



CONFIDENTIAL

Date: _____

BY ELECTRONIC MAIL

Bulk Mineral
13379 McGregor Blvd Suite 2
Fort Myers Fl 33919

Investor:

RE: Acquisition of Mineral Rich Soil Amendments :

Overview

We propose the following transaction:

An investor becomes a partner in a series LLC. ADDA LLC as the contributing partner has contributed and/or plans to contribute Volcanic Ash minerals to a company/Series LLC and perhaps may contribute other assets, such as real property, land or mineral lease contracts, mining rights, claims, intellectual property, and or/ other good and valuable assets to the Series partnership.

Volcanic ash minerals, as we refer to the mineral rich soil amendments, owners offer partnership opportunities in bulk, offering partnership interest at a discounted rate of approximately 75% to the fair market value of the Property held in partnership. The resulting Series partnership has both cash and Property, with the intention to donate the minerals to charity and achieve a tax benefit for the cash-contribution partner of approximately 4 to 1.

The Series partnership may elect to donate the Volcanic Ash minerals (and possibly other assets) to one or more of the charities in the Haitian Development Network, a consortium of several Haitian focused charities qualifying under IRC 501 (c) (3) and dedicated to the support and giving of aid to the impoverished country of Haiti and its citizens.

Cash Contribution Amount

Contributions are due within 5 business days of signing LOI and will be held in an attorney escrow account until 12/27/2023.

Wire Instructions

Bank Name: JP Morgan Chase
Recipient: Nelson Snuffer Dahle Poulsen, PC
Routing # 124001545
Acct # 891896570

Bank Address: 95 E Tabernacle St, Saint George, UT 84770
Recipient Address: 10885 South, State St, Sandy, UT 84070
Recipient Tel: 801-576-1400

Reference: Volcanic Ash

Formation of series LLC	A new series limited liability company will be formed on behalf of all investors in order to participate in the company at the time they make their cash contributions.
Method of Partnership	A separate set of partnership documents will be provided by Bulk Mineral via DocuSign which include but not limited to: <ol style="list-style-type: none"> 1. Investor Subscription Agreement 2. Assignment of Property 3. Separate Series Agreement 4. In the Event of a Charitable Donation: Transfer by Gift of an Interest in Minerals to an IRC 501(c)3 Charity.
Contribution of Property	Mineral rich soil amendments in an amount equaling approximately four times (4x) the contribution amount shall be contributed by Company to Company Series LLC.
Representation of Accredited Investors	The undersigned Investor/contributor hereby acknowledges they are an “accredited investor” as defined in the securities laws and have sought independent professional advice concerning the appropriateness of this investment.
Charitable Deduction	The charitable contribution by the Donor/or Series will create a charitable deduction which will be allocated among the Series members and its LLC members that subscribe to the Series partnership in proportion to their respective capital contributions. This structure will provide a charitable deduction to its members (limited to 30% of AGI plus carry-over deductions). The net result of this transaction will be to endow the charity with valuable assets that can be put to use immediately and in the long term. The charitable donation is an incentive for the members to participate as Series partners and meet the Company goals of strategic asset stewardship, while contributing to the betterment of society.
Right to Rescind	Each investor, through his series LLC shall be entitled to rescind his investment (notwithstanding the intention of the company to make a charitable contribution for 2023) by 12/27/2023, before 5:00 pm MST, for any reason whatsoever.
Tax Return Documents	A Schedule K-1 will be prepared and distributed to Members via electronic mail. In the event of a Charitable Donation, a qualified appraisal of the Soil Rich Amendments fair market value (FMV) and form 8283 will be provided.

All documentation and parties related to the transactions contemplated herein are proprietary to Bulk Mineral and their affiliated Companies and shall be kept confidential (except for use by a party in obtaining legal or tax advice related hereto or as may be required by a governmental authority); and the final terms and conditions of any final and executed documents shall supersede prospectively this Letter of Intent (LOI).

AGREED:

INVESTOR:

BULK MINERAL

By:

By: Naomi Keck, Manager