of crops are covered. However, organic production is typically considered a higher risk than conventional production resulting in higher premiums, reserves, and qualifying periods. In some cases, it may not be economic for a lessee operator to insure a specialty crop, or insurance may simply be unbailable, which may result in a farm managing an uninsured crop, or that particular farm not being able to produce a crop that would result in the most valuable yield. In addition, we generally do not require mortgage or line of credit borrowers to obtain or maintain crop insurance as an express condition of their applicable loan.

RISKS OF LIVESTOCK AND DAIRY FARMS

We currently own multiple farmland Investments in both pastured dairy and pastured livestock for meat production. In the future, we expect to add to our investments in farmland used for pastured livestock, and under limited circumstances, dairy production. Such investments could significantly increase our concentration of livestock-based investments. Operating a livestock farm is more costly and the livestock herd is susceptible to disease. Livestock production involves more capital risk than annual vegetable and commodity row crops because livestock investment requires more time and is a great capital investment. If a farmer loses part of their herd to flooding, fire, or disease, there would generally be significant time and capital needed to replace the animals and it may take years to resume production.

WATER, CLIMATE, AND WEATHER ALL SIGNIFICANTLY IMPACT OUR ASSETS

Lack of access to adequate water supplies or proper drainage could harm our ability to lease the farms or to farm them on favorable terms or at all. Our farms may be subject to adverse weather conditions, seasonal variability or alternate bearing, crop and livestock disease and other contaminants, which may affect our farmers' ability to pay rent or loan obligations. Future climate changes could have a range of impacts, including for example temperature changes and increased natural disasters such as flood or fires, all of which would be materially adverse to our farms. All of these matters are beyond our control, but could have a substantial impact on the value of our Farmland Investments and the results of our operations of these Farmland Investments.

TRANSITION TO ORGANIC

A number of our prospective and actual Farmland Investments are in a transition to organic status. Many of them have been farmed conventionally for many years and considerable effort may be required to transition such farms in order for them to become certified organic. During the transition period, usually three years, the crops can only be sold as conventional crops, thus not attaining the typical organic pricing premium. Crop production may be limited during this transition period, and farms may require significant capital investment to facilitate the transition. Further, conventional crop prices, weather, adequate labor, drainage complications, soil. Compaction, soil degradation, excessive chemical applications, and other compounding factors, all may affect the speed of the transition. All of these factors may create challenges for our farms to make their lease or mortgage payments, as applicable, and in turn may lead to lower returns for Iroquois Valley as a whole.

ORGANIC CERTIFICATION

There is a possibility that organic certification requirements could change, which may result in the de-certification of the farmland owned and financed by the Company and reversion to conventional crop pricing, which is currently significantly lower than organic pricing. If organic certification requirements change such that some or all of our Farmland Investments lose their organic certification, even temporarily, our returns may be lower due to the change to conventional crop pricing, because the lessees would be competing generally against other traditional, conventional farms and farming operations.

RELIANCE ON INDEPENDENT OPERATORS

Iroquois Valley's operations rely on the lessee operators that work the land owned by Iroquois Valley and the borrowers that own the farms financed by Iroquois Valley. If those individuals are unable or unwilling to properly implement changes necessary to transition the farm into organic, it may result in the transition period taking longer than expected, resulting in lower returns for that particular farm and lower returns to Iroquois Valley. Additionally, the lessee operators may unintentionally cause the organic certification to be lost or suspended, thus resulting in the need to recertify the property, which would result in lower prices achieved for uncertified crops, and thus lowering the potential rents or monthly payments received by us.

SMALL FAMILY-OWNED, AND MEDIUM SIZED FARMS AS LESSEES OR BORROWERS

We lease many of our farms to and have provided mortgage loans to family-owned farms and medium-sized farming operations, which will expose us to a number of unique risks related to these entities. For example, family-owned farms and medium-sized agricultural businesses may be less able than larger farming operations to make lease payments when they experience adverse events. In addition, our target lessee for our organic grain farms may face intense competition, including competition from companies with greater financial resources, which could lead to price pressure on crops that could lower our lessees' income, which in turn could impact our ability to generate rental revenue. Furthermore, the success of a family-owned farm or medium-sized business may also depend on the management talents and efforts of one or a small group of people. The death, disability, or resignation of one or more of these people could have a material adverse impact on our lessee, and, in turn, on us.

YOUNGER GENERATION OF FARMERS AS LESSEES OR BORROWERS

Our lessees and borrowers are frequently younger operators. Young farmers may have less experience overall, particularly regarding the business planning associated with taking on substantial lease and mortgage obligations. At the same time, the young farmers we typically work with are generally more experienced than their age may initially suggest, given what are typically strong family farming backgrounds. These “multi-generational” farmers have often established or expanded their businesses after growing up farming with parents and grandparents. Thus, they likely have multi-generational and community support structures to offer guidance. Nevertheless, it is a fact that these young farmers have less years of experience than an older farmer would generally have.

PURCHASE CONTRACTS AND OPTIONS
As part of working with farmers focused on long-term land tenancy, we have used and may continue to use advanced contractual purchase agreements or purchase option rights, with the intention of having the farmer buy the property in the future. There is no guarantee that the farmer will be able to purchase the land when contractually required or at any point during an option period. Additionally, in certain circumstances, purchase prices may be pre-agreed upon and therefore may not reflect fair market value at the time of the sale.

LONG-TERM LEASES
Our investments in row crop farms have long-term leases, which means that a portion of our cash flow attributable to participating rent is exposed to various risks, including risks related to declining crop prices, lower than average crop production due to alternate bearing crops, interest rate risk, and the risk of being unable to take advantage of prevailing market rates, which could have a material adverse effect on our results of operations and ability to make payments to Noteholders.

CORPORATE FARMING LAWS
The farming industry is subject to significant regulations both at the federal level and state level. Among the many regulatory burdens are anti-corporate farming laws in many states that affect what type of companies can own farmland in that state. To the extent a state has or adopts such a law that would prohibit us from acquiring farmland in that state, we may be restricted in the number of opportunities we have to expand our business beyond our existing geographic markets.

EASEMENTS
For certain Farmland Investments, we have or may pursue the establishment of a conservation easement. If successful, we may be compensated for a portion of the development value that is contributed, but such an easement restricts the usage of the property and may affect its resale value. There is no guarantee that we will be able to resell a property at its new cost basis after a conservation easement is established.

GEOGRAPHIC CONCENTRATION OF FARMLAND INVESTMENTS
The geographic concentration of our portfolio could cause us to be more susceptible to adverse weather, and economics or regulatory developments in the markets in which our farms are located, compared to a more geographically diverse portfolio.

GEOGRAPHIC EXPANSION

The Company intends to continue its geographic expansion into new markets in the United States. Any expansion into new geographies creates potential risks. The management team may not be able to properly or efficiently evaluate the farmer or the opportunity due to geographic nuances in the market or farmland. While diversification itself is a risk mitigatory, our management team may have less experience with the regional or local production models.

EXPANDING COMPANY FOCUS

Farmland Investments include not only land acquisitions but also mortgage loan assets and lines of credit to farmers. As our Farmland Investments as a whole and our menu of investment products expand, it could interfere or alter the direction and management of Iroquois Valley as a whole. Although we do not foresee such a need at this time, it is possible that certain structural changes may be necessary or desired in the future to most effectively manage both the legacy buy-and-lease Farmland Investments and the mortgage and other loan business. Among other things, there could be significant administrative, legal, and accounting costs incurred by us associated with such restructuring.

WE MAY CONSIDER ALTERNATIVE INVESTMENT STRUCTURES IN FARM BUSINESSES IN THE FUTURE, WHICH WOULD REQUIRE DEVELOPMENT OF NEW PRACTICES AND STANDARDS, WITH UNCERTAIN FINANCIAL OUTCOMES

With our close relationships to farmers in our portfolio, Iroquois Valley is constantly evaluating new financial tools to meet the needs of our farmers while furthering our financial and impact goals. In the future, one such tool could be to deliver capital to a farm through an equity investment. This would be an investment in the farm business, not simply the purchase or financing of real estate. We have no immediate plans to make such an investment. However, even exploring such a possibility will require Iroquois Valley resources, as we explore the impact such an investment could have on our tax status, regulatory exemptions upon which we rely, our operations and due diligence process, and underwriting standards. This exploration may result in no or few actual equity investments made. Even if we do make such an investment, that investment would face numerous risks associated with being an equity holder, including, for example, being junior in interest to any creditors of the farm.

DIFFICULTY OF LOCATING SUITABLE FARMLAND

Identification of attractive farmland opportunities is difficult and involves a high degree of uncertainty. Furthermore, the availability of farmland generally will be subject to market conditions as well as, in some cases, the prevailing regulatory or political climate. Competition is expected to be substantial. While the Company actively maintains a farm/farmer opportunity pipeline, there can be no assurance that we will be able to locate and complete a sufficient number of suitable opportunities to enable us to invest all funds in opportunities that satisfy our investment objectives.

NEED FOR FOLLOW-ON CAPITAL IMPROVEMENTS

We have invested, and intend to continue to invest in drainage improvements, soil amendments, and farming structures in order to increase, expand, or update the production and operating capacity of the properties we own. In some cases, we have made contractual obligations under our leases to fund such improvements. However, there can be no assurances that we will be able to generate sufficient funds from operations to finance any such investment or that other sources of funding will be available. Additionally, we can make no assurances that any future expansion will not negatively affect earnings or that the follow-on capital improvements described herein will increase, expand, or update the production and operating capacity of the Company's properties in an accretive manner.

COMPETITION

The Company expects to encounter competition from other entities having business objectives similar to those of Iroquois Valley. Competition may arise from entities operating both inside of the United States and in foreign countries. Additionally, many competitors, including venture capital partnerships and corporations, other investment companies, large industrial and financial institutions, small business investment companies, and wealthy individuals, are well-established and have extensive experience. Many of these competitors possess greater financial, technical, human, and other resources than Iroquois Valley and its affiliates, and there can be no assurance that Iroquois Valley will have the ability to compete successfully. Further, Iroquois Valleys' financial resources may be limited in comparison to those of its competitors.

GLOBAL HEALTH CRISES COULD NEGATIVELY IMPACT OUR FARMLAND INVESTMENTS

Global health crises, similar to the COVID-19 outbreak, could have a materially adverse effect on the financial condition of farms in our portfolio. The outbreak of COVID-19 resulted in governmental authorities implementing numerous measures to try to contain the virus, such as quarantines, shelter in place orders, and shutdowns. Despite recent progress, the slow pace of vaccination efforts as well as the risk of variants, among other things, mean that the crisis is still ongoing. Pandemics similar to COVID-19, or a resurgence of COVID-19, may cause market volatility in commodity prices and could result in other market uncertainties. It could affect demand for certain products from the wholesalers, distributors, processors, cooperatives, and producers to whom our farmers sell, and it is likely that the outbreak of COVID-19 will cause an economic shutdown. Our farmers' ability to grow their businesses, contract for labor and supplies, sell crops, and access supply chains could be materially affected. Risks related to an epidemic, pandemic, or other health crisis such as COVID-19 could severely disrupt farmer operations and thus lower the lease and mortgage revenue from our Farmland Investments.

7. RISKS RELATED TO IQVF REIT

As the Company's Manager, parent, and controlling member, risks at IQVF REIT's level are relevant to an investment in Iroquois Valley Farms LLC and the operations of the Company as a collective whole.

PREVIOUS REORGANIZATION

IQVF REIT was organized on September 26, 2016, and as part of this reorganization the Company became a subsidiary of IQVF REIT. Although management of IQVF REIT believes this reorganization was a tax-free transaction, and more than five years have passed since this conversion, there is no assurance that the Internal Revenue Service ("IRS") will not take a position adverse to Iroquois Valley or initiate an audit of a subsequent return relating to this conversion. In the event the reorganization is determined not to be tax-free, the parties to the reorganization (including IQVF REIT) would have to pay tax on any gain realized as a result of the reorganization, which would require the Company to make distributions to IQVF REIT to cover such taxes, which may create a shortfall of cash and cause liquidation of some assets, including potentially Farmland Investments.

EFFECT OF IROQUOIS VALLEY FARMS LLC ON REIT STATUS

IQVF REIT is a 99% owner of the Company (i.e., Iroquois Valley Farms LLC). All matters related to the operations of the Company, including taxation of its income, will flow through to the IQVF REIT and will affect the ability of IQVF REIT to maintain its qualification as a REIT under the Code. REIT qualification requirements are extremely complex and interpretations of the U.S. federal income tax laws governing qualification as a REIT are limited. Management believes the current organization and method of operation of Iroquois Valley as a whole will continue to enable IQVF REIT to qualify as a REIT. However, at any time, new laws, interpretations, and decisions may change the U.S. federal tax laws relating to, or the U.S. federal income tax consequences of, qualification as a REIT, which in turn may affect how IQVF REIT manages the Company.

MANAGEMENT TEAM HAS LIMITED EXPERIENCE OPERATING REIT

There can be no assurance that the past experience of the management team of IQVF REIT will be sufficient to successfully operate IQVF REIT as a REIT. IQVF REIT is required to develop and implement controls and procedures in order to qualify and maintain its qualification as a REIT, which could place a significant strain on its management systems, infrastructure, and other resources. Failure to successfully maintain qualification as a REIT could materially adversely impact its business, results of operations, and financial condition. We have been working with advisors experienced in REIT matters to reduce risk of noncompliance, but nonetheless may be required to take corrective action from time to time in order to help ensure this status is maintained.

PUBLIC BENEFIT CORPORATION

IQVF REIT was organized as a public benefit corporation pursuant to the General Corporation Law of Delaware, and as such is intended to produce a public benefit and to operate in a responsible and sustainable manner. IQVF REIT will be managed in a manner that balances its shareholders' pecuniary interests, the best interests of those materially affected by IQVF REIT's conduct, and the public benefit or public benefits described in its

Certificate of Incorporation. The specific public benefit purpose of IQVF REIT is enabling healthy food production, soil restoration, and water quality improvement through the establishment of secure and sustainable farmland access tenures. As a result of IQVF REIT's status as a public benefit corporation, the Board may make decisions that are not intended to maximize financial gain. IQVF REIT is also a Certified B Corporation, and its Board and Officers may make decisions consistent with a "triple-bottom-line" ethic, taking social and environmental factors into consideration.

DIFFICULTY OF ACHIEVING AND MEASURING PUBLIC BENEFIT
Iroquois Valley's intended public benefit is broad and ambitious. Although designed with this priority, no assurance can be given that we will achieve, or even substantially contribute to its intended public benefit. Moreover, although we will undergo regular third-party assessments of our social impact, impact of this kind may be difficult to quantify, measure, describe, and verify. The Board will have discretion over Iroquois Valley's strategy towards achieving our intended public benefit, and stakeholders (including, for example, farmers, Noteholders, or IQVF REIT shareholders) who may disagree with the Board's selected strategy may have limited recourse.

8. RISKS RELATED TO FEDERAL INCOME TAXES

REIT MAINTENANCE; INCOME TAX IMPLICATIONS
IQVF REIT elected to be taxes as a REIT for U.S. federal income tax purposes beginning with its taxable year ended December 31, 2017. To maintain qualification as a REIT, IQVF REIT must meet various requirements set forth in the Code concerning, among other things, the ownership of its outstanding stock, the nature of its assets, the sources of its income, and the amount of its distributions. The REIT qualification requirements are extremely complex, and interpretations of the U.S. federal income tax laws governing qualification as a REIT are limited.

IQVF REIT believes that its current organization and method of operation will enable it to continue to qualify as a REIT. However, at any time, new laws, interpretations, or court decisions may change the U.S. federal tax laws relating to, or the U.S. federal income tax consequences of, qualification as a REIT. It is possible that future economic, market, legal, tax, or other considerations may cause IQVF REIT's Board to determine that it is not in its best interest to qualify as a REIT and to revoke its REIT election, which it may do without shareholder approval.

If IQVF REIT fails to qualify as a REIT for any taxable year, it will be subject to U.S. federal income tax on its taxable income at regular corporate rates. In addition, IQVF REIT generally would be disqualified from treatment as a REIT for the four (4) taxable years following the year in which it lost its REIT status. Losing REIT status would reduce our net earnings available for investment or distribution because of the additional tax liability. In addition, distributions would no longer qualify for the dividends paid deduction, and IQVF REIT would no longer be required to make distributions. If this occurs, the Company might be required to borrow funds or liquidate some investments in order to pay the applicable tax. As a result of all these factors, IQVF REIT's failure to qualify as a REIT could impair its ability to expand its business and raise capital, and would substantially reduce Iroquois Valley Farms LLC's ability to repay the Notes.

DISTRIBUTION REQUIREMENTS IMPOSED

To obtain the favorable tax treatment accorded to REITs, IQVF REIT normally is required each year to distribute to its shareholders at least 90% of its taxable income, determined without regard to the deduction for dividends paid and by excluding net capital gains. IQVF REIT will be subject to U.S. federal income tax on its undistributed taxable income and net capital gain and to a 4% nondeductible excise tax on any amount by which distributions IQVF REIT pays with respect to any calendar year are less than the sum of (a) 85% of its ordinary income, (b) 95% of its capital gain net income, and (c) 100% of its undistributed income from prior years. These requirements could cause distribution of amounts that otherwise would be spent on Farmland Investments. IQVF REIT may be required to make distributions to its shareholders at disadvantageous times or when it does not have funds readily available for distribution. It is possible that IQVF REIT might be required to borrow funds, use proceeds from the issuance of securities, pay taxable dividends of its stock or debt securities or sell assets in order to distribute enough of its taxable income to maintain its qualification as a REIT and to avoid the payment of U.S. federal income and excise taxes.

PROPERTY SALES BY IROQUOIS VALLEY TRS

It is possible that one or more sales of Farmland Investments may be deemed a "prohibited transaction" under provisions of the Code. If IQVF REIT is deemed to have engaged in a "prohibited transaction" (i.e., it sells a property held by it primarily for sale in the ordinary course of IQVF REIT's trade or business), all income that IQVF REIT derives from such sale would be subject to a 100% tax. The Code sets forth a safe harbor for REITs that wish to sell property without risking the imposition of the 100% tax. A principal requirement of the safe harbor is that the REIT must hold the applicable property for not less than two years prior to its sale for the production of rental income. It is entirely possible that a future sale of one or more of Iroquois Valley's properties will not fall within the prohibited transaction safe harbor. If Iroquois Valley acquires a property that it anticipates will not fall within the safe harbor from the 100% penalty tax upon disposition, IQVF REIT may acquire such property through its affiliate, Iroquois Valley TRS, in order to mitigate the possibility that the sale of such property will be a prohibited transaction and subject to the 100% penalty tax. If IQVF REIT or Iroquois Valley Farms LLC already owns such a property, it may contribute the property to Iroquois Valley TRS.

Though a sale of such property by Iroquois Valley TRS likely would mitigate the risk of incurring a 100% penalty tax, Iroquois Valley TRS itself would be subject to regular corporate income tax at the U.S. federal level, and potentially at the state and local levels, on the gain recognized on the sale of the property as well as any income earned while the property is operated by the Company. Such tax would diminish the amount of proceeds from the sale of such property ultimately distributable to IQVF REIT's shareholders. IQVF

REIT's ability to use Iroquois Valley TRS in the foregoing manner is subject to limitation. Among other things, the value of IQVF REIT's securities in Iroquois Valley TRS may not exceed 20% of the value of IQVF REIT's assets and dividends from Iroquois Valley TRS, when aggregated with all other non-real estate income with respect to any one year, generally may not exceed 25% of IQVF REIT's gross income with respect to such year. No assurances can be provided that IQVF REIT would be able to successfully avoid the 100% penalty tax through the use of Iroquois Valley TRS.

In addition, if IQVF REIT acquires any asset from a C corporation (i.e., a corporation generally subject to full corporate-level tax) in a merger or other transaction in which IQVF REIT acquires a basis in the asset determined by reference either to the C corporation's basis in the asset, IQVF REIT will pay tax, at the highest U.S. federal corporate income tax rate, on any built-in gain recognized on a taxable disposition of the asset during the five (5) year period after its acquisition.

FEDERAL AND STATE INCOME TAXES

Even if IQVF REIT qualifies as a REIT, it may be subject to U.S. federal income taxes or state taxes. As discussed above, net income from a "prohibited transaction" will be subject to a 100% penalty tax and built-in gain recognized on the taxable disposition of assets acquired from C corporations in certain non-taxable transactions will be subject to tax at the highest applicable U.S. federal corporate income tax rate. To the extent IQVF REIT satisfies the distribution requirements applicable to REITs, but distributes less than 100% of its taxable income, it will be subject to U.S. federal income tax at regular corporate rates on its undistributed income. IQVF REIT may not be able to make sufficient distributions to avoid excise taxes applicable to REITs. IQVF REIT may also decide to retain capital gains it earns from the sale or other disposition of its properties and pay income tax directly on such income. IQVF REIT may also be subject to state and local taxes on its income or property. Any U.S. federal or state taxes IQVF REIT pays will reduce the cash available for payments required pursuant to the Notes and distribution to its shareholders.

CHARACTERIZATION OF IROQUOIS VALLEY FARMS LLC'S INCOME

In order for IQVF REIT to qualify as a REIT, at least 75% of its gross income each year must consist of real estate-related income, including rents from real property and interest on obligations secured by mortgages on, or interests in, real property. Income from operation of Iroquois Valley Farms LLC's Farmland Investments is expected to be treated as rents from real property. Income from operation of Iroquois Valley Farms LLC's Farmland Investments is expected to be treated as rents from real property. If such leases and/or mortgage loans were recharacterized as management contracts for U.S. federal income tax purposes, or otherwise as an arrangement other than a lease, IQVF REIT could fail to continue qualifying as a REIT. With limited exceptions, interest is only qualifying income for purposes of the 75% test if it is interest on an obligation which is adequately secured by a mortgage on, or interest in, real property. If interest received by IQVF REIT were deemed to not qualify, IQVF REIT could fail to qualify as a REIT.

TERMINATION OF REIT QUALIFICATION

IQVF REIT's Bylaws provide that its Board may revoke or otherwise terminate its REIT election, without the approval of its shareholders, if the Board determines that it is no longer in IQVF REIT's best interest to continue to qualify as a REIT. If IQVFR REIT ceases to qualify as a REIT, it would become subject to U.S. federal income tax on its taxable income at regular corporate rates, and thus Iroquois Valley Farms LLC might be less able to make payments required pursuant to the Notes.

REIT PROHIBITS OTHER OPPORTUNITIES

To maintain IQVF REIT's qualification as a REIT for U.S. federal income tax purposes, IQVF REIT must continually satisfy tests concerning, among other things, the sources of its income, the nature and diversification of its assets, the amounts it distributes to its shareholders, and the ownership of shares of its stock. IQVF REIT may be required to forego or liquidate otherwise attractive investments in order to comply with the REIT tests. Thus, compliance with the REIT requirements may hinder IQVF REIT's ability to make payments required pursuant to the Notes or achieve its intended public benefit.

CODE IMPOSED RESTRICTIONS ON TRANSFER

Certain provisions of the Code and the stock ownership limits in IQVF REIT's Bylaws may inhibit market activity in IQVF REIT's capital stock and restrict its business combination opportunities. In order to maintain IQVF REIT's qualification as a REIT, five or fewer individuals, as defined in the Code, may not own, beneficially or constructively, more than 50% in value of IQVF REIT's issued and outstanding stock at any time during the last half of a taxable year. Attribution rules in the Code determine if any individual or entity beneficially or constructively owns IQVF REIT's capital stock under this requirement. Additionally, at least 100 persons must beneficially own IQVF REIT's capital stock during at least 335 days of a taxable year. To help ensure that IQVF REIT meets these tests, IQVF REIT's Bylaws restrict the acquisition and ownership of shares of its stock. IQVF REIT's Bylaws, with certain exceptions, authorize IQVF REIT's Board to take such actions as are necessary and desirable to preserve IQVF REIT's qualification as a REIT. Unless exempted by the Board, IQVF REIT's Bylaws prohibit any person from beneficially or constructively owning more than 9.8% in value or number of shares, whichever is more restrictive, of the outstanding shares or any class or series of IQVF REIT's capital stock. IQVF REIT's Board may not grant an exemption from these restrictions to any proposed transferee whose ownership in excess of such ownership limit would result in IQVF REIT's failing to qualify as a REIT.

CHANGES TO U.S. INCOME TAX LAWS

In recent years, numerous legislative, judicial, and administrative changes have been made in the provisions of the U.S. federal, state, and local income tax laws. Additional changes to the tax laws are likely to continue to occur, and we cannot ensure that any such changes will not adversely affect the taxation of IQVF REIT, the Company, or of Noteholders. REIT rules are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Treasury Department, which may result in revisions to regulations and interpretations in addition to statutory changes that impact the taxation of REITs. For example, on December 22, 2017, the President of the United States signed into law the

Tax Cuts and Jobs Act ("2017 Tax Act") that significantly reforms the Code. In addition, the Coronavirus Aid, Relief, and Economic Security (CARES) Act was signed into law on March 27, 2022 in order to provide economic relief in response to the COVID-19 pandemic. A number of the measures contained in the CARES Act and follow-on packages are delivered through or in connection with the tax system.

This Memorandum does not purport to disclose all effects of the 2017 Tax Act, the CARES Act, and/or other enacted or potential changes to U.S. tax law, which could have material positive or negative impacts on IQVF REIT, the Company, Noteholders, or the Company's current or future tax position. The impact of this tax reform on prospective investors pursuant to this Offering is uncertain and could be adverse.

9. IROQUOIS VALLEY'S PUBLIC SEC FILINGS

As a result of our separate offering of common stock of IQVF REIT, we are an SEC Regulation A+ reporting company, and as such, make periodic filings with the SEC. These filings are available at www.sec.gov. You may wish to review our SEC filings in addition to this Memorandum, Subscription Agreement, and Form of Note, before deciding whether to invest in our Note. For example, we file annual and semi-annual reports on SEC Forms 1-A 1-SA, respectively, as well as certain periodic current filings (e.g. Form 1-U). These reports include, among other things, updated financial statements and notice of certain Company events.

ADDITIONAL INFORMATION

1. LITIGATION

There is no material past, pending, or threatened litigation or administrative action against the Company of which we are aware, outside of the ordinary course of Company business.

2. FEDERAL TAX ASPECTS

The following is not intended to be used as tax advice, but only a summary of material U.S. federal income tax considerations of the ownership and disposition of the Notes. This summary is based upon provisions of the Internal Revenue Code of 1986 (i.e., the Code), applicable regulations, administrative rulings, and judicial decisions in effect as of the date of this Memorandum, any of which may subsequently be changed, possibly retroactively, or interpreted differently by the IRS; so as to result in U.S. federal income tax consequences different from those discussed below. Except where noted, this summary deals only with a Note held as a capital asset by a beneficial owner who purchases the Note, which we refer to as the "issue price," at which a substantial portion of the Note is sold for cash to persons other than bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters, placement agents, or wholesalers. This summary does not address all aspects of U.S. federal income taxes and does not deal with all tax consequences that may be relevant to Noteholders in light of their personal circumstances or particular situations.

Tax matters relating to an investment in the Notes are complex. In view of the complexities of the tax laws, you must consult with your tax advisor regarding the federal, state, local, and foreign income, franchise, personal property, and any other tax consequences of the ownership and disposition of the Notes.

INTEREST INCOME

Interest paid on the Notes generally will be taxable to a U.S. Noteholder as ordinary interest income at the time such payments are accrued or received (in accordance with the Noteholder's regular method of tax accounting).

SALE, EXCHANGE, REDEMPTION, OR REPURCHASE OF THE NOTES

A U.S. Noteholder will generally recognize gain or loss equal to the difference between the amount realized on the sale, exchange, redemption, repurchase by Iroquois Valley, or other disposition of a Note (except to the extent the amount realized is attributable to accrued interest not previously included in income, which will be taxable as ordinary interest income) and the Noteholder's adjusted tax basis in such Note. A Noteholder's adjusted tax basis in the Note generally will be the initial purchase price for such Note. Any gain or loss recognized on a taxable disposition of the Note will be capital gain or loss. If, at the time of the sale, exchange, redemption, repurchase, or other taxable disposition of the Note, a U.S. Noteholder is treated as holding the Note for more than one year, such capital gain or loss will be a long-term capital gain or loss. Otherwise, such capital gain or loss will be a short-term capital gain or loss. In the case of certain non-corporate U.S. Noteholders (including individuals), long-term capital gains are generally eligible for reduced rates of U.S. federal income taxation. A U.S. Noteholder's ability to deduct capital losses may be limited.

MEDICARE TAX ON UNEARNED INCOME

The Health Care and Reconciliation Act of 2010 requires certain U.S. Noteholders that are individuals, estates, or trusts to pay an additional 3.8% tax on "net investment income," which includes, among other things, interest on and gains from the sale or other disposition of Notes, effective for taxable years beginning after December 31, 2012. U.S. Noteholders should consult their tax advisors regarding this legislation.

INFORMATION REPORTING AND BACKUP WITHHOLDING

Information reporting requirements generally will apply to interest on the Notes and the proceeds of a sale of a Note paid to a U.S. Noteholder unless the U.S. Noteholder is an exempt recipient (such as a corporation). Backup withholding will apply to those payments if the U.S. Noteholder fails to provide its correct taxpayer identification number, or certification of exempt status, or if the U.S. Noteholder is notified by the IRS that it has failed to report in full payments of interest and dividend income. Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against a U.S. Noteholder's U.S. federal income tax liability provided the required information is furnished timely to the IRS.

CHANGES TO U.S. INCOME TAX LAWS

New federal income tax laws, interpretations of laws, or court decisions, any of which may take effect retroactively, could impact tax consequences of investing in Notes. There can be no assurance that the present income tax treatment of prospective investors will not be adversely affected by future legislative, judicial, or administrative action. This Memorandum does not purport to disclose all effects of the 2017 Tax Act or other potential changes to U.S. tax law, which could have material positive or negative impacts on Iroquois Valley, Noteholders, or our current or future tax positions. The impact of this tax reform on prospective investors pursuant to this Offering is uncertain and could be adverse. Investors are urged to consult with a tax advisor with respect to the impact of recent legislation on an investment in Iroquois Valley and the status of legislative, regulatory, or administrative developments and proposals and their potential effect on an investment in Notes.

See "Risk Factors" for additional information on the risks associated with tax aspects of the Offering.

3. APPENDIX

The appendix items listed below are included in the Memorandum and provided under separate cover.

I. Subscription Agreement (including the Promissory Note)
II. Iroquois Valley Farmland REIT, PBC Financial Statements and Independent Auditor's Report – December 31, 2022
III. Iroquois Valley Farmland REIT, PBC Financial Statements and Independent Auditor's Report – December 31, 2021

For questions and to request additional materials, please contact the Investor Relations Department at invest@iroquoisvalleyfarms.com or (847) 859-6645 ext. 1.