ROOTED IN REGENERATION NOTES

SERIES 2

IROQUOIS VALLEY

FARMLAND REIT

ROOTED IN REGENERATION

NOTES OFFERING - SERIES 2

OFFERING INFORMATION	
TOTAL OFFERING AMOUNT	$25,000,000
MINIMUM INDIVIDUAL SUBSCRIPTION	$25,000
MAXIMUM INDIVIDUAL SUBSCRIPTION	$3,000,000

NOTES AVAILABLE FOR PURCHASE

The Company is offering two tranches of unsecured Rooted in Regeneration promissory notes (the "Notes") for purchase, with varying yields. The two types of 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.

Note Type	**Standard Note**	**Catalytic Note**
Term Length	5 Year	5 Year
Gross Yield	2.5%	2%
Net Yield	1.5%	0.5%
RNR Pool Contribution*	1%	1.5%

*Proceeds from the sale of Notes 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 used to discount the interest rate that farmers and ranchers who meet certain eligibility requirements, including meeting the USDA definition of "socially disadvantaged farmers and ranchers," 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 farmers and ranchers and increase land ownership and stewardship by farmers who meet the eligibility standards.

This Private Placement Memorandum is dated as of May 1, 2025.

CONTACT INFORMATION	
MAILING ADDRESS / CORPORATE OFFICE	1720 W Division Street Chicago, IL 60622
OFFERING CONTACT	Investor Relations Department (847) 859-6645 ext. 1 invest@iroquoisvalleyfarms.com

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 (the SEC) has not made an independent determination that these securities are exempt from registration.

TABLE OF CONTENTS

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”), an Illinois limited liability company, and its parent company, Iroquois Valley Farmland REIT, PBC (“Iroquois Valley REIT”), a Delaware public benefit corporation, have offered investors direct exposure to a diversified portfolio of certified organic farmland since 2007. Due to the common control elements of these entities and their affiliates, 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. For additional details on our current entity structure, please refer to the section of this Memorandum titled “Corporate Structure.”

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"). 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 $3,000,000, 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 31st, 2026 (the "Closing Date"); however, the Manager may extend the Closing Date on one or more occasions.
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 tenures. As a Delaware public benefit corporation, Iroquois Valley REIT and its board of directors will consider its broader objective and stakeholders in addition to shareholder profit interests when making business decisions, and in doing so we work to produce 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 primarily farmland and mortgage financings secured by farmland. The Farmland Investments shall be managed 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."

Management	Iroquois Valley REIT, the controlling member of the Company, also serves as the Company's "Manager." As Manager, Iroquois Valley REIT directs and oversees the business and affairs of the Company. In turn, Iroquois Valley REIT is led by an elected board of directors (the "Board"), which has appointed corporate officers ("Officers") to both the Company and Iroquois Valley REIT. For additional detail, including biographies of the Board and Officers, see the section of this Memorandum titled "Management."
Use of Proceeds from the Offering	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 Iroquois Valley 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 Iroquois Valley REIT. See "Use of Proceeds."

<table>
<tr>
<td>The Notes</td>
<td>
Prospective Investors may consider two options with respect to the the Notes, based on their financial and impact goals.
We are offering two tranches of Notes: a “Standard Note” and a “Catalytic Note.” Each tranche of Note has a 5-year term and contributes to the Rooted in Regeneration Pool (the “RNR 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 lower contribution percentage to the RNR Pool compared to the Catalytic. 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).
<table>
<tr><th>Note Type</th><th>Standard Note</th><th>Catalytic Note</th></tr>
<tr><td>Term Length</td><td>5 Year</td><td>5 Year</td></tr>
<tr><td>Gross Yield</td><td>2.5%</td><td>2%</td></tr>
<tr><td>Net Yield</td><td>1.5%</td><td>0.5%</td></tr>
<tr><td>RnR Pool Contribution*</td><td>1%</td><td>1.5%</td></tr>
</table>
</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 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. Eligible farmers must first meet our minimum quantitative requirements and then the underwriting process will consider additional factors including credit history, loan amounts, soil-building practices, and whether the farmer meets the USDA definition of “socially disadvantaged farmer and rancher.”
The USDA defines “socially disadvantaged farmers and ranchers” as those belonging to groups that have been subject to racial or ethnic prejudices because of their identity as a member of a group without regard to their individual qualities.[1]
</td>
</tr>
</table>

[1] “Frequently Asked Questions 2501 Program.” U.S. Department of Agriculture. Accessed April 22, 2023. https://www.usda.gov/about-usda/general-information/staff-offices/office-partnerships-and-public-engagement/underserved-and-veteran-farmers-ranchers-and-foresters/frequently-asked-questions-2501-program

	Currently, yields from these Notes are the only source of funds for the RNR Pool.
Additional Terms of the Notes	In addition to the term, net yield, and RNR Pool contribution amounts listed above, important terms and conditions of the Notes are as follows: ● All interest shall be cumulative and non-compounded. ● Interest shall accrue commencing on issuance of 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, but unpaid interest, if any. ● The Notes will be unsecured. The Company is the borrower and is legally obligated to repay the Notes. Iroquois Valley 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.** This is a summary of key terms of the Notes only. A copy of the Form of the Notes is included as an exhibit to the Subscription Agreement and will be executed upon investment.

Iroquois Valley REIT's Reg A+ Offering and Filings	Concurrently with this Offering, Iroquois Valley REIT (the Company's Manager and controlling member) is offering its common stock for sale. This offering of our common stock is a distinct and separate offering than this one, with different terms, eligibility, and risks. However, as a result of our common stock offering, Iroquois Valley 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 substantial detail about the Company and Iroquois Valley REIT and may be of interest to investors considering a purchase of the Notes.

<table>
<tr><td>Optional Early Redemption or Conversion to REIT Shares</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>
<tr><td rowspan="3">5 Year</td><td>Year 3</td><td>3%</td><td>2%</td></tr>
<tr><td>Year 4</td><td>2%</td><td>1%</td></tr>
<tr><td>Year 5</td><td>1%</td><td>0.5%</td></tr>
</table>
We have also adopted a policy that, subject to investor eligibility in a current offering, all or a portion of any Note can be exchanged for shares of Iroquois Valley REIT with approval by the Company at any time. Under these circumstances, the Company will deduct a limited percentage of all remaining interest that would have been paid through maturity (.25% for Standard Notes and .75% for Catalytic Notes) and contribute that amount to the RNR Pool prior to converting the remainder to our common stock.
</td></tr>
</table>

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."
Management Compensation and Fees	Generally, we compensate our Officers and other employees, typically through salaries and performance-based bonuses. Non-employee directors on the Iroquois Valley REIT Board are eligible to receive a combination of cash and equity compensation. Iroquois Valley REIT itself (i.e. the Manager) does not receive any fees in connection with this Offering. The Company will use certain Offering proceeds to reimburse expenses related to the Offering, including but not limited to legal, accounting, and filing fees. The Company may receive reasonable market-based acquisition or closing fees associated with acquisitions or re-financings of Farmland Investments. As Iroquois Valley REIT and Iroquois Valley TRS, together own 100% of the Company, these affiliates will be entitled to cash distributions from the Company. In addition, Iroquois Valley affiliates such as our Directors, Officers, or employees 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 entitled to payment of interest and principal on an equal basis with all other Noteholders

Manner of Subscribing	Prospective investors may subscribe for Notes by completing, executing, and delivering a Subscription Agreement. 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 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. 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. 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 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."
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 ("Iroquois Valley 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. Iroquois Valley 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 Iroquois Valley 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, Iroquois Valley 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 37,000 acres of certified and transitioning organic farmland in 20 states with a wide variety of farmers, crops, and businesses. In that time, we have raised more than $150 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 eligible farmers and ranchers 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 unfamiliar 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 Iroquois Valley 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 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 the Company, the Company moves forward with a purchase, line of credit, or mortgage. The majority of our Farmland Investments are approved by an internal committee of our management team. The purchase or sale of certain Farmland investments, such as those that are unusually large or would result in a single farmer owning a large percentage of assets in our portfolio, or the purchase of additional Farmland Investments while the Company is above certain leverage ratio or similar targets, require recommendation by the Farm Impact & Stewardship Committee and approval by the Board.

Support for the farmer extends beyond the initial acquisition of the land. Our lease and mortgage structure considers the hardship of the organic transition. For example, our leases are long-term, giving the farmer an opportunity to transition without losing access to the land. Our leases have terms of 6 years, with evergreen renewals and the farmer's right to purchase the land in year 7 or anytime thereafter. Our mortgages are interest only for the first 5 years. 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 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. Iroquois Valley 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 was most recently recertified effective 2022 and is currently undergoing recertification effective in 2025.
IA 50 2025 EMERITUS MANAGER	**ImpactAssets 50 – selected 2012-2025** 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.

5. OUR JOURNEY TOWARD MORE EQUITABLE FINANCE

For many years, Iroquois Valley had not explicitly prioritized support for socially disadvantaged farmers and ranchers (SDFRs) in the development or distribution of our products or Farmland Investments. Beginning in 2023, however, we began a series of steps to help make farmland ownership more financially accessible to SDFRs, including for example the adoption of a special purpose credit program, our initial Rooted in Regeneration Note offering and the RNR Pool, changes to our underwriting program, and the research and analysis that led us to these programs.

We recognize that the products of a financial service company like ours inherently generate profit from the leases and mortgages we offer to farmers. We are excited to be creative with partners in how we blend and deploy capital. By exploring alternative models to underwriting and traditional debt investments, our Company can work with investors who want to deploy capital and help educate farmers who struggle to find financing that understands the specifics of organic agriculture.

Neither these Notes nor our plans for the RNR Pool are a perfect or final solution to the challenges in agricultural finance. They are, 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 follow-on offering of Rooted in Regeneration Notes 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 and transformative. We are proud to expand our support for borrowers through specialized and reparative products.

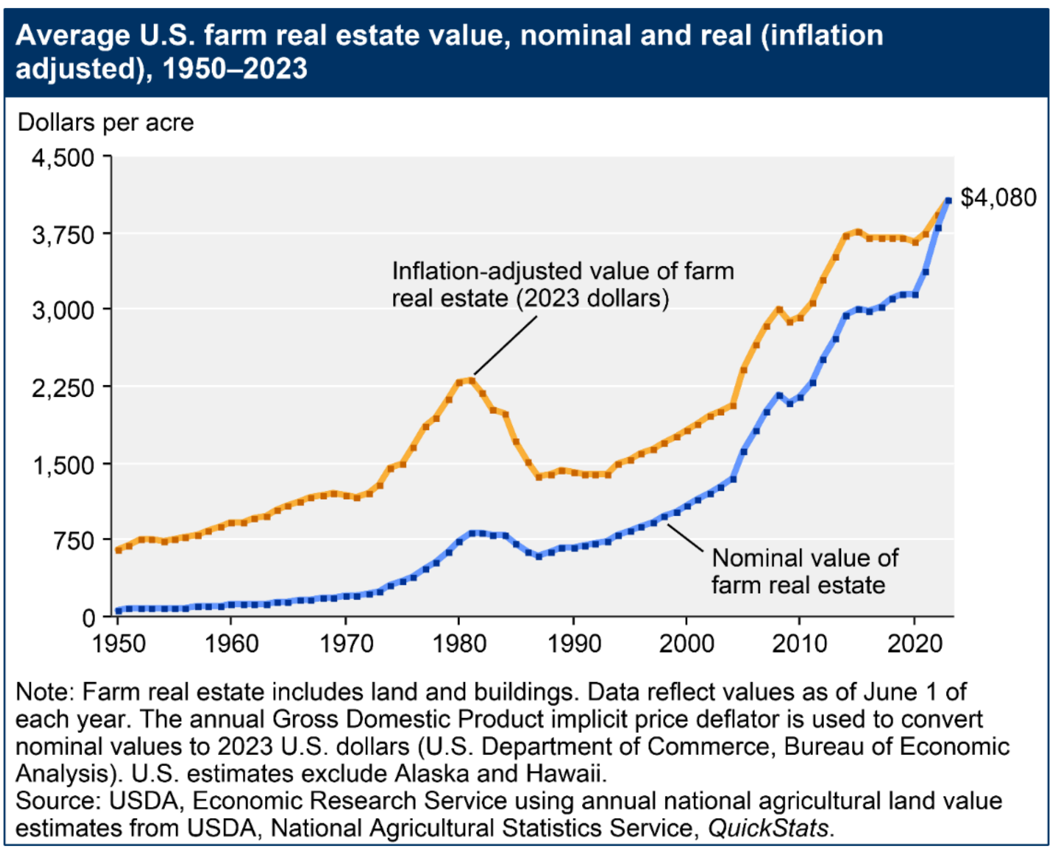
ORGANIC FARMLAND AS AN INVESTMENT OPPORTUNITY

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 generate 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



Source: USDA Economic Research Service[2]

[2] "Average U.S. farm real estate value, nominal and real (inflation adjusted), 1950-2023. U.S. Department of Agriculture Economic Research Service.

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.

SDFRs have long played and continue to play an active role in the organic agriculture movement. Statistics from the National Young Farmers Coalition 2022 National Survey Report[3] bear out both the need and opportunity in creating a targeted product:

- 59% of black and 54% of young BIPOC farmers found 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. The RNR Pool is intended to help spur investment in organic farming across the U.S. by addressing the challenge farmers face with accessing capital and land.

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.

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https://www.ers.usda.gov/topics/farm-economy/land-use-land-value-tenure/farmland-value

[3] "2022 Survey." National Young Farmers Coalition. Accessed May 1, 2023. https://www.youngfarmers.org/22survey/.

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

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 $60 billion in 2022[4]. And continues to grow at an annual rate of 13%.

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 2% 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, entrepreneurs leaders in their field.

The RNR Note will provide investors an opportunity to fund the RNR Pool, which specifically will benefit eligible organic farmers. We believe that SDFRs are an underserved community within the organic industry. We aim to ensure they have access to capital for growth of their operations.

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

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[5].

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 lease is effectively giving the Company 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 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[6]

[5] 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.

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

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, as defined in that report: "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."[7]

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 floods, 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

In addition to sales into wholesale markets, farmer revenues have been buoyed by farmers marketing direct-to-consumer, creating added-value products, 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 and mortgage 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. The Notes will yield funds for the RNR Pool that will in turn be used to discount the interest rate on eligible mortgages. The Notes focus on building land ownership – and therefore wealth – for all communities.

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

5. USDA PARTNERSHIP TO ACCELERATE INVESTMENT

The conceptualization and launch of this Note and RNR Pool have been supported by a Conservation Innovation Grant (CIG) from the USDA's Natural Resource Conservation Service (NRCS). With this grant, Iroquois Valley accelerated the development of this product. The CIG 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.

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. Iroquois Valley believes the CIG presented a powerful opportunity to reevaluate its approach to underwriting and to intentionally design a loan product to better meet the needs of farmers and ranchers. We are grateful that the NRCS supported our project and that this work is underway.

UNDERWRITING AT IROQUOIS VALLEY

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. The following measures are 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

For SDFRs who have first met the minimum quantitative requirements based on the above measures, we also consider the following qualitative factors:

- Factors that affect credit score
- Presence of soil-building practices
- 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 practices and smaller deal sizes are also rewarded in the new formula, including the possibility of lower interest rates.

As of December 31, 2024, we have underwritten five farms utilizing these expanded, quantitative protocols and hold mortgages for four farmers. The Company continuously reviews best practices to update our risk measurements.

1. REBUILDING THE RURAL ECONOMY

Independently owned organic farms offer farmers, their families, and their communities a path towards long-term economic prosperity. Large-scale conventional operations rely heavily on sprays and automation and most independent farmers can't make enough income to support themselves and their families. 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,"[8] 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.[9] According to the Federal Reserve, the average Black and Hispanic households earn about half of what the average White household earns. This gap has widened over the course of the last few decades.[10] 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 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.

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.

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[8] 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.

[9] 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.

[10] Alandangady, Aditya, and Akila Forde. "Wealth Inequality and 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.

Finally, the practices of conventional agriculture contribute to other negative health conditions more directly. Farmworkers are exposed to chemically derived pesticides that contain known carcinogens.[11] Chemical fertilizers have been linked to both water and air pollution, both of which disproportionately affect communities of color.[12, 13]

Iroquois Valley has been committed to human health since day one, best represented by the goals and motivation of our Co-Founder and Board Member, Dr. Stephen Rivard: "Nutritious food is 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 between 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. Honeybee species are responsible for pollinating about 80% of the fruit, nuts, and 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."[14] 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.

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[11] 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.

[12] 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.

[13] 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.

[14] "Save the Bees." Greenpeace. Accessed June 14, 2023. https://www.greenpeace.org/usa/sustainable-agriculture/save-the-bees/.

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.[15]

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.

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

3. BROAD BASE OF MISSION-ALIGNED INVESTORS

Iroquois Valley raises capital through direct investments from the sale of common stock of Iroquois Valley REIT and a series of promissory notes, such as the ones offered here. The Company has grown organically and 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

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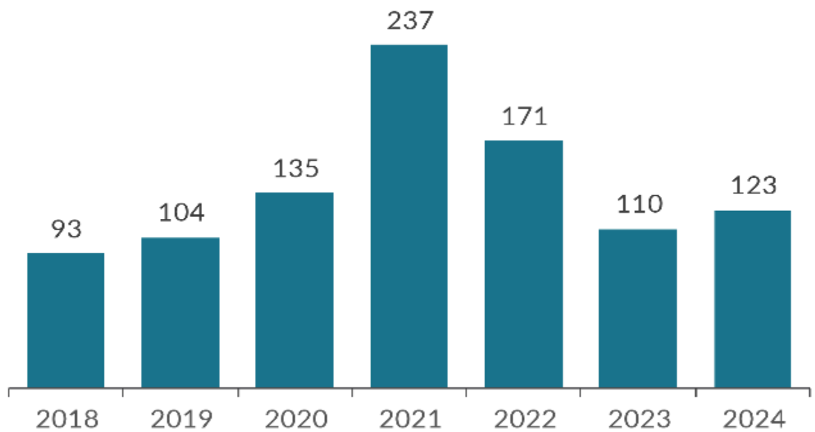
[15] "Healthy Soils Are a Key Component of Climate Action." United Nations Climate Change. December 5, 2017. https://unfccc.int/news/healthy-soils-are-a-key-component-of-climate-action.

Number of Investors' Subscriptions Per Year

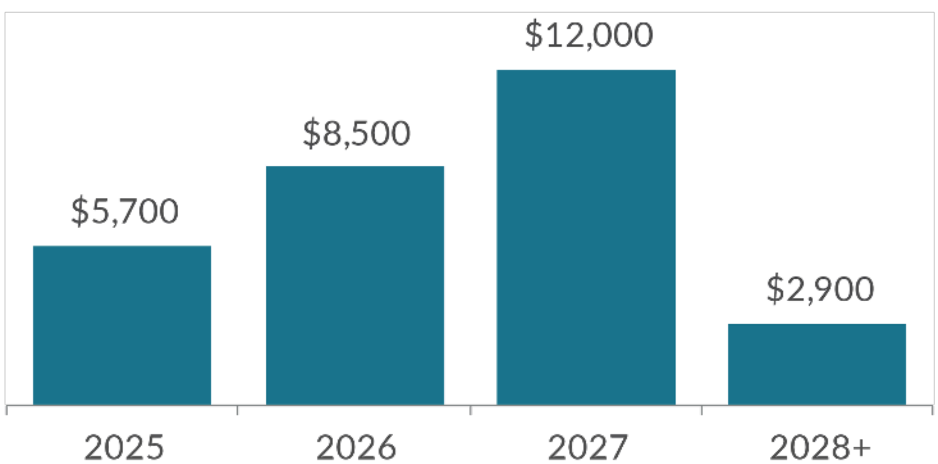


As of January 30, 2025, Iroquois Valley had approximately 950 investors, 200 of whom are Noteholders. Of the 200 Noteholders, 25% are also shareholders.

As of the date of this Memorandum, the Company had approximately 230 promissory notes outstanding, including RNR Notes.

Iroquois has paid 100% of the interest and principal on these notes when it was due, 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 Iroquois Valley REIT.

DEBT MATURITIES



Outstanding debt obligations as of 1/30/2025, expressed in thousands.

Shareholder equity, which makes up approximately 75% of our capital structure, has grown in value over its history. As of December 31, 2024, our Board valued the common stock of Iroquois Valley REIT at $116.42/share based 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.

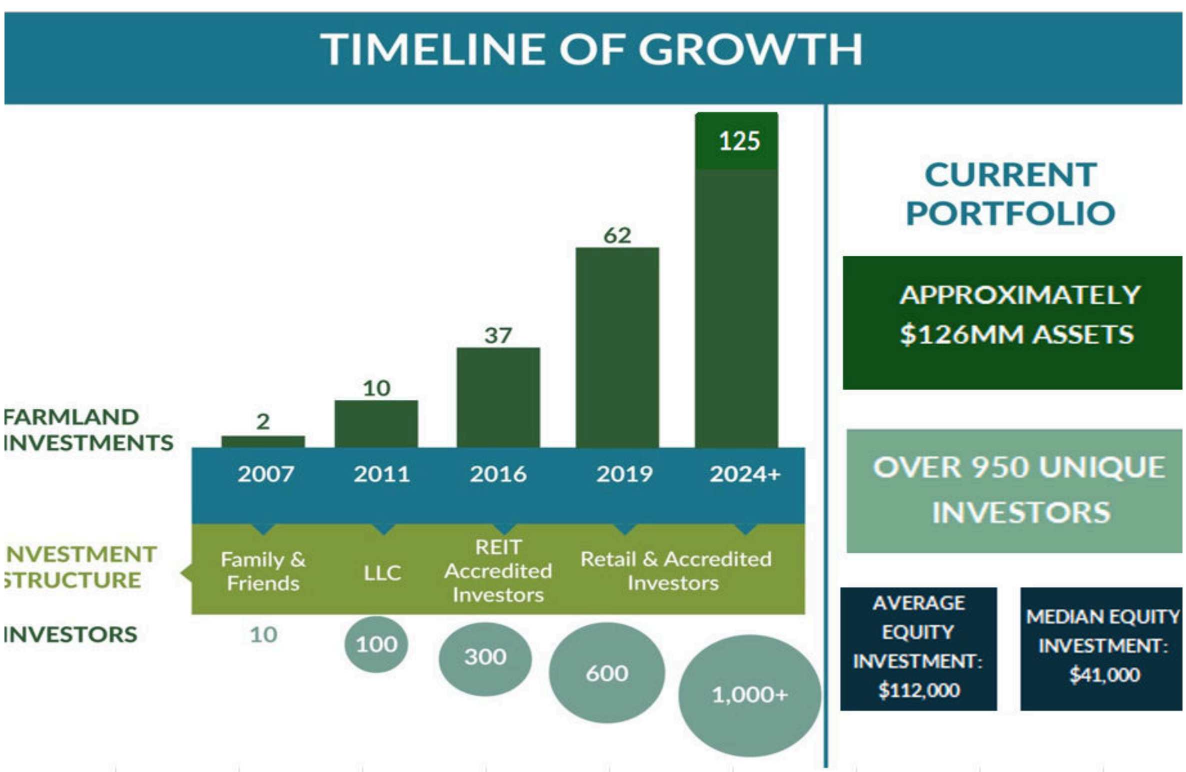
In contrast to the Notes, Iroquois Valley REIT common stock is generally available for purchase to both accredited and non-accredited investors and at a significantly lower minimum investment (slightly above $10,000 for most investors, and as low as $5,000 for younger investors). Individual equity investments range from this minimum to approximately $8 million. The average investment is approximately $112,000.

As a REIT, Iroquois Valley REIT must follow certain rules regarding broad-based ownership of its stock. Specifically, REITs cannot permit five shareholders to own more than 50% of the outstanding stock. The Board of Directors has approved corporate bylaws with these REIT rules in mind, and Iroquois Valley 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 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 to offer farmers long-term land access, which facilitates organic transition, wealth accumulation, and long-term environmental impact.

IROQUOIS VALLEY TIMELINE OF GROWTH



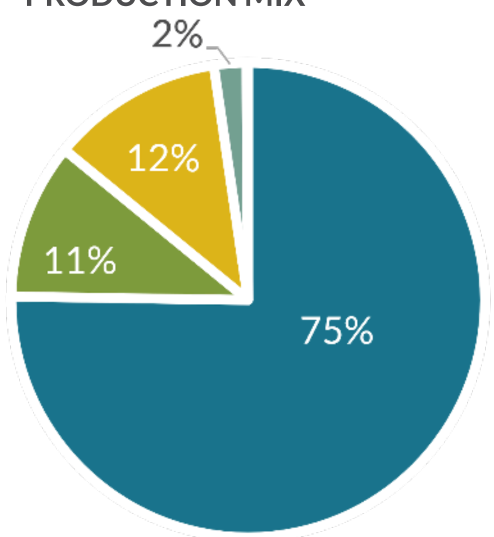
OVERVIEW OF OUR PORTFOLIO

1. FEATURES OF OUR PORTFOLIO

As of January 30, 2025, Iroquois Valley's farmland portfolio consists of:

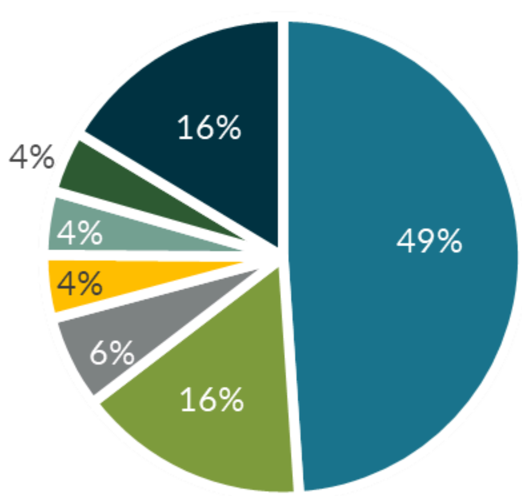
115	36,000	74	20
Investments in Farms	Acres	Individual Farmer Relationships	States
$126 MILLION Current Market Value			

PRODUCTION MIX



As of January 30, 2025

ASSET VALUE EXPOSURE BY STATE



As of January 30, 2025

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 any 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

The majority of our Farmland Investments are in the form of owned farmland leased to farmers and ranchers who steward that land. In a lease relationship, Iroquois Valley purchases farmland and retains ownership. The farmer is a lessee and pays a base rent for use of the land. Many of our 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 (typically 6 or 7 years), at which point Iroquois Valley and the lessee will negotiate a sale price based on market conditions.

In rare instances, we have leased farmland to parties that may not be using it primarily for farming. For example, we have leased one small portion of a farm to an event space and wedding venue, and we have explored limited community solar leasing on certain farms. These arrangements are not expected to take up a material portion of our portfolio. In all cases, we work with potential lessees to ensure that such activities will not materially interfere with prospects for organic certification.

3. MORTGAGES

Iroquois Valley mortgages offer farmers the opportunity to own the land from the outset. Farmers are usually required to make a down payment of approximately 25% to complete the purchase. The mortgage is often interest-only for the first five years, providing the farmer with 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.

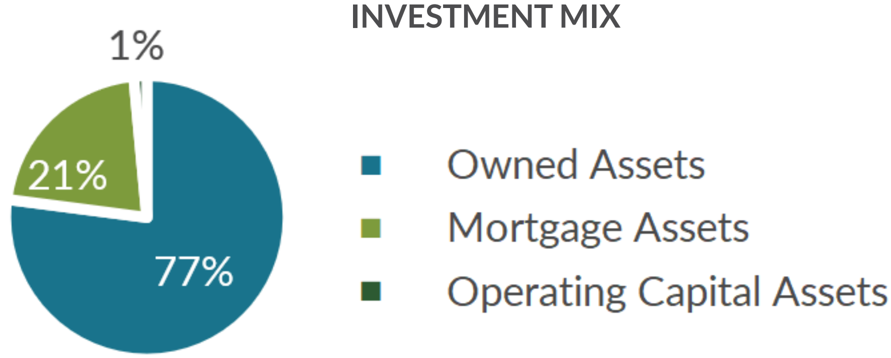
4. OTHER PRODUCTS

From 2019 - 2024 Iroquois Valley offered operating lines of credit ("OLCs") to organic farmers. Farmers rely heavily on sources of working capital to fund their operations. However, the Company realized that as a REIT, OLCs are less appropriate for REIT entities than other structures. Additionally, other companies are better equipped to offer OLCs.

Iroquois Valley has several OLCs outstanding and 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 were required to complete a holistic underwriting process that took the financial health of the business into consideration as well as conservation practices, potential opportunities within the particular ecosystem, and social impact. This product comprises less than 2% of our total portfolio by value.

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. For example, we have made one nominal farmland equity investment but have no immediate plans to make any further equity investments. Equity investments face numerous risks associated with being an equity holder, including, for example, having an unsecured interest in the enterprise and being junior in interest to any creditors of the farm. Equity Investments also require continued research on the impact of such an investment on our tax status, regulatory exemptions upon which we rely, our operations and due diligence process, and underwriting standards.

INVESTMENT MIX



As of January 30, 2025

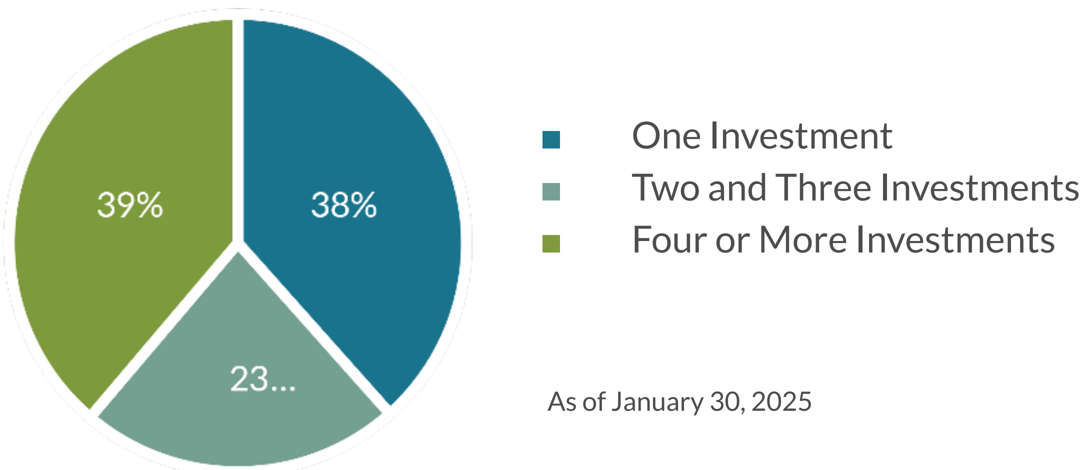
5. THE FARMERS

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 near the land that they are looking to acquire.

The Company prioritizes young farmer land tenure for many reasons. The National Young Farmers Coalition cites access to land and capital as two of the greatest barriers for young farmers' 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.

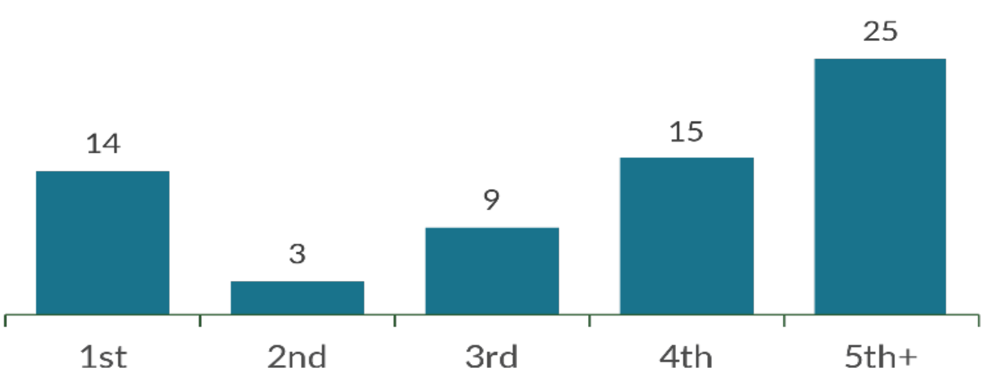
Iroquois Valley also reinvests in its farmers. When relationships prove successful, existing lessees and borrowers can approach the Company with opportunities to expand their businesses. We evaluate each opportunity following our standard due diligence process.

REPEAT INVESTMENTS IN A FARMER WITHIN THE IROQUOIS VALLEY PORTFOLIO



As of January 30, 2025

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



As of January 30, 2025

BIPOC farmers comprise approximately 8% of the Company's portfolio as of the date of this Memorandum.

6. 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

7. DEAL FLOW

SOURCING DEALS	
REACTIVE TO NEED	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 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.

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.

8. THE UNDERWRITING PROCESS

We approach our underwriting in partnership with the farmer so that we can set the farmer up for success. 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 holistically measures risk and farm business viability. See "Underwriting at Iroquois Valley" for more detail.

9. APPROVAL OF FARMLAND INVESTMENTS

GENERAL

From 2018-2024, we leveraged an investment committee of the Board to review and approve most prospective Farmland Investments. In 2024, as the size and experience of our management team increased, the sophistication of our processes improved, and deal flow grew, the Board delegated this authority to an internal committee of management, currently referred to as the Farmland Financing & Acquisition (FFA). FFA Committee members have experience with farming, engineering, finance, real estate transactions, and accounting. The Board's Farm Impact & Stewardship Committee oversees management in this role as well as portfolio and pipeline development as a whole, making recommendations to the full Board where appropriate regarding policies, scope of delegated authority, and alignment with our impact goals. This committee also considers and recommends approval of certain transactions to the Board, such as those that are particularly large or would result in a single farmer (or farm family) owning a particularly large percentage of our portfolio, or a transaction while the Company is above certain leverage ratio or similar targets set by the Board.

2024 INVESTMENTS

In calendar year 2024, Iroquois Valley closed on 20 deals, for a total deployment of $37M towards new Farmland Investments.

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 to 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 of traditional investment capital**
  From conventional trading and extractive practices to renewable and regenerative uses.
- **Maintain a fair-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, Iroquois Valley REIT incorporated as a Delaware public benefit corporation (“PBC”). As a PBC, we conduct our business to balance the interests of 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. There are two grants that haven't expired; they both expire in 2025, for a total of $753,000.

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.

3. IMPACT REPORTING

Iroquois Valley believes impact measurement and assessment are essential to our work. We internally measure and report on our impact through both impact reports and public benefit reports. 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 3 years 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 December 2024, Iroquois Valley is completing its recertification and expects to be recertified in 2025.

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. The dollar amounts in the charts below are based on our audited financial statements.

	2022	2023	2024
Assets			
Land	$56,597,754	$62,717,786	$92,556,923
Land improvements, machinery and equipment	$2,261,975	$2,141,478	$2,290,512
Buildings and building improvements	$1,199,008	$2,168,757	$2,600,919
Investment in real estate held for sale	-		
Total investment in real estate	$60,058,737	$67,028,021	$97,448,354
Less accumulated depreciation	$1,128,231	$1,185,388	$1,302,545
Net investment in real estate	$58,930,506	$65,842,633	$96,145,809
Cash and cash equivalents	$5,349,641	$551,753	$395,637
Accrued income	$170,000	$238,428	$428,021
Accounts receivable, less allowance for doubtful accounts	$1,107,646	$752,207	$1,488,541
Prepaids and other assets	$206,364	$415,999	$542,851
Interest receivable, less allowance for doubtful accounts	$84,776	$615,001	$603,454
Mortgage notes receivable, less allowance	$25,256,284	$27,133,826	$25,077,895
Operating lines of credit, less allowance	$1,782,087	$1,635,100	$1,524,885
Other Loans Receivable		$359,785	$15,000
Total other assets	$33,956,798	$31,702,099	$30,076,284
Total assets	$92,887,304	$97,544,732	$126,222,093
Liabilities			
Accounts payable and accrued expenses	$582,637	$950,069	$1,750,160
Lines of credit		$2,341,905	$9,951,860
Note payable, paycheck protection program	$10,666		
Mortgages payable			$6,350,000
Notes payable, unsecured	$25,182,113	$22,286,980	$29,182,764
Total liabilities	$25,775,416	$25,578,954	$47,234,784
EQUITY			
Controlling interests	$66,711,126	$71,600,808	$78,724,786
Noncontrolling interests	$400,762	$364,970	$262,523
Total equity	$67,111,888	$71,965,778	$78,987,309
Total liabilities and equity	$92,887,304	$97,544,732	$126,222,093

INCOME STATEMENT

Revenue	2022	2023	2024
Rental income, net	$1,869,769	$2,156,309	$3,240,210
Lease reimbursements			
Variable and crop income	$184,358	$494,962	
Mortgage interest income	$1,234,480	$1,485,446	$1,513,585
Operating lines of credit interest income	$115,335	$115,404	$117,222
Grant revenue	$123,478	$169,998	$79,290
Other	$144,051	$102,495	$111,000
Total	$3,671,471	$4,524,614	$5,061,307
Operating Expenses			
Employee expenses	$1,318,378	$1,897,826	$1,601,392
General and administrative	$469,344	$677,182	$693,963
Change in provision for bad debts and loan losses/Credit Loss Recovery	$303,675	$6,485	$2,769
Professional fees	$505,855	$680,155	$1,105,592
Real estate taxes	$226,739	$227,173	$347,613
Insurance	$34,470	$49,618	$49,292
Restructuring expenses			
Impairment of investment in real estate			
Option-based compensation expense			
Depreciation and amortization	$195,192	$230,749	$249,669
Total operating expenses	$3,053,653	$3,769,188	$4,050,290
Operating income	$617,818	$755,426	$1,011,017
Interest expense	$545,187	$571,139	$1,394,611
Net income before net gain on sales of real estate	$72,631	$184,287	$(383,594)
Net gain on sales of real estate	$11,043	$270,763	$259,111
Net Loss on Loan Forgiveness			$(16,219)
NET INCOME	$83,674	$455,050	$(124,483)
Net income attributable to noncontrolling interests	$39,046	$4,376	$3,473
Net income attributable to controlling interests	$44,628	$450,674	$(127,956)
Funds from operations	$267,823	$415,036	$(133,925)
EBITDA	$824,053	$1,256,938	$1,519,797

2. USE OF DEBT AND ALTERNATIVE CAPITAL BY IROQUOIS VALLEY

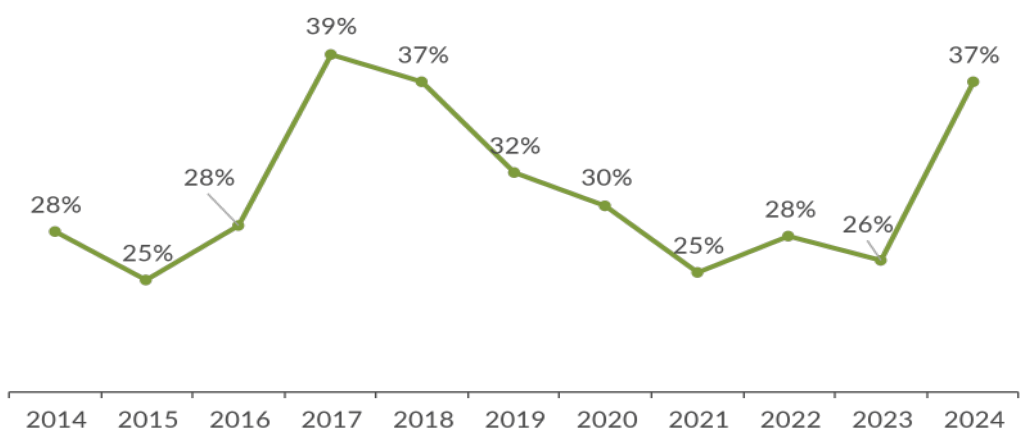
We have historically used bridge loans and lines of credit to fund purchases ahead of internally raised capital. If a quality opportunity has been identified, Iroquois Valley is able to use these borrowings to fund the farmland investment. This funding capability allows us to be responsive to cyclical 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 benefiting 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.

We use a four-tier rating for assessing default risk (performing, watch (over 90 days late, and risk of loss is very low), at-risk (over 90 days late and risk of loss is possible), and default (over 90 days late and risk of loss is likely). As of December 31, 2024, we have 4 farmers are in the "watch" risk category, 9 farmers are in the "at-risk" rating category and 1 farmer is in default risk category.,

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 January 30, 2025

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 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, Iroquois Valley REIT.

Iroquois Valley REIT owns 99% of the Company, while Iroquois Valley TRS owns the remaining 1%. Iroquois Valley 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, if necessary, 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.

Iroquois Valley REIT is a Delaware public benefit corporation. As such, it manages the 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. The REIT's 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 because of our status as a public benefit corporation, Iroquois Valley 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 Iroquois Valley REIT."

Iroquois Valley REIT is overseen by a Board of Directors that is elected by its shareholders. Given Iroquois Valley REIT's status as both Manager and controlling member of the Company, below we have identified and provided biographies for each member of the Iroquois Valley 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 IROQUOIS VALLEY REIT (THE MANAGER)

Anna Jones-Crabtree, Ph.D., 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/).

Stephen P. Rivard M.D., Co-Founder of Iroquois Valley

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.

Jeff Anderson

Mr. Anderson is a fifth-generation farmer (second generation organic farmer) in Northern Illinois and former accountant/auditor. He was raised on a 450-acre Illinois cattle farm that was converted to organic grain farming by his father in 1998. From 2012 to 2014, Mr. Anderson transitioned ownership and management of the farming operation from his father. In 2014, he became an Iroquois Valley tenant and is currently leasing five Iroquois Valley farms. Today, he and his business partner farm 6,000 acres organically throughout five counties in various rotations of corn, soybeans, wheat and oats.

From 2003 to 2024, Mr. Anderson worked in many fields of audit/accounting including public accounting, financial statement audit, internal controls and due diligence, most recently as the Director, Internal Audit for Navistar, Inc., where he led a team of internal audit professionals through annual risk assessments and internal audits since 2015.

Mr. Anderson and his wife Katherine have two daughters and a son and reside in North Aurora, IL. He is on the Board of his local youth baseball association, serving as treasurer. His academic credentials include a BS Accounting and MS Accounting from Northern Illinois University.

Dorothy D ("D.D.") Burlin

Ms. Burlin currently serves as the chair of the Iroquois Valley Governance Committee. She is an attorney and an advocate for sustainable, organic, and regeneratively grown foods. DD co-founded the angel investor group Sustainable Local Food Investment Group (SLoFIG). She was an investor in Two Roads Farm, LLC which was ultimately merged into Iroquois Valley Farms in 2014.

Though no longer actively practicing, Ms. Burlin is licensed to practice law in Illinois and Missouri and in several federal district and circuit courts. Her practice area was in criminal defense. DD graduated from Dartmouth College (BA) and Georgetown University (JD).

Ms. Burlin serves as the Board Chair of the American Youth Foundation and also serves on the Board of Canopy Farm Management, LLC.

Ms. Burlin and her husband Johannes reside in Chicago, Illinois. They also own a farm near Reeseville, Wisconsin.

Ingrid Dyott

Ms. Dyott spent her entire career in the field of Sustainable Investing, building a strong franchise at Neuberger Berman over a 25-year period. She was a Senior Portfolio Manager and co-head of the Neuberger Berman Sustainable Equity team. Ms. Dyott is an adjunct professor at both City University of New York Baruch College Zicklin School of Business in the Master of Finance program, and at Columbia University's School of International and Public Affairs. In addition to her service as a member of the Board of Iroquois Valley, she currently serves as Board Chair for Arbor Rising, a non-profit funding and supporting promising social entrepreneurs. She is also a board member of the Lily Auchincloss Foundation, an organization focused on supporting NYC nonprofits improving the lives of all New Yorkers. Ms. Dyott serves as an independent trustee of Impax Asset Management's mutual fund complex

Ms. Dyott has an MBA from Columbia University and a BA from Bowdoin College. She lives with her family in New York and enjoys spending time outdoors.

Arnold Lau

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 Iroquois Valley 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 formerly served as Chairman of the Board of Healing Soils Foundation, and currently holds 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.

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.

Christopher Zuehlsdorff

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

Mr. Zuehlsdorff graduated with an MBA in Finance and Accounting from Carnegie Mellon University in 2003 and a BA in Economics and Mathematics from Saint Olaf College in 1998. He is a CFA® Charterholder. Mr. Zuehlsdorff and his family reside in Boulder, CO. Outside of work, Mr. Zuehlsdorff enjoys traveling, gardening and hiking with his wife, and three sons.

David E. Miller, Co-Founder of Iroquois Valley and Emeritus Member of the Board

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.

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)
Donna Holmes	Managing Director, Investor Relations (2)
Christopher Zuehlsdorff is also Chief Executive Officer of Iroquois Valley REIT and President of Iroquois Valley TRS. Donna Holmes is also Secretary of Iroquois Valley REIT and of Iroquois Valley TRS.	

<u>Christopher Zuehlsdorff, Chief Executive Officer</u>

Biography is included in Board of Directors section above.

<u>Donna Holmes, Managing Director, Investor Relations</u>

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.

4. TRANSACTIONS, AND REMUNERATION

Employee compensation represents the biggest cash expense of Iroquois Valley. We paid approximately $1.3 million in such expenses in 2024. 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 Iroquois Valley REIT, typically through salaries, and, on occasion, equity or option grants in Iroquois Valley REIT.

In 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 Iroquois Valley 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, Iroquois Valley 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 IROQUOIS VALLEY REIT COMMON STOCK

The table below sets forth certain information regarding the beneficial ownership of shares of Iroquois Valley REIT common stock for Iroquois Valley REIT's Directors and named executive Officers, as a group as of December 31 2024, is just over 2%.

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. Iroquois Valley 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 Iroquois Valley REIT , as Manager, to take considerable risk in pursuit of returns and incentive to take actions in light of Iroquois Valley 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 Iroquois Valley 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 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. Dr. Jones-Crabtree Board and recuses herself from voting if/when she has interests in farmland financing being discussed by the Board or a committee on which she serves.

2 Mr. Anderson is a member of the Board the lessee of five Iroquois Valley Farms (Battle Creek, Harms, South Grove, Tower Road, Wright). As such, there could be a future conflict of interest arising from his role as a director and as the lessee of these farms. Mr. Anderson recuses himself from voting if/when he has interests in farmland financing being discussed by the Board or a committee on which he serves.

3 Mr. Mantoan and Dr. Rivard, members of our board of directors, also serve on the board of Healing Soils Foundation (HSF), an Illinois-based 501(c)(3) nonprofit organization

dedicated to providing grants to organic and regenerative farmers for agricultural projects that help heal our environment, heal our communities, and that provide nutrient dense food, free of chemicals, to heal our bodies. Neither Mr. Mantoan nor Dr. Rivard receive any compensation from HSF. Due to the alignment in missions, Iroquois Valley regularly explores and engages in various partnerships and collaborations with HSF. These activities may involve devotion of limited Iroquois Valley staff time to support HSF projects, or other donations or support from Iroquois Valley to HSF. Both entities have conflict of interest policies and independent directors to review any transactions between them, however, there still can and will be conflicts of interest arising from the director roles of these two individuals at both organizations.

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 506(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 States Accredited Investor must meet one of the conditions detailed in SEC 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:

Note Type	Standard Note	Catalytic Note
Term Length	5 Year	5 Year
Gross Yield	2.5%	2%
Net Yield	1.5%	0.5%
RNR Pool Contribution*	1%	1.5%

- All interest shall be cumulative and non-compounded.
- Interest shall accrue commencing on issuance of 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, but unpaid interest, if any.
- The Notes will be unsecured. The Company is the borrower and is legally obligated to repay the Notes. Iroquois Valley 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 two types of RNR Notes will have equal priority and will be paid out pari passu (i.e. on a side-by-side basis).

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 Iroquois Valley REIT. Noteholders, as creditors, will only have right 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 Rooted in Regeneration or 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
5 Year	Year 3	3%	2%
	Year 4	2%	1%
	Year 5	1%	0.5%

We have also adopted a policy that, subject to investor eligibility in a current offering and upon approval by the Company, all or a portion of any Note can be exchanged for shares of Iroquois Valley REIT at any time during the term. The investor will be entitled to the number of shares equal to the quotient obtained by dividing the amount of the principal plus unpaid interest due to the investor on the Note by the current REIT Share value. A prorated portion of the investor's RNR Pool contribution will be made as of the date of the exchange.

Even where there is such a conversion to shares of our common stock however, it is important that the RNR Pool continue to receive at least a portion of the planned funding. Accordingly, if the Company agrees to convert a Standard RNR Note to REIT Equity Shares, the investor must pay a fee equal to 0.25% of all remaining interest that would have been on the Note through Maturity, whether or not accrued, into the RNR Pool. If the Company agrees to convert a Catalytic RNR Note to REIT Equity Shares, the investor must pay an amount equal to 0.75% of all remaining interest that would have been on the Note through Maturity, whether or not accrued, into the RNR Pool. The Company in its sole discretion may elect to waive the early conversion RNR Pool contribution.

Additionally, an investor may request to rollover any RNR Note into shares as of the maturity date of the Note in lieu of repayment so long as the investor is eligible to participate in an offering of Iroquois Valley REIT shares as of the maturity date.

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. The Manager, in its sole discretion, may increase the total Offering amount by 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 $5,000. The maximum subscription by a single investor is $3,000,000, 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 506(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 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 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 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. A portion of offering proceeds may also be contributed to the RNR Pool to meet our contribution obligations under these and prior Rooted in Regeneration Notes.

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 Iroquois Valley REIT, make interest payments, or pay dividends to shareholders of the Iroquois Valley 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 Iroquois Valley 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. 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 limit 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.

PROSPECTIVE 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.Please understand that if the investment in the Notes is made by (i) an employee benefit plans subject to Title I of ERISA, (ii) a plan that is subject to Section 4975 of the Code (including an IRA and Keogh plan), or (iii) an entity whose underlying assets are deemed to include "plan assets" by reason of one or more retirement plan investors' investments in that entity, then you should understand that you will be required to bear the risk as to whether the investment is a non-exempt prohibited transaction under the Code or ERISA and whether such investment complies with all fiduciary duties and other obligations under ERISA.

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;
- 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. Considering 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 Iroquois Valley 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 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 an 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 seeking 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.

RESTRICTION 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 if 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 Iroquois Valley REIT. In turn, the management and investment policies of Iroquois Valley REIT are determined by its Board. 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. 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 the loans.

The Notes are junior to and subordinate to institutional financing, so though senior to all stock of the Company, Notes will not be the first in line to receive payments from revenues, especially if there is a liquidation or bankruptcy. The Notes are issued by the Company, not Iroquois Valley REIT, so investors may not have access to Iroquois Valley 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 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 or similar global health crisis 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 for 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.

GOVERNMENTAL OPPOSITION TO DEI INITIATIVES AND RELATED INITIATIVES COULD ADVERSELY IMPACT OUR PLANS

Recent actions by the current presidential administration and certain state governments reflect increasing scrutiny of and opposition to diversity, equity, and inclusion (DEI) initiatives and similar practices. This includes legislation and regulatory efforts aimed at limiting or eliminating DEI-related programs in both public and private sectors.

Our business strategy includes a number of practices that could be considered DEI-related, including but not limited to the RNR Pool itself. These practices are important to us, and we believe help us achieve our beneficial purpose. But efforts by government authorities to restrict or penalize DEI or similar programs could create legal or reputational risks, increase compliance and legal costs, consume management time and attention, and potentially force us to modify or scale back key components of our plans. These developments could adversely affect our operations, reputation, access to certain markets or partnerships, employee and stakeholder morale, and long-term growth.

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 on average 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, 4 of our owned farms 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 Iroquois Valley 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

To the extent the Company engages 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 Iroquois Valley 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 prices 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 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 Iroquois Valley 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 may 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 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 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 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. 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 one nominal farmland equity investment but have no immediate plans to make any further equity investments. Equity Investments 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 being made. Equity investments 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 enough 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 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 like 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, like 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 like 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 IROQUOIS VALLEY FARMLAND REIT

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

EFFECT OF IROQUOIS VALLEY FARMS LLC ON REIT STATUS

Iroquois Valley 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 Iroquois Valley REIT and will affect the ability of Iroquois Valley 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 will continue to enable Iroquois Valley 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 Iroquois Valley REIT manages the Company.

MANAGEMENT TEAM HAS LIMITED EXPERIENCE OPERATING REIT

There can be no assurance that the experience of the management team of Iroquois Valley REIT will be sufficient to successfully operate Iroquois Valley REIT as a REIT. Iroquois Valley REIT is required to develop and implement controls and procedures 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 the 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

Iroquois Valley 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. Iroquois Valley REIT will be managed in a manner that balances its shareholders' pecuniary interests, the best interests of those materially affected by Iroquois Valley REIT's conduct, and the public benefits described in its Certificate of Incorporation. The specific public benefit purpose of Iroquois Valley 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 Iroquois Valley REIT's status as a public benefit corporation, the Board may make decisions that are not intended to maximize financial gain. Iroquois Valley 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 benefits are broad and ambitious. Although designed with this priority, no assurance can be given that we will achieve, or even substantially contribute to our 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 benefits, and stakeholders (including, for example, farmers, Noteholders, or Iroquois Valley 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

Iroquois Valley 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, Iroquois Valley 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.

Iroquois Valley 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 Iroquois Valley 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 Iroquois Valley 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, Iroquois Valley 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 Iroquois Valley 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, Iroquois Valley 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, Iroquois Valley 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. Iroquois Valley 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 Iroquois Valley REIT pays with respect to any calendar year are less than the sum of 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. Iroquois Valley 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 Iroquois Valley 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 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.

REIT PROHIBITS OTHER OPPORTUNITIES

To maintain Iroquois Valley REIT's qualification as a REIT for U.S. federal income tax purposes, Iroquois Valley 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. Iroquois Valley 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 Iroquois Valley REIT's ability to make payments required pursuant to the Notes or achieve its intended public benefit.

POSSIBLE INTEREST INCOME AS A RESULT OF THE "BELOW-MARKET" INTEREST RATES OF THE NOTES.

All interest paid or payable on the Notes will be taxable income to U.S. Noteholders. In addition, such U.S. holders may be deemed to receive additional taxable interest if the Notes constitute "below-market loans," as such term is defined in Section 7872 of the Code and the Treasury Regulations thereunder unless an exception applies. The interest rates on the Notes (not including the RNR Pool Contribution) is expected to be below-market rate for purposes of these rules and in that event, subject to certain exceptions, such U.S. Noteholders may be deemed to receive additional taxable interest above such interest rates. The purchase of the Notes should in no way be understood as a charitable donation. Potential investors are strongly encouraged to consult a tax professional regarding the tax treatment of the Notes.

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 Iroquois Valley 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 Iroquois Valley 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.

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. IROQUOIS VALLEY'S PUBLIC SEC FILINGS

As a result of our separate offering of common stock of Iroquois Valley 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 before deciding whether to invest in our Note. For example, we file annual and semi-annual reports on SEC Forms 1-A and 1-SA, respectively, that include, among other things, updated financial statements and notice of certain Company events.

3. 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. 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 recent or 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 their potential effect on an investment in Notes.

SPECIAL CIRCUMSTANCES

The discussion is for general information only and does not consider all aspects of U.S. federal income taxation that may be relevant to the purchase, ownership and disposition of the Notes by a holder in light of such holder's personal circumstances, nor does it include any discussion of tax implications for non-U.S Noteholders. This summary does not represent a detailed description of the U.S. federal income tax consequences applicable to you if you are a person subject to special tax treatment under the U.S. federal income tax laws, including, without limitation:

- a dealer in securities or currencies;
- a financial institution;
- a regulated investment company;
- a real estate investment trust, a bank, a thrift or another financial institution or financial service entity;
- a private foundation or other tax-exempt organization;
- an insurance company;
- a retirement plan;
- a person holding the Notes as part of a hedging, integrated, conversion or constructive sale transaction or a straddle or other integrated investment;
- a trader in securities that has elected the mark-to-market method of accounting for your securities;
- a person subject to alternative minimum tax;
- a partnership or other pass-through entity (or an investor in such an entity);
- a U.S. holder whose "functional currency" is not the U.S. dollar;
- a "controlled foreign corporation";
- a "passive foreign investment company";
- a foreign government or international organization (within the meaning of Code Section 892);
- a U.S. expatriate;
- a partnership or other entity treated as a partnership for U.S. federal income tax purposes or an investor therein;
- an S corporation or any investor therein; or
- a holder that is not a U.S. holder.

Holders subject to the special circumstances described above may be subject to tax rules that differ significantly from those summarized below.

4. CERTAIN ERISA CONSIDERATIONS

The following is a summary of certain considerations associated with the purchase of the Notes by (i) employee benefit plans that are subject to Part 4 of Title I of the Employee

Retirement Income Security Act of 1974, as amended ("**ERISA**"), (ii) plans, individual retirement accounts and other arrangements that are subject to Section 4975 of the Code, and (iii) entities whose underlying assets are considered to include "plan assets" (as defined in ERISA) of any such plan, account or arrangement (each, a "**Plan**").

Governmental plans, church plans and non-U.S. plans, while not subject to the fiduciary responsibility provisions of ERISA or the prohibited transaction provisions of ERISA and Section 4975 of the Code that are discussed below, may nevertheless be subject to similar laws. Fiduciaries of any such plans should consult with their counsel before making an investment in the Notes to determine the need for, and the, availability, if necessary, of any exceptive relief under any such laws.

GENERAL FIDUCIARY MATTERS

ERISA and the Code impose certain duties on persons who are fiduciaries of a Plan and prohibit certain transactions involving the assets of a Plan and its fiduciaries or other interested parties. Under ERISA and the Code, any person who exercises discretionary authority or control over the administration of a Plan or the management or disposition of the assets of a Plan, or who renders investment advice for a fee or other compensation to a Plan, is generally considered to be a fiduciary of the Plan.

ERISA (and in particular Section 404 of ERISA) requires fiduciaries responsible for plan investments to exercise prudence in selecting investments, to diversify investments to minimize the risk of losses to the plan, and to follow the terms of the plan, including investment guidelines. An investment in the Notes is speculative and relatively illiquid. Although ERISA does not specifically prohibit plans from engaging in such investments, in deciding whether to invest plan assets in Notes, a plan fiduciary must carefully consider, among other factors, (i) whether the investment is prudent, considering the nature of the Notes, (ii) whether, in light of the plan's other investments, the investment satisfies ERISA diversification requirements, (iii) the limited liquidity of the Notes, and (iv) whether, in light of the plan's overall investment portfolio, the risks inherent in an investment in the Notes are consistent with ERISA standards and with the plan's investment guidelines.

In considering an investment in the Notes by the assets of any Plan, a fiduciary should consult with its counsel to determine whether the investment is in accordance with the documents and instruments governing the Plan and the applicable provisions of ERISA, the Code or any similar law relating to a fiduciary's duties to the Plan including, without limitation, the prudence and diversification requirements. We do not have any responsibility for determining whether a purchase of Notes is a prudent investment for any plan.

PROHIBITED TRANSACTION ISSUES

Section 406 of ERISA and Section 4975 of the Code prohibit Plans from engaging in specified transactions involving plan assets with persons or entities who are "parties in interest," within the meaning of ERISA, or "disqualified persons," within the meaning of Section 4975 of the Code, unless an exemption is available. Such transactions may include

(i) the direct or indirect extension of credit to a party in interest or a disqualified person, (ii) the sale or exchange of any property between a Plan and a party in interest or a disqualified person, or (iii) the transfer to, or use by or for the benefit of, a party in interest or disqualified person, of any plan assets. Such parties in interest or disqualified persons could include, for example, the issuer, a placement agent, or an affiliate thereof.

A party in interest or disqualified person who engages in a non-exempt prohibited transaction may be subject to excise taxes and other penalties and liabilities under ERISA and the Code. In addition, the fiduciary of a Plan that engages in a non-exempt prohibited transaction may be subject to penalties and liabilities under ERISA and the Code.

If a non-exempt prohibited transaction occurs, it must be reversed and the plan put in the position it would have been in had the transaction not occurred. In addition, an excise tax equal to 15% of the amount involved is assessed for each year that the transaction remains uncorrected and is payable by the party in interest involved in the transaction. The excise tax is increased to 100% under certain circumstances.

The U.S. Department of Labor has issued some prohibited transaction class exemptions (which we refer to as "**PTCEs**") that may provide exemptive relief for direct or indirect prohibited transactions resulting from the sale, purchase or holding of the Community Impact Notes. These class exemptions include, without limitation, PTCE 84-14 respecting transactions determined by independent qualified professional asset managers, PTCE 90-1 respecting insurance company pooled separate accounts, PTCE 91-38 respecting bank collective investment funds, PTCE 95-60 respecting life insurance company general accounts, and PTCE 96-23 respecting transactions determined by in-house asset managers. In addition, Section 408(b)(17) of ERISA and Section 4975(d)(20) of the Code provide relief from the prohibited transaction provisions of ERISA and Section 4975 of the Code for certain transactions, provided that neither the issuer of the notes nor any of its affiliates (directly or indirectly) have or exercise any discretionary authority or control or render any investment advice with respect to the assets of any Plan involved in the transaction and provided further that the Plan pays no more than adequate consideration in connection with the transaction. It should be noted, however, that there can be no assurance that all of the conditions of any such exemptions will be satisfied with respect to any such purchase of the Notes hereunder by a Plan.

The foregoing discussion is general in nature and is not intended to be all-inclusive. Due to the complexity of these rules and the penalties that may be imposed upon persons involved in non-exempt prohibited transactions, it is particularly important that fiduciaries, or other persons considering purchasing the Notes (and holding the Notes) on behalf of, or with the assets of, any Plan, consult with their counsel regarding the potential applicability of ERISA, Section 4975 of the Code and any similar laws to such investment and whether an exemption would be applicable to the purchase and holding of the Notes.

REPRESENTATION

Purchasers of the Notes have the exclusive responsibility for ensuring that their purchase and holding of the Notes complies with the fiduciary responsibility rules of ERISA and does not violate the prohibited transaction rules of ERISA, the Code or applicable similar laws.

Accordingly, by acceptance of an offered Note, each purchaser and subsequent transferee will be deemed to have represented and warranted that either (i) no portion of the assets used by such purchaser or transferee to acquire or hold the Notes constitutes assets of any Plan or (ii) the acquisition and holding of the Notes by such purchaser or transferee will not constitute a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code or similar violation under any applicable similar laws. In addition, by acceptance of an offered Note, each purchaser and subsequent transferee will be deemed to have represented and warranted that neither the Company nor any of its affiliates or employees has rendered any investment advice in making such decision.

These statements regarding certain consequences under ERISA and the Code are based on ERISA and the Code as currently in effect, and the existing administrative and judicial interpretations thereunder. Administrative, judicial or legislative changes may make the foregoing statements incorrect or incomplete. Acceptance of an investment in the Notes on behalf of a Plan is not a representation by us or any other party that such an investment meets all relevant legal requirements applicable to investments by any particular Plan. By investing in the Notes, a Plan fiduciary will be deemed to have given its informed consent to the risks involved in doing so and the business terms of the Notes.

The fiduciary and prohibited transactions provisions of ERISA and the Code are highly complex, and the foregoing is merely a brief summary of some of them. Each Plan should consult with its own counsel on the applicability and impact of ERISA and Section 4975 of the Code before investing in Notes.

5. 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, 2024

III. Iroquois Valley Farmland REIT, PBC Financial Statements and Independent Auditor's Report – December 31, 2023

6. ADDITIONAL INFORMATION

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