



Rainforest Capital LLP (RFC)

Cambodian Sustainable Growth Fund (Fund)

Special Purpose Company (SPC)

Ruby Mine and Cutting Polishing Unit (Pailin) Cambodia

**Executive Summary
Februray 2014**

Presented by

**Abhay Pattnaik
Chairman and CEO
Rainforest Capital LLP**

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Growth Fund. For additional information, please contact the individuals listed on the cover page of this document.

Market Position

Abhay Pattnaik, RFC Founder and Chairman, has lived and worked in Cambodia for more than a decade. He has developed strong relationships with Central Government leadership providing technical support in establishing the Cambodian Stock Exchange, national financial policies and in developing comprehensive Public Private Partnerships to facilitate foreign investment, ownership and monetization of natural resources. He is establishing the first Sustainable Growth Fund targeting Cambodia and is positioned politically and socially to capture unique opportunities within the emerging Cambodian economy. The RFC Cambodian Sustainable Growth Fund is committed to a triple bottom line investment approach whereby acceptable investor returns can be achieved while also preserving the environment and improving the quality of life of Cambodian citizens.

Executive Summary

The RFC Cambodian Sustainable Growth Fund, hereafter referred to as “Fund”, is a USD300,000,000 closed-end private equity fund currently seeking investors. The Fund has an eight (8) year term with two consecutive one-year terms available at the discretion of Fund Managers to complete liquidation of assets and financial distributions to investors.

Fund investments will focus in four core sectors as follows:

- Mining
- Banking and Finance
- Agribusiness
- Industrial Infrastructure
- Social Infrastructure

Within these sectors, the Fund will integrate the entire value chain with its investments to control costs, mitigate risk and establish itself as the leading exporter of goods and services from Cambodia. We will build local brands and stabilize communities by creating jobs, developing services and providing training in rural areas where 80% of the Cambodian population live. Our investments include a commitment to set aside and contribute 10% to pre-approved non-profit organizations that support the advancement and sustainability of Cambodian communities and people.

The first investment transaction receiving preliminary approval from the Fund Investment Committee involves the creation of a Special Purpose Company (SPC) to facilitate and manage acquisitions, investments and operations related to the expansion of Cambodian rice production, milling and export. The following pages provide details of available resources, the

market, investment strategy and projected outcome with the intent of identifying interested parties for participation in the implementation thereof.

Fund Managers have successfully completed the following steps in preparation for its proposed investment:

- Secured Ruby Mining License & contracts from Royal Government of Cambodia
- Secured governmental EIA clearance to Mine Rubies and establish a gem stone export company along with Korean partner
- Secured investment as of Feb 2014 for License of the Ruby Mine USD 20mn and invested USD10mn in mining equipment and infrastructure development started mining and have at the moment 1kg (5000 carat) of rough Ruby Stone from the mine deposited in Government Strong Room.
- Secured precommitment from Private Equity Fund for funding if we list the company in LSX
- Positioned the Ruby Mining SPC with the Government of Cambodia to become the primary exporter of Gemstones with opportunities to expand into gemstone jewellery export unit
- We are seeking an investment of USD85mn which could be in phases of development. The starting investment we would be keen on USD25mn for M&A.

Fund Management

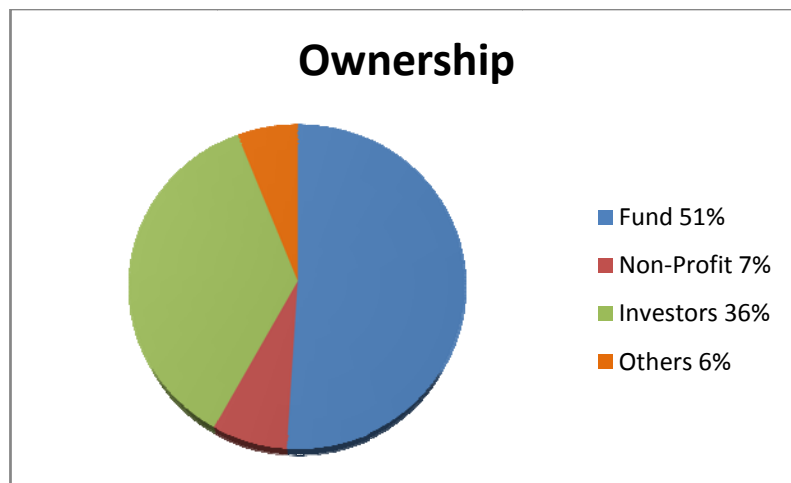
Abhay Pattnaik – Founder, Chairman and CEO of Rainforest Capital LLP – with over 30 years extensive international experience in management, risk mitigation, project development, financial modeling and marketing including spearheading high level political discussions and negotiations for implementing regulatory, social and economic reform within Cambodia.

John Danner – Board Member - is Chairman of Ciera LLC with over 40 years of experience in public-private partnerships in business, government, non-profits and Native American economic development. He is internationally recognized as a leading supporter of indigenous people through both for-profit and non-profit organizations, working with every U.S. President since Gerald Ford and unanimously endorsed in formal resolution by the United States House of Representatives and the Senate of the United States Congress.

Dr. Michael Nobel – Pending Board Member - is Chairman or Board Member of ten international companies including the Nobel Charitable Trust, which gives awards to politicians, scientists and corporate leaders in the area of renewable energy. He has received a number of international citations and awards for his work in the fields of medicine and conflict resolution including an honorary doctorate from Soka University in Tokyo and an honorary professorship from the National Academy of Science of Azerbaijan.

Investment Structure

The Fund will create and register the SPC as a wholly owned privately held company. The Fund will offer 36% equity participation in return for a USD25,000,000 investment.



Financial Overview

The Fund will offer a 36% stake in the SPC, retaining 2% of the proceeds as its management fee and reinvesting the balance into the SPC as working capital. All other transaction closing costs will be paid for by SPC.

As the Fund completes its capitalization strategy, it will allocate additional financing to expand the SPC Ruby Mining and gemstone export capabilities, as well as develop other allied gemstone (diamond) to expand SPC export opportunities.

Presentation Premise

- SPC operational cost projected at 2% of revenues
- Inflation Risk Premium 10% per year
- Revenues based on an average 10% price increase per year
- Risk Quantification
 1. Market Risk – assumed gemstone demand doubles during eight year term of Fund
 2. Interest Rate Risk – projecting conservative IRR of 24%

3. Exit Risk – managing total value chain and export branding
 4. Contract Risk – all collections are guaranteed by government strong room deposits and sold against irrevocable Letter of Credit
- In addition to the projections indicated, the mandated Fund liquidation will create an opportunity for the minority shareholders to acquire all or a portion of the Fund position in the SPC. It is the intention of the Fund to complete a Public Offering through the Cambodian Stock Exchange thereby giving Cambodian institutions and citizens an opportunity to acquire ownership in the SPC.

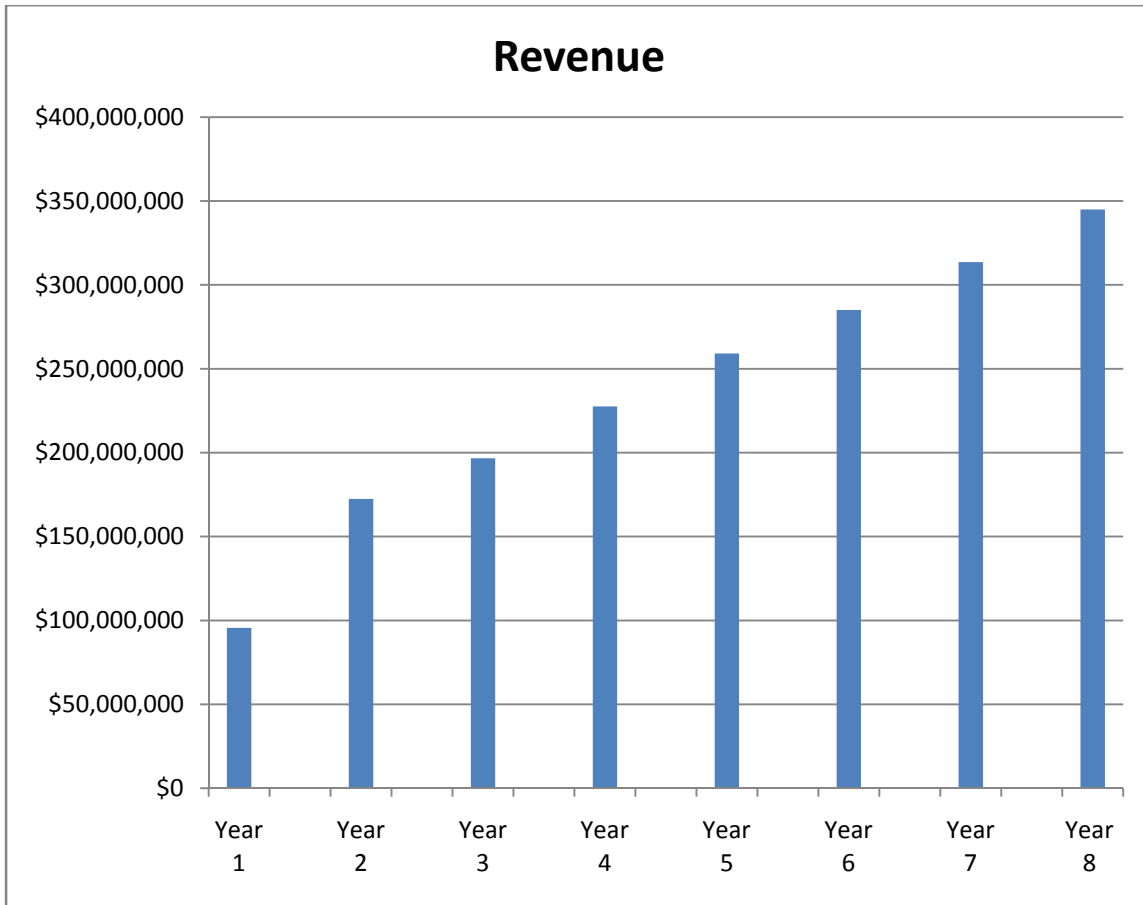
The total potential Ruby mineral reserves: 32,670,000 Carats

Yield of Ruby from above reserves (15%): 4,900,500 Carats

Cut and Polished Ruby produce capacity: 80,000 Carats /month

The value of Ruby deposits

RUBY ROUGH	YIELD FROM		MINIMUM PRICE	SUB TOTAL (US
	TOTAL: 980.1Kg (4,900,			
6,534	SMALL	784.1K	USD 100/Ca	284,5
32,670,000 CARATS	(milli~less than	3,920,500C	rat	00,00
	MEDIUM	171.5K	USD 750/Ca	642,3
	(1~less than	856,500Ca	rat	75,00
	BIG SIZE: 1.5%	1	USD 10,000/	735,0
	(More than	73,500Ca	Carat	00,00
T				1,6bn



Exit Strategy

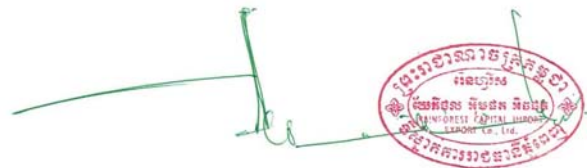
By selling 36% ownership to outside investors in return for USD25,000,000, the Fund secures sufficient capital to launch, operate and grow its first SPC involving ruby mining, cutting polishing factory for exports. Upon completing its capitalization, the Fund will allocate additional capital to help finance expansion of the SPC thereby substantially increasing value prior to its mandated liquidation event.

One of the Fund's investment themes is to acquire, invest in or create the next generation of blue chip companies across the basic sectors of the Cambodian economy with an objective of taking them public through the Cambodian Stock Exchange expected to open in the Summer of

2011. The Fund will therefore liquidate its holdings in SPC within the eight year term through one of two exit strategies.

1. Sale of its ownership position
2. Special Purpose Company IPO

RFC proposes to structure the investor agreement to include a first right of refusal for acquiring part of the Fund ownership position prior to the liquidation event, thereby creating an opportunity for investors to acquire majority ownership in the SPC while still enabling the Fund to complete an IPO to facilitate Cambodian based ownership.

A handwritten signature in green ink is written over a red circular official stamp. The stamp contains text in Khmer and English, including "Raffles Fund Capital Limited" and "RFCORP Co., Ltd.".

Abhay Pattnaik
Chairman & CEO