

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, September 29, 2016 6:57 AM
To: [REDACTED]; Rafael Gomez;
[REDACTED]; Bruce Blitch;
[REDACTED]
Subject: Status Report
Attachments: WinnettOrganics Presentation 160921.pptx

Greg and Paul are wrapping up the \$23MM plan for the Hyder landlord.

I am meeting today with our NY investment bankers to kick off the fund raising process for our packing equipment (\$30MM) and northern Arizona farming operations (\$120MM for 16,000 acres and related irrigation development to be leased and \$40MM for ramp up working capital). I am also discussing a role in our financing plans with a well-established investment banking firm in Los Angeles to bring additional firepower to our financings. Assuming the Hyder landlord proceeds, we have commitments of \$140MM in debt and leases, and are looking for an additional \$320MM in the form of equity, debt, and leases (see the presentation for a detailed breakdown) over the next two years.

Attached please find a Company Confidential presentation designed for the VC firm in Washington DC. Note that the \$23MM is assumed as complete in this presentation to be made late in October. This will need to be modified if our Hyder landlord declines. Also, we have not completed the EBITDA and valuation on slide 20. That will be complete on or about October 14th.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
520-745-4403 520-549-6245
www.winnettorganics.com



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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, September 30, 2016 7:47 AM
To: 'Michael Callahan'
Subject: RE: Another Bank Contact

Great. Thanks. Looking forward to it.

Regards,
Dennis

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From: Michael Callahan [mailto:[REDACTED]]
Sent: Friday, September 30, 2016 7:41 AM
To: Dennis Brewer <[REDACTED]>
Cc: Mark Gross <[REDACTED]>
Subject: Re: Another Bank Contact

Dennis,
Good seeing you as well. Mark and I will be having a call with my contact at Wakefern this afternoon. I will reach out to your banking contacts as well. We have a lot to accomplish in the next 90 days - can't wait.

Regards,
Michael Callahan
Managing Director
Investment Banking
Dominick and Dickerman
(O) 646 780-8432
(M) 917 930-9490

On Sep 30, 2016, at 6:51 AM, Dennis Brewer <[REDACTED]> wrote:

Matthew E. Eyrich
Senior Vice President, SRM
Southwest Food and Agribusiness

Wells Fargo, N.A. | 100 W Washington St., 25th Floor | Phoenix, Az 85003
MAC S4101-251
Tel 602-378-6669 | Cell 602-448-5035 | Fax 866-502-2141
[REDACTED]

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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520-745-4403 520-549-6245
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<image001.png>

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, September 30, 2016 5:22 PM
To: 'Trinity Capital Investment'
Subject: RE: Trinity Capital Investment Information

Thanks, David. Enjoyed speaking with you.

Regards,
Dennis

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Chief Executive Officer
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From: Trinity Capital Investment [mailto:[REDACTED]]
Sent: Friday, September 30, 2016 5:20 PM
To: [REDACTED]
Subject: RE: Trinity Capital Investment Information

Dennis,

Great talking to you just now... It sounds like your company is growing fast and has big plans in the agricultural space. As I mentioned on the call, we may not be experts in agriculture but we are great partners to work with and have strong startup experience. Several of my partners have founded and scaled global businesses. We would love to finance more AZ-based companies. As I mentioned, if you lock down \$30M+ in equity from a recognizable venture capital/private equity firm, please reengage with me. I would like to see if we can help you with some of the lease financing you are going to need. We can provide "just in time" financing that is extremely flexible.

I have attached a year-end summary of our activity in the market last year for your reference.

Kind regards,
David



David Erhart
Partner

2121 W. Chandler Blvd., Suite 103, Chandler, AZ 85224

Direct: 480.374.5348 | Mobile: 480.229.5760

www.trincapinvestment.com

 > *The Value of Venture Debt*

-----Original Message-----

From: Trinity Capital Investment [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Wednesday, September 14, 2016 6:48 AM
To: Trinity Capital Investment <[\[REDACTED\]](mailto:[REDACTED])>
Subject: Trinity Capital Investment Information

Company Name: WinnettOrganics, Inc.

Contact Name: Dennis Brewer

Email: [REDACTED]

Phone: (520) 745-4403

Industry: Clean Technology

Equity Sponsorship: Venture Capital

Message: Organic fresh foods company seeks \$60MM debt for high tech controlled environment agriculture implementation in northern and southern Arizona. This will accompany \$40MM in venture equity for working capital to fund ramp up of 5,000 acres of field grown (\$90MM revenue) and 500 acres of controlled environment ag shadehouse structures (\$62MM revenue) and related labor housing. This approximately \$150MM revenue project will, together with a \$30MM capex project scheduled to start in October, drive company growth to the \$165MM level in 2017.

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Sunday, October 2, 2016 10:44 AM
To: 'Shawn Baldwin'
Subject: RE: \$180MM Capable Organic Produce Grower

Thanks, Shawn.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
520-745-4403 520-549-6245
www.winnettorganics.com



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From: Shawn Baldwin [mailto:[REDACTED]]
Sent: Sunday, October 2, 2016 10:43 AM
To: Dennis Brewer <[REDACTED]>
Subject: Re: \$180MM Capable Organic Produce Grower

Dennis,

Thanks for your note.

Will discuss with the team next week and update you.

Regards,

Shawn

----- Original Message -----

Subject: \$180MM Capable Organic Produce Grower

From: Dennis Brewer <[REDACTED]>

Date: Oct 2, 2016, 7:20 AM

To: Shawn Baldwin <[REDACTED]>

Dennis Brewer has shared a OneDrive file with you. To view it, click the link below.



WinnettOrganics Retailer Presentation 161002.pptx

.....

If your organization has a need for up to \$120 million of organic leafy greens and \$60 million of organic melons in 2107, and a full line of organic produce items, up to \$1.9 billion by 2021, we would be pleased to have further discussions. I am available direct at 520-549-6245 if you want to explore this opportunity. The attached presentation details our capabilities.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, October 5, 2016 11:45 PM
To: 'Gregory P. Crossgrove '
Subject: RE: Buckeye Greenhouses

Thanks, Greg.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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-----Original Message-----

From: Gregory P. Crossgrove [mailto:[REDACTED]]
Sent: Wednesday, October 5, 2016 8:51 PM
To: Dennis Brewer CEO <[REDACTED]>
Subject: Buckeye Greenhouses

FYI- Dennis, ACTS Freedom Farms has signed a "Letter of Interest" with David Hinson. You may have further opportunities with Freedom Farms, with them having greenhouses within Winnett's reach. Would be interested in discussing with you after I finish the "Budget Proposal" for Barry. Have a good evening! Greg

Sent from my iPhone

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, October 5, 2016 7:03 PM
To: [REDACTED]
Subject: Kingman 16,000 Acres

Kingman, 16,000 acres listed by your firm: Is three year six percent interest-only seller financing possible on this property if the purchaser brought \$20MM to the closing?

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, October 5, 2016 9:15 AM
To: 'Krempel, Jacob A'
Subject: RE: Organic Fresh Foods

Hi Jake – We could meet any time Tuesday the 8th or Wednesday the 9th, at your convenience. Thanks very much for your interest. I look forward to meeting with both of you.

Regards,
Dennis

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From: Krempel, Jacob A [mailto:[REDACTED]]
Sent: Wednesday, October 5, 2016 9:12 AM
To: [REDACTED]
Cc: Merced, Jose F <[REDACTED]>
Subject: FW: Organic Fresh Foods

Hi Dennis-

Jose (Buyer) and myself (Category Manager) handle our Fresh Organic business, and are open the week of November 7th to meet with you. Give us a couple options on date/times that you would prefer and we will get back to you with our availability.

Thanks,

Jake

Jacob Krempel | Produce Category Manager
Kroger Co. | 1014 Vine Street Cincinnati OH, 45202
☎(office): 513-562-5794 | ✉(email): [REDACTED]

From: Dennis Brewer [mailto:[REDACTED]]
Sent: Wednesday, October 05, 2016 8:58 AM
To: Garnes, Monica
Subject: Organic Fresh Foods

Monica – I will be travelling to Bentonville the week of November 14. I'd appreciate the opportunity to meet with you before that time to see how we might be able to work together. Please let me know if you would be available the week of November 7. I can meet anytime during that week. Thank you.

Regards,
Dennis

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Dennis Brewer

From: Michael Broadway <[REDACTED]>
Sent: Thursday, October 6, 2016 8:04 PM
To: Dennis Brewer
Subject: Re: Kingman 16,000 Acres

Hi Dennis,

Can you please call me on this?

*******PLEASE NOTE MY NEW CELL NUMBER 702-400-5000 *******

Regards,

**Michael Broadway
Designated Broker
Broadway Realty Professionals LLC
422C English Village
1501 McCulloch BLVD N
Lake Havasu City, AZ 86403
Cell: 702-400-5000
Fax: 702-989-4669**

[REDACTED]

On Wed, Oct 5, 2016 at 4:03 PM, Dennis Brewer <[REDACTED]> wrote:

Kingman, 16,000 acres listed by your firm: Is three year six percent interest-only seller financing possible on this property if the purchaser brought \$20MM to the closing?

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

[520-745-4403](tel:520-745-4403) [520-549-6245](tel:520-549-6245)

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, October 6, 2016 1:27 PM
To: 'Michael Callahan'
Subject: RE: Winnett Ogranics CC Package
Attachments: Bill Tarazewich Address.docx; s1filing Signed DB 151223.pdf; WP Financial Statements 150930.xlsx; WP Financial Statements 151231.xlsx

- Company financials see attached S-1 and spreadsheets

- DOB and address for key executives (background checks)

Dennis Brewer 450 Island Road #35 Ramsey, NJ 07446 9/23/1955

Bill Tarazewich see attached

Paul Smith 255 Barcelona Drive Boulder CO 80303

I will obtain DOB for others

- Name of auditor – None appointed
- Name of outside legal counsel – Ray Sullivan 410-884-4036
- Status of any pending litigation - none

Regards,
Dennis

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From: Michael Callahan [mailto:[REDACTED]]
Sent: Thursday, October 6, 2016 1:01 PM
To: Dennis Brewer <[REDACTED]>
Cc: Mark Gross <[REDACTED]> Louis Ott <[REDACTED]>
Subject: FW: Winnett Ogranics CC Package

Dennis – below is a list of additional information we need to get approval to move ahead from our commitment committee. Most of the requested information is required by regulators as well. Please forward to us ASAP. Thanks

PS – we are excited to work with your team to accomplish your vision.

Regards,
Michael J Callahan

Managing Director
Investment Banking
Dominick and Dickerman LLC
570 Lexington Ave
Suite 4200
New York, NY 10022
Direct 646 780-8432
Cell 917 930-9490

DOMINICK & DICKERMAN LLC | *Member FINRA, SIPC*

From: Louis Ott

Sent: Thursday, October 06, 2016 12:49 PM

To: Michael Callahan <[REDACTED]> Mark Gross <[REDACTED]>

Subject: Winnett Ogranics CC Package

Guys,

Below are the remaining items needed for the CC package:

- Company financials
- DOB and address for key executives (background checks)
- Name of auditor
- Name of outside legal counsel
- Status of any pending litigation

Thanks,
Lou

Louis Bingham Ott
Senior Analyst | Investment Banking
DOMINICK & DICKERMAN, LLC
570 Lexington Ave. 42nd Fl.
New York, NY 10022
Direct: 646.780.8450
Mobile: 207.712.1531
Email: [REDACTED]

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, October 6, 2016 5:54 AM
To: [REDACTED]; [REDACTED]; Rafael Gomez;
[REDACTED]; Bruce Blitch;
[REDACTED]
Cc: 'Michael Callahan'; 'Mark Gross'
Subject: Status Report

We have been waiting on new wage rate information due the end of this week to wrap up the Hyder landlord presentation for \$23MM of debt financing, plus \$7MM for irrigation improvements at Hyder. That presentation will happen shortly. Our investment bankers are busy working to locate a REIT partner for our northern Arizona project. As soon as the five year projection is completed, I will get in front of our Washington DC venture capital contact. I am working with the Buckeye greenhouse developer to secure the financing for an eventual 6,000 acres of shadehouses at Hyder and Kingman, beginning with 500 acres at Kingman next spring.

Wal-Mart and Costco have both indicated interest in our products and are internally discussing working with us. I have a meeting with Kroger the week of November 7th. I have made several other introductions of the company to major retailers and am following up with them over the next week. Richard Miller is working on getting our 4,200 acres of conventional summer produce sold (\$50MM) to a foodservice coop or a grocery wholesaler.

We have all the ingredients for a bright future and are working to develop the cash infusion we need to get things going in a significant way.

Regards,
Dennis

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, October 7, 2016 2:25 PM
To: 'Michael Callahan'; 'Mark Gross'
Subject: Kingman Acquisition

Here is an acquisition scenario for the 16,000 acres at Kingman. Investor puts up \$20MM in 2016 to purchase for \$92MM and sells to us in 2019 at a guaranteed price of \$98MM. In the interim, we make a \$4.9MM annual lease payment which is used by investor to service debt to seller (6% interest rate), pay property taxes, and generate \$500,000 plus of positive annual cash flow. This scenario generates a 39% total return to investor over the three year period.

Purchase price 2016	92,000,000			
Down payment	20,000,000			
Annual lease payment received	4,900,000			
Annual interest paid at 6%	4,320,000	1,740,000	2017 - 2019 Net Cash Flow	
Sale Price 2019	98,000,000	6,000,000	2019 Sale Profit	
		7,740,000	39% Total Return	

I have checked with the broker and a deal along these lines is acceptable to seller, though a final purchase price and terms have not been established. He will get back to me early next week with any changes to the deal proposed by the current owner. We would also want to invest \$10MM in irrigation improvements on 5,000 organic acres (our funds) and \$22.5MM in 1,000 acres of shadehouses (third party funds) between now and 2019.

Regards,
Dennis

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Saturday, October 8, 2016 2:47 PM
To: 'Gregory P. Crossgrove '
Subject: RE: Organic Carrots, Onions and Potatoes

Great. Good to know. Sprouts is on my target list. Since you have contact with them, so much the better.

Regards,
Dennis

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-----Original Message-----

From: Gregory P. Crossgrove [mailto:[REDACTED]]
Sent: Saturday, October 8, 2016 2:34 PM
To: Dennis Brewer CEO <[REDACTED]>
Subject: Organic Carrots, Onions and Potatoes

Dennis,

My brother and I had a meeting with "Sprouts" yesterday, in Queen Creek, upper management was here for a new opening. They stressed the importance of the shortage of organic carrots, onions and potatoes. I introduced them to them Eloy and Hyder areas, the liked.

They stressed the need for more qualified grower/shippers for organic broccoli bunch and especially crowns, cauliflower, lettuce items and bunched kale. One if them my background and history in this area, that's the reason they allowed me to go into the Eloy and Hyder area.

Have a good week-end! Greg

AltaVista Capital Markets, LLC

One World Trade Center, Suite 8500, New York City, New York 10007

Issuer Direct: 800-547-7118 / Email: [REDACTED]

<http://www.AltaVistaCapitalMarkets.com>

<http://www.NanocapMarket.com> / <http://www.MicrocapMarket.com>

October 10th, 2016

Based on the completion of AltaVista Capital Market, Inc.'s ("Underwriter") initial due diligence and review of documentation submitted by the Company, we are pleased to set forth the following terms and conditions approved for equity capital funding by a pool of Investors associated with **Alta Vista Agriculture Ventures Fund, LP.** and/or the **Nanocap Market.**

AltaVista Agriculture Ventures Fund, LP., and/or a group of investors associated with the Nanocap Market, commits to provide up to \$40,000,000 in private equity capital investment financing to a single purpose (Winnett Perico, Inc.) as further defined herein.

ISSUER: Winnett Perico, Inc. ("Issuer")

PROPOSED OFFERING: Minimum amount \$5,000,000 USD and a maximum amount of \$40,000,000 USD as exempt from Registration under Regulation A+ Tier II, and Federal Securities Laws. AltaVista Capital Markets, LLC to act as Underwriter for a Cumulative Convertible Stock Offering on the Nanocap Market (*the Nanocap Market is an Alternative Trading System registered with the United States Securities and Exchange Commission and Operated by AltaVista Capital Markets, LLC*).

PROPOSED TERMS OF CUMULATIVE CONVERTIBLE PREFERRED STOCK:

- 400,000 - Class A Convertible Preferred Stock
- Non-Voting Preferred Stock Shares
- Each Class A Convertible Preferred Stock shall have a face value of \$100 USD.
 - Conversion feature of the Class A Convertible Preferred Stock Shares:
 - YEAR 3: (Shareholder Conversion Option)
 - At anytime during the third year of the investment, the Investor may choose on the First Business Day of Each Month to convert each Unit of the Class A Convertible Preferred Stock for Common Stock of the Company at market price *minus* 5% of the Company's Common Stock at time of conversion / closing. The closing price will be the weighted average price of the Common Stock Closing Price over the previous 60 days. Fractional interests will be paid to the Investor by the Company in cash.
 - The Investor can sell the Class A Convertible Preferred Stock Shares back to the Company at any time after two years for the full face value of the Shares plus any accrued interest, though the Company has no obligation to purchase the Shares.

AltaVista Capital Markets, LLC

One World Trade Center, Suite 8500, New York City, New York 10007

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- Dividends on this Class Convertible Preferred Stock will be payable on a cumulative basis when, as and if declared by the Board of Directors, or an authorized committee of the Board of Directors, at an annual rate of 7.00% on the stated value of \$100.00 per share.
 - Should the Company not be listed on any Regulated Stock Exchange or OTC Market (“Over-the-Counter inter-dealer quotation system”), the Shares shall convert to Common Stock in the Company at the “per share value” of the Company’s Common Stock as determined by an Independent Third Party Valuations Firm that is chosen by the Company’s Board of Directors.
- YEAR 4: (Optional Conversion Option)
- At anytime during the fourth year of the investment, the Investor may choose on the First Business Day of Each Month to convert each unit of the Company’s Class A Convertible Preferred Stock for Common Stock of the Company at market price *minus 10%* of the Company’s Common Stock at time of conversion / closing. The closing price will be the weighted average price of the Common Stock Closing Price over the previous 60 days. Fractional interests will be paid to the Investor by the Company in cash.
 - The Investor can sell the Class A Convertible Preferred Stock Shares back to the Company at any time after two years for the full face value of the Shares plus any accrued interest, though the Company has no obligation to purchase the Shares.
 - Dividends on this Class A Convertible Preferred Stock will be payable on a cumulative basis when, as and if declared by the Board of Directors, or an authorized committee of the Board of Directors, at an annual rate of 7.00% on the stated value of \$100.00 per share.
 - Should the Company not be listed on any Regulated Stock Exchange or OTC Market (“Over-the-Counter inter-dealer quotation system”), the Shares shall convert to Common Stock in the Company at the “per share value” (minus any discounts) of the Company’s Common Stock as determined by an Independent Third Party Valuations Firm that is chosen by the Company’s Board of Directors.
- YEAR 5: (Optional & Mandatory Conversion Options)
- *Optional:* At anytime during the fifth year of the investment, the Investor may choose on the First Day of Each Month to convert each unit of the Company’s Convertible Class A Preferred Stock for Common Stock of the Company at market price *minus 15%* of the Company’s Common Stock at time of conversion / closing. The closing price will be the

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weighted average price of the Common Stock Closing Price over the previous 60 days. Fractional interests will be paid to the shareholder by the Company in cash.

- The Investor can sell the 9% Convertible Preferred Stock Shares back to the Company at any time after two years for the full face value of the Shares plus any accrued interest, though the Company has no obligation to purchase the Shares.
 - Dividends on this Class A Convertible Preferred Stock will be payable on a cumulative basis when, as and if declared by the Board of Directors, or an authorized committee of the Board of Directors, at an annual rate of 7.00% on the stated value of \$100.00 per share.
 - *Mandatory:* On the last business day of the 5th year of the investment, the Investor MUST convert each Unit of the Company's Class A Convertible Preferred Stock for Common Stock of the Company at market price *minus 15%* of the Company's Common Stock at time of conversion / closing. The closing price will be the weighted average price of the Common Stock Closing Price over the previous 60 days. Fractional interests will be paid to the shareholder by the Company in cash.
 - Should the Company not be listed on any Regulated Stock Exchange or OTC Market ("Over-the-Counter inter-dealer quotation system"), the shares shall convert to Common Stock in the Company at the "per share value" (minus any discounts) of the Company's Common Stock as determined by an Independent Third Party Valuations Firm that is chosen by the Company's Board of Directors.
- The Company has the Right to convert the Class A Convertible Preferred Stock Shares to Common Shares of the Company should the Company be acquired or merged with another company (where the Company has less than 50% controlling interest). The Company has the Right to "Call In" all Class A Convertible Preferred Stock Shares at the value of the Common Stock Shares, less the appropriate percentage discount in the Year that the acquisition or merger occurs.

PROJECTED CLOSING DATE: (120) days following effective date of filing with the United States Securities and Exchange Commission.

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ISSUER'S COUNSEL: *TBD*, Issuer's selection conditioned upon law firm having appropriate experience in Federal Securities Law Offerings, subject to reasonable approval of AltaVista Securities, LLC.

UNDERWRITER EXPENSES: Underwriter (AltaVista Capital Markets, LLC) shall receive Expenses of:

Fees Paid to the Underwriter from Net Proceeds of the Investment:

- Upon the completion of the drafting of the SEC Registration Statement (SEC Form 1-A), a payment of \$45,000 shall become earned by the Underwriter, and is paid out of the net proceeds of the investment.
- Upon Qualification of the SEC Registration Statement by the United States Securities and Exchange Commission, a payment of \$15,000 shall become earned by the Underwriter, and is paid out of the net proceeds of the investment.
- Upon the Company being admitted for trade on the Nanocap Market (post SEC Qualification of the Registration Statement), a payment of \$15,000 shall become earned by the Underwriter, and is paid out of the net proceeds of the investment.

Issuer is responsible for all other pre-investment expenses, including but not limited to, Issuer's legal counsel, accountants and/or auditors, bank escrows, Federal and State Filing Fees, CUSIP, etc.

AltaVista Capital Markets, LLC

One World Trade Center, Suite 8500, New York City, New York 10007

Issuer Direct: 800-547-7118 / Email: [REDACTED]

<http://www.AltaVistaCapitalMarkets.com>

<http://www.NanocapMarket.com> / <http://www.MicrocapMarket.com>

UNDERWRITER OPTIONS / WARRANTS AND OTHER COMPENSATION: Underwriter will have warrants, options or other compensation as detailed below and as is in compliance with FINRA regulations.

The Company agrees to pay AltaVista Capital Markets, LLC or its nominees compensation (the "Compensation") according to the following table:

PHASE	DUE DATE	RESTRICTED COMMON SHARES PAYABLE AND/OR AMOUNT	COMPANY COMMON SHARES ARE TO BE DELIVERED TO
PHASE I	Within FIVE BUSINESS DAYS of the Company's Regulation A+ Tier II becoming Qualified by the SEC	0.25% of the Company's Total Issued and Outstanding Common Stock (Aggregate Total: 0.25%)	AltaVista Agriculture Ventures Fund, LP
PHASE II	Within FIVE BUSINESS DAYS of the Company's Securities becoming Listed on the Nanocap Market	0.25% of the Company's Total Issued and Outstanding Common Stock (Aggregate Total: 0.50%)	AltaVista Agriculture Ventures Fund, LP
PHASE III	Within FIVE BUSINESS DAYS of the Company reaching 25% of its Offering and / Capitalization Goal.	0.50% of the Company's Total Issued and Outstanding Common Stock (Aggregate Total: 1.00%)	AltaVista Agriculture Ventures Fund, LP
PHASE IV	Within FIVE BUSINESS DAYS of the Company reaching 50% of its Offering and / Capitalization Goal.	0.50% of the Company's Total Issued and Outstanding Common Stock (Aggregate Total: 1.50%)	AltaVista Agriculture Ventures Fund, LP

AltaVista Capital Markets, LLC

One World Trade Center, Suite 8500, New York City, New York 10007

Issuer Direct: 800-547-7118 / Email: [REDACTED]

<http://www.AltaVistaCapitalMarkets.com>

<http://www.NanocapMarket.com> / <http://www.MicrocapMarket.com>

PHASE V	Within FIVE BUSINESS DAYS of the Company reaching 75% of its Offering and / Capitalization Goal.	0.50% of the Company's Total Issued and Outstanding Common Stock (Aggregate Total: 2.00%)	AltaVista Agriculture Ventures Fund, LP
PHASE VI	Within FIVE BUSINESS DAYS of the Company reaching 100% of its Offering and / Capitalization Goal.	0.50% of the Company's Total Issued and Outstanding Common Stock (Aggregate Total: 2.50%)	AltaVista Agriculture Ventures Fund, LP

- a. The Company shall cause to be delivered the applicable share certificates for the shares described in the table above (the "Securities") to ALTAVISTA AGRICULTURE VENTURES FUND, LP. The Company represents and warrants that, when issued, the Securities will be issued free and clear of all liens, charges, and encumbrances of any kind whatsoever, subject only to the re-sale restrictions under applicable securities laws.

GENERAL CONDITIONS:

- Audited Financials of Issuer required in compliance with SEC regulations, with no material adverse change in business or financial condition of Issuer.
 - Audited Financial Statement MUST be dated within the last 90 days.
 - Audited Financial Statements MUST be for the last TWO YEARS, and if not incorporated for longer than two years, the Un-Audited Financial Statements MUST go back ONLY to the date of incorporation.
 - Audited Financial Statements MUST include:
 - Balance Sheet
 - Profit & Loss Statement
 - Statement of Shareholder Equity
 - Statement of Cash Flow
 - Notes to the Financial Statements
- Appropriate opinions from Issuer's counsel, acceptable to AltaVista Securities, LLC with respect to all relevant terms, conditions, and circumstances relating to the Offering as well as the results Underwriter's due diligence investigation.
- No adverse change in capital markets, financial crisis, suspension or moratorium on trading or legislation or regulations are proposed or adopted which materially limit or adversely affect the

AltaVista Capital Markets, LLC

One World Trade Center, Suite 8500, New York City, New York 10007

Issuer Direct: 800-547-7118 / Email: [REDACTED]

<http://www.AltaVistaCapitalMarkets.com>

<http://www.NanocapMarket.com> / <http://www.MicrocapMarket.com>

ability of the Underwriter Register the Offering with the United States Securities and Exchange Commission, in the reasonable opinion of the Underwriter.

- No adverse change in the financial condition, operations or business of Issuer in the reasonable opinion of the Underwriter.
- Due Diligence review and approval by Underwriter. Documents required:
 - Final Business Plan
 - Copy of the Company's Articles of Incorporation
 - Copy of the Company's Bylaws
 - Copy of current Cap Table
 - Details on all stock sales in the last 12 months
 - Un-Audited Financial Statement
 - 3, 4 or 5 year Proforma Statement
 - Biographies on all Members of Management
 - Details on all Options and Warrants issued and outstanding

REQUIRED ATS / OTC OR REGULATED MARKET LISTING: Nanocap Market

BLUE SKY: 50 States, exemption for Regulation A+ Tier II from registration, but filing fees / notices apply as required.

QUIET PERIOD: No trading of newly issued securities for a period of 90 days post qualification of the SEC Form 1-A Registration Statement by the United States Securities and Exchange Commission.

ESCROW AGENT: TBD by Issuer and subject to reasonable approval by Underwriter.

EXPIRATION OF AGREEMENT: If not excepted by 5:00 PM EST on October 21st, 2016, this agreement shall be considered Null and Void.

AltaVista Capital Markets, LLC

One World Trade Center, Suite 8500, New York City, New York 10007

Issuer Direct: 800-547-7118 / Email: [REDACTED]

<http://www.AltaVistaCapitalMarkets.com>

<http://www.NanocapMarket.com> / <http://www.MicrocapMarket.com>

AGREED:

AltaVista Capital Markets as Underwriter

AltaVista Agriculture Ventures Fund, LP

By: _____

By: _____

Title: _____

Title: _____

Winnett Perico, Inc.

By: _____

Title: _____

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, October 10, 2016 8:31 AM
To: 'Krempel, Jacob A'
Subject: RE: Organic Fresh Foods

Jake – In addition to leafy greens and melons, we will have a selection of other items including beets, broccoli, cabbage, cauliflower, celery, cucumbers, eggplant, leek, bell peppers, pumpkin, radish, spinach, squash, tomato, and turnip in 2017. I look forward to meeting Jose and you on November 8th or 9th. Let me know what works and I will try to arrange for our President to attend as well. Thanks.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
520-745-4403 520-549-6245
www.winnettorganics.com



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From: Krempel, Jacob A [mailto:[REDACTED]]
Sent: Wednesday, October 5, 2016 9:12 AM
To: [REDACTED]
Cc: Merced, Jose F <[REDACTED]>
Subject: FW: Organic Fresh Foods

Hi Dennis-

Jose (Buyer) and myself (Category Manager) handle our Fresh Organic business, and are open the week of November 7th to meet with you. Give us a couple options on date/times that you would prefer and we will get back to you with our availability.

Thanks,

Jake

Jacob Krempel | Produce Category Manager
Kroger Co. | 1014 Vine Street Cincinnati OH, 45202
☎(office): 513-562-5794 | ✉(email): [REDACTED]

From: Dennis Brewer [<mailto:> [REDACTED]]
Sent: Wednesday, October 05, 2016 8:58 AM
To: Garnes, Monica
Subject: Organic Fresh Foods

Monica – I will be travelling to Bentonville the week of November 14. I'd appreciate the opportunity to meet with you before that time to see how we might be able to work together. Please let me know if you would be available the week of November 7. I can meet anytime during that week. Thank you.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, October 10, 2016 8:28 AM
To: 'Shawn Baldwin'
Subject: RE: \$180MM Capable Organic Produce Grower

Shawn – In addition to leafy greens and melons, we will have a selection of other items including beets, broccoli, cabbage, cauliflower, celery, cucumbers, eggplant, leek, bell peppers, pumpkin, radish, spinach, squash, tomato, and turnip in 2017. I'd be happy to meet with your team in November, preferably sometime the week of November 14th. Let me know what works and I will try to arrange for our President to attend as well. Thanks.

Regards,
Dennis

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Chief Executive Officer
WinnettOrganics, Inc.
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From: Shawn Baldwin [mailto:[REDACTED]]
Sent: Sunday, October 2, 2016 10:43 AM
To: Dennis Brewer <[REDACTED]>
Subject: Re: \$180MM Capable Organic Produce Grower

Dennis,

Thanks for your note.

Will discuss with the team next week and update you.

Regards,

Shawn

----- Original Message -----

Subject: \$180MM Capable Organic Produce Grower

From: Dennis Brewer <[REDACTED]>

Date: Oct 2, 2016, 7:20 AM

To: Shawn Baldwin <[REDACTED]>

Dennis Brewer has shared a OneDrive file with you. To view it, click the link below.



WinnettOrganics Retailer Presentation 161002.pptx

If your organization has a need for up to \$120 million of organic leafy greens and \$60 million of organic melons in 2107, and a full line of organic produce items, up to \$1.9 billion by 2021, we would be pleased to have further discussions. I am available direct at 520-549-6245 if you want to explore this opportunity. The attached presentation details our capabilities.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
520-745-4403 520-549-6245
www.winnettorganics.com



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Dennis Brewer

From: Dean T. Smith <[REDACTED]>
Sent: Tuesday, October 11, 2016 5:03 PM
To: Dennis Brewer
Subject: Re: Wal-Mart

Ah that makes complete sense!

Get even a few PO confirmed from Fortune 500 retailers you are good to go. Hindsight is always a beautiful thing huh? LOL

From: [Dennis Brewer](#)
Sent: Tuesday, October 11, 2016 1:51 PM
To: 'Dean T. Smith'
Subject: RE: Wal-Mart

Dean - Our investment bankers tell us they can make the funding happen with sales orders in place so I am full throttle with the biggest retailers – Costco, Kroger, Albertsons, etc. Our first crops will be in May if we do melons in Hyder or leafy greens, etc, in Kingman. So, yes, it will take some time to get rolling with Wal-Mart but that is fine and works with our schedule. Too bad I did not start sooner but we did not have the investment bankers in place and I thought our sales agents would produce. They did not so I took matters into my own hands and am getting good results so far.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
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www.winnettorganics.com



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From: Dean T. Smith [mailto:[REDACTED]]
Sent: Tuesday, October 11, 2016 4:40 PM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Wal-Mart

Dennis,

That is huge news congratulations. Is this something consulting management wise or? I am asking as it sounds cart before horse with respect to funding future crops.

Of course with Walmart it takes a good half year just to get rolling with them!

Dean

From: [Dennis Brewer](#)

Sent: Tuesday, October 11, 2016 12:13 PM

To: [REDACTED] ; [REDACTED] ; [REDACTED] ;
[REDACTED] ; [REDACTED] ; [Rafael Gomez](#) ;
[REDACTED] ; [Bruce Blitch](#) ; [REDACTED] ;

Cc: ['Michael Callahan'](#) ; ['Mark Gross'](#)

Subject: Wal-Mart

Wal-Mart has asked us to set up as one of their vendors for their facilities in California, Arizona, Nevada, and New Mexico for starters. I will be having a detailed discussion with their mid-level procurement people next week at the direction of a key member of the Bentonville team.

Regards,
Dennis

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Dean T Smith
White Wolf Properties, LLC
Sasha's Farm Fresh, LLC
630-699-4348

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Dean T Smith
White Wolf Properties, LLC
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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, October 11, 2016 10:19 AM
To: 'Ronald G. McCormick'
Cc: 'Ashley Kilgore'
Subject: RE: Walmart and Organics

Ron – Thanks for your detailed email. We welcome the opportunity to move things along in a meaningful fashion. We will work to your plan as we develop our relationship with your organization. We are a small, agile team and can flex to meet Wal-Mart's requirements. I look forward to our initial phone conversation on Tuesday the 18th. I am on Eastern Time and available to meet any time that day. Since this is a key potential relationship for us going forward, I will be involved throughout the planning process and the initial stages of execution, and will always be available to Wal-Mart as the situation requires.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
520-745-4403 520-549-6245
www.winnettorganics.com



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From: Ronald G. McCormick [mailto:[REDACTED]]
Sent: Tuesday, October 11, 2016 9:50 AM
To: [REDACTED]
Cc: Ashley Kilgore <[REDACTED]>
Subject: Walmart and Organics

TO: Dennis Brewer, CEO Winnett Organics, Inc.
RE: Walmart Introduction

Mr. Brewer, I work for Shawn Baldwin and he's asked me to facilitate our conversation. We are a matrix organization with a community of decision makers, and part of my role is to coordinate activities around Organics and Local to ensure we have a coherent offering for our customers; and that the various merchants and sourcing managers are taking advantage of the opportunities to collaborate in ways that leverage our volume and logistics. I am not a fan of big top-to-top meetings as a first step primarily because of the number of people involved. I find that such initial meetings are unproductive...just an expensive meeting to plan a meeting. I'd like to propose a phone call where we can gather information about your strengths, our needs, and the sometimes unique issue of doing business with us. A few examples of the things we can check off before we get together face-to-face:

- Our suppliers must have a Walmart Vendor number which can be time consuming, especially if it's not shepherded by someone on our team.
- Our suppliers must be Global Food Safety Initiative compliant and certified.
- We tend to "assign" suppliers by commodity to each of our 43 Grocery Distribution Centers. That's not necessarily a problem, but because of your Arizona location there will likely be items from your manifest that are already covered in our DC's in Arizona, California, New Mexico, and Nevada, and we may need to map out a path to build efficient logistics.
- Our merchants make the assortment decisions and we do not have a specific buyer for organics. This means your manifest would touch:
 - Dan Irwin, Cooking Vegetables
 - Mike Agostini, Salad Vegetables
 - Shane Werling, Melons
 - Danielle Lyman, Packaged Vegetables
 - Paul Renn, Roots

...all of these categories are supported by sourcing managers in our Global Food Sourcing office in California, Washington, Miami, Texas, Michigan, and North Carolina. These merchants report to our three senior merchants that report directly to Shawn: Michael Cochran, Mikel Hancock, and Laura Himes. Lots of decision makers, and it's best if we can prioritize and match your strengths and growth targets going into the discussion.

Shawn would be happy to meet with you and your President, but his schedule is crazy, and it may not be to our joint interests to wait, when we could wade through issues first. As you know, we have set aggressive goals for ourselves on Organics and we need new sources, so I'd be thrilled to help investigate whether our two companies are a match.

Many of us are off to PMA this week, but I have a pretty open calendar on Tuesday October 18th and Thursday October 20th if that would work for a planning call. Just let us know a time that works for y'all and the attendees and their e-mail addresses. Ashley Kilgore, from my team will send a WebEx planner and we can

Ronald G. McCormick Senior Director

Walmart U.S. Produce & Floral – Local & Sustainable Agriculture
Office: (479) 273-8635 Mobile: (479) 685-5076

Wal-Mart Stores, Inc.
702 S.W. 8th Street (MS 0265)
Bentonville, AR 72716-0265



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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, October 11, 2016 3:13 PM
To: [REDACTED]; [REDACTED]; Rafael Gomez;
[REDACTED]; Bruce Blitch;
[REDACTED]
Cc: 'Michael Callahan'; 'Mark Gross'
Subject: Wal-Mart

Wal-Mart has asked us to set up as one of their vendors for their facilities in California, Arizona, Nevada, and New Mexico for starters. I will be having a detailed discussion with their mid-level procurement people next week at the direction of a key member of the Bentonville team.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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www.winnettorganics.com



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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, October 12, 2016 12:40 PM
To: 'Paul Smith'
Subject: RE: Next Steps

Paul – Just got back from another meeting. Would be happy to speak. Sorry to hear that Greg will be taking still more time to complete the proposal but am reluctant to place any pressure there as I have been with others due to the overall situation. I continue to feel confident he can get the job done with your help.

Perhaps I misunderstood your intentions but you refused priority requirements twice:

---The greenhouse revenue projection a few weeks back (we needed it for the developer and still need to do it as part of our detailed five year forecast)

---The five year projection we need to complete the \$40MM equity raise and the acquisition of the Kingman operation (this is an urgent priority and is being worked on by our investment bankers but they are handicapped without the projection)

You also informed Bruce and Mark they would not have employment despite two requests not to do so as we have other resources in process.

We will not be able to continue if my requests cannot be honored.

I need to know whether you will make the five year projection a priority. We can complete this in the next five to ten days.

I have no problem with you doing consulting in the interim while we are awaiting financing and am willing to let those assignments continue as needed once we are underway.

Regardless of how things turn out with any particular financing, the company will use its resources to see that you and others who have put efforts and expenses in are paid.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
520-745-4403 520-549-6245
www.winnettorganics.com



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From: Paul Smith [mailto:[REDACTED]]
Sent: Wednesday, October 12, 2016 11:55 AM

To: Brewer Dennis <[REDACTED]>

Subject: Re: Next Steps

Hi Dennis:

Do you have time to talk briefly today? I would like to discuss the following:

I would like to update you on a meeting I had with Greg Crossgrove yesterday regarding his timing. He will be on a vacation next week and will not complete everything until after he gets back from vacation.

But also during the meeting, he indicated that you had informed him in an email that I was no longer going to be working for WinnettOrganics, and consequently he needed to work with me to complete the forecast as soon as possible. This statement concerns me, and I feel you might have misconstrued my intentions relating to: 1) my desire to continue working in the long-term with WO to raise equity and make it successful, and 2) my short-term personal financial need to find work where I can get paid as a consultant.

As I mentioned in my previous email below, I have been working for over a year for only WinnettOrganics where I have not been paid for my work or been reimbursed for any of my expenses. I understand the reasoning for this. But I was simply telling you in the email below that I had to now limit my time in the short-term to working with Greg on the Hyder financing. If we are successful with the Hyder financing, our chances of raising the next phase equity financing will increase dramatically. I hope that this will enable me to be paid by WO for my work, and I can then start helping you raise the next phase equity financing.

Please let me know when we can talk about this. I would like to also understand what has been communicated to others about my relationship with WinnettOrganics including the investment banker that would be helping us with the equity raise. And I am concerned that you are treating me similar to Mike Castro; and I remain committed to WinnettOrganics, and I do not want or deserve similar treatment.

Best,
Paul

Paul Smith
Vice President - Finance & Admin
WinnettOrganics
255 Barcelona Drive
Boulder, CO 80303
w (520) 745-4403
m (303) 601-6333
www.winnettorganics.com
Organic Fresh Food Specialists

On Oct 6, 2016, at 8:38 AM, Paul Smith <[REDACTED]> wrote:

Hi Dennis:

I have been thinking about how best to follow up with you regarding next steps.

It has been over a year now that I have been completely committed to WinnettOrganics, and I have put in countless hours and expenses including trips to meetings and incurring other

expenses. However, I have determined that I need to now put more effort into finding work where I will be paid.

Please understand that I continue to be excited about WO. I plan on finishing my work with Greg Crossgrove, so that we can pursue financing on the Hyder farm with Barry Oliver. But I now need to substantially limit the time I put into other WO projects. I am specifically reluctant to now start on the next phase equity / debt raise for the following reasons:

- I believe our chances for the next phase financing are very minimal without successfully completing the Hyder financing.
- And I am also very concerned about raising large amounts of equity / debt for the Kingman farm because of: 1) other agribusinesses failing in the county (like Grimmway Farms for organic carrots), and 2) most of our business consultants including Greg strongly advising us not to farm there.

Please note that if we are successful with the Hyder financing, I would then be happy to budget time to work with you to quickly complete the projections for raising equity / debt financing to successfully grow WinnettOrganics in both the field and shadehouse / greenhouse programs relating to expanding Hyder, starting Buckeye and finding other organic farming opportunities.

I would like to discuss this with you on the phone when it is convenient for you.

I hope you understand.

Best,
Paul

Paul Smith
Vice President - Finance & Admin
WinnettOrganics
255 Barcelona Drive
Boulder, CO 80303
w (520) 745-4403
m (303) 601-6333
www.winnettorganics.com
Organic Fresh Food Specialists

On Oct 4, 2016, at 4:56 PM, Dennis Brewer
<[REDACTED]> wrote:

Thanks, Paul. We will need to hit it hard next week with the five year projection which our investment bankers need to work our offering for Kingman as well as for the underwriting of the facility leases on the greenhouses and packing plant. We also need the five year projection to make our presentation available to the Washington DC VC firm.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
520-745-4403 520-549-6245
www.winnettorganics.com

<image002.png>
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From: Paul Smith [<mailto:> [REDACTED]]
Sent: Tuesday, October 4, 2016 6:51 PM
To: Brewer Dennis <[REDACTED]>
Subject: Re: Bill for September 2016

Hi Dennis:

I was unavailable this morning when you called. Greg is waiting for labor rates coming from California which he believes could significantly impact both farm labor and hauling labor. He wanted to wait until the end of this week. I will contact him again on Friday to see if he is ready to input everything into the model.

Thanks.

Regards,
Paul

Paul Smith
Vice President - Finance & Admin
WinnettOrganics
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Boulder, CO 80303
w (520) 745-4403
m (303) 601-6333
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Regards,
Paul

Paul Smith
Vice President - Finance & Admin
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Organic Fresh Food Specialists

Dennis Brewer

From: Mark Gross <[REDACTED]>
Sent: Friday, October 14, 2016 7:47 AM
To: Dennis Brewer
Cc: Michael Callahan; [REDACTED]
Subject: Re: Another Option

Dennis,

Whether it is A+, Form-10, reverse merger is really not the issue.

It's how it sets you up for the future. It's not that we don't believe \$20-\$40 million could be raised - it's what happens next.

Your path to private capital would be hindered and there really is no history of follow-ons in these markets.

Up listings are very rare in practice, but even if you were able - that would not necessary provide capital access.

There is nothing wrong with raising money in these markets. But I've never heard of a company going from being a penny stock to a significant player.

The right capitalization strategy is the one that is consistent with the business strategy. Let's solidify that - only then will we know the best path forward.

We've heard you say that your ambition exceeds "just being another billion dollar company." One thing I can say for certain is that I've never heard of a billion dollar company financing itself this way.

We understand that there are immediate pressures. We'd like to help you but we can't without fully understanding them and agreeing on a path that we stick to long enough to begin executing on.

Contract, contracts, contracts, finalized lease at Hyder. These need to be our focus.

Best,

Mark W. Gross
Managing Director, Investment Banking
DOMINICK & DICKERMAN LLC
Direct Line: [+1.646.780.8447](tel:+16467808447) Mobile: [+1.646.229.6981](tel:+16462296981)
Founded 1870 Member FINRA/SIPC

On Oct 14, 2016, at 06:44, Dennis Brewer <[REDACTED]> wrote:

Gentlemen – I understand D&D's concerns regarding the Reg A+ route for financing, particularly with regard to the 12 month restriction on additional raises. Since we are very nearly complete with the S-1, just needing an updated audit, why not take that route rather than Form 1-A? We would use D&D and AltaVista's institutional capital distribution capabilities to raise the initial \$40MM, secure a market maker, and secure the number of shareholders required for listing. We would not be restricted as to future equity raises or tradeable debt. We would initially be listed OTC by years end and would be eligible for NASDAQ in 3 years. It would also provide liquidity to investors and set the value of the

company objectively. We will be profitable by June quarter's end so we should enjoy a nice ride as people discover the stock. In the meantime, we will be able to sign up world class retailers like Wal-Mart, Kroger, Costco, etc., this quarter, given a small bridge loan to support our sales efforts.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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520-745-4403 520-549-6245
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<image002.png>

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, October 14, 2016 6:43 AM
To: 'Michael Callahan'; 'Mark Gross'; [REDACTED]
Subject: Another Option

Gentlemen – I understand D&D's concerns regarding the Reg A+ route for financing, particularly with regard to the 12 month restriction on additional raises. Since we are very nearly complete with the S-1, just needing an updated audit, why not take that route rather than Form 1-A? We would use D&D and AltaVista's institutional capital distribution capabilities to raise the initial \$40MM, secure a market maker, and secure the number of shareholders required for listing. We would not be restricted as to future equity raises or tradeable debt. We would initially be listed OTC by years end and would be eligible for NASDAQ in 3 years. It would also provide liquidity to investors and set the value of the company objectively. We will be profitable by June quarter's end so we should enjoy a nice ride as people discover the stock. In the meantime, we will be able to sign up world class retailers like Wal-Mart, Kroger, Costco, etc., this quarter, given a small bridge loan to support our sales efforts.

Regards,
Dennis

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, October 14, 2016 4:32 PM
To: 'Trinity Capital Investment'
Subject: Financing

Hi David – We are in process on a possible \$40MM equity investment by AltaVista Capital, New York City. www.altavista-cap.com Please do me a favor and check them out to see if they would fit your definition of a recognized institutional source of equity so you could work with us. We would like to secure \$30MM in venture debt to go along with this \$40MM in equity and an additional \$23MM of debt working capital we expect to secure from the Hyder, AZ farm landlord. We would use your debt, together with \$10MM of the equity, to ramp up our other farming operation in northern AZ, near Kingman.

Regards,
Dennis

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Dennis Brewer

Subject: Dennis Brewer / WinnettOrganics Inc
Location: WebEx Conference call

Start: Tue 10/18/2016 10:00 AM
End: Tue 10/18/2016 10:45 AM

Recurrence: (none)

Meeting Status: Accepted

Organizer: Ronald G. McCormick

Dennis, I've confirmed 9am CST on Tues will actually work for everyone. Please let me know if you can't make this change.
Ashley

Ashley Kilgore, Category Team Assistant to Ron McCormick
Walmart, D94 Produce and Floral
479-204-8689
-- Do not delete or change any of the following text. --

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Saturday, October 15, 2016 8:44 AM
To: [REDACTED]
Subject: \$30MM loan
Attachments: WinnettOrganics Investor Presentation 160921.pptx

Mike - We expect to have a \$40MM equity commitment next week. We will likely have \$23MM in three year interest only debt to our landlord at Hyder, Arizona to go with it. We are looking for \$30MM of revolving debt to go with that. The \$30MM will be used to ramp production at our farm near Kingman, Arizona. Is this something you could take on for us?

We currently have Dominick and Dickerman as our investment bankers. You would need to coordinate fees with them as they are our exclusive agents for equity and debt.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
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www.winnettorganics.com



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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Sunday, October 16, 2016 6:29 PM
To: 'Paul Smith'
Subject: RE: Next Steps
Attachments: P Smith W-P Notice of Stock Option Grant G150930-1.pdf

Sorry but I cannot backdate options and cannot grant in the money options without notifying the IRS. The option program applies to both employees and consultants per the adopted grant program so I can do that. \$300 per hour is fine for the next three weeks, then revert to \$105 per hour or full time status. Please sign and return both options.

Regards,
Dennis

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From: Paul Smith [mailto:[REDACTED]]
Sent: Sunday, October 16, 2016 5:56 PM
To: Brewer Dennis <[REDACTED]>
Subject: Re: Next Steps

Dennis:

You had communicated that I would get the additional 200,000 stock grant about 6 months ago when you made the offer to Bill. In lieu of the direct stock grant, would you issue the additional 200,000 stock grant to me as off my anniversary date of September 30, 2016 at the \$5.50 exercise price? And can both you and I modify and initial both of these stock options grants (as of September 30, 2015 and as of September 30, 2016) wherever it refers to “maintaining continuous status as an employee” to “maintaining continuous status as an employee **or consultant**”. This will give me the option of being an employee or consultant in WO whether I later decide to continue as CFO or or limit my role to preparing and managing financial projections.

I would like to also charge WO for this three week period \$250 to 300 per hour. We can revert back to the employee rate after we complete these projects and we finalize how we move forward.

I will sign both immediately sign both stock option agreements. Then assuming you are telling me that you agree to the other things I outlined in my email below, can move forward.

Regards,
Paul

Paul Smith
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On Oct 16, 2016, at 11:45 AM, Dennis Brewer <[REDACTED]> wrote:

Thanks, Paul. Due to my schedule over the next week, I need you to prepare the 9/30 financials post haste so they can be audited. I will send you two emails regarding immediate undertakings – one for the five year financials and one for our immediate audit requirement in the next minute or so. I will have the timing of the next financing resolved by Wednesday, I believe. I am attempting to get a bridge financing to take us to the point of the next full financing. I am happy to pay you for your full time work the next three weeks and on a consulting basis thereafter if that is what you prefer, based upon the bridge financing. Pay for prior work will come from the full financing and will be delivered over a period of time, not in lump sum. Expenses will be paid immediately.

Dominick and Dickerman has valued the company very highly (\$73 per share) so it would be foolish for me to grant stock to you as you would have a major tax bill. Your next option grant will be 200,000 additional shares total at then current value as established by the next financing. I strongly encourage you to sign the grant already given to you and do so immediately. I am happy to use you for modeling only going forward if that is your preference. Otherwise, I expect you to continue as CFO, provided, however, that we find a strong produce experienced person to place in a senior financial role as the next hire in your department.

I am happy to dialog further as needed but need you to be focused on these issues and on the Hyder financing for the next three weeks or so.

Regards,
Dennis

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From: Paul Smith [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Sunday, October 16, 2016 1:21 PM
To: Brewer Dennis <[REDACTED]>
Subject: Re: Next Steps

Dennis:

I will work with you to complete the five year projections. However, to do this I would like us to discuss and reach agreement in the following areas relating to my relationship with WinnettOrganics:

1) Until financing, I will limit my time to: a) helping Greg complete the Hyder projections, and b) work with you to complete the 5 years projections for the next phase private equity raise (which we estimate will take 5 to 10 business days). I would prefer that you prepare the actuals through September like you did initially because that will enable me to spend much more time on the projections. Also, I would like to better understand the timing needs of the next phase equity raise, because it would be definitely more efficient and a better product if the the Hyder projections are completed before beginning the 5 year projections.

2) After initial financing, we need to agree to the scope of my work and time commitment on a monthly basis that I will devote to WO, and whether I will be paid a monthly salary or consulting fee. I believe the monthly amount should be proportional to my current annual salary compensation of \$210,000 based upon time commitment, but should also vary depending upon whether it is a salary or consulting fee (the time commitment should also initially fit Greg's desired salary for me in the Hyder projections). Determining this time commitment to WO is important because I am now searching for CFO consulting opportunities with other companies where I will probably also commit time to their businesses on a monthly basis. The scope of my work with WO might include preparing and managing the financial projections model, managing my direct reports, other critical CFO work we consider important, and board of director participation.

3) In addition, I believe the monthly five-year financial projections model I am building has long-term value for the Company due to its effectiveness in making continuous proactive business decisions to build the business value of WO. I feel it is critical for me to manage the continued development of the model and its effective use in WO. In the event I am terminated and / or no longer working for WO in the shorter term for any reason, I need to be guaranteed that I will continue to be involved and compensated for the continued usage of the model in WO for a minimum 5 years.

4) We need to agree on how I will be compensated for my unpaid work and expenses after we are financed. I would like to be paid for these obligations depending upon WO's specific cash flows.

5) Regarding stock ownership, I would like to be directly granted stock ownership in WO now in an amount that approximates a 3 to 5% ownership of the Company after the projected next phase equity raise, instead being granted vesting stock options. I believe I have demonstrated my dedication and value to WO and deserve being granted direct stock ownership based upon: a) me working entirely for WO over the last year with the risk of never being paid, and b) the importance of my contributions to WO in raising equity including me building a 5 five year projections model for WO. Granting me stock compensates me for **both my past work / contributions with the risk of never being paid, and future contributions** to WO. This is much better than stock options which compensate me for only **future contributions since the grant price to me does not consider my past work / contributions** to WO. I believe the current value of directly granting shares is very minimal until we are successful with raising equity, so there should be no concern regarding a tax obligation from a direct stock grant. You know that this very important to me since I have discussed it with you many times.

Please note that these are my ideas and suggestions regarding open issues that we need to work through. You might have others and / or better ways to resolve them. I look forward to discussing this with you as soon as possible, so we can get started with the projections.

Regards,
Paul

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Vice President - Finance & AdminnnettOrganics
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On Oct 12, 2016, at 9:43 PM, Dennis Brewer
<[REDACTED]> wrote:

Thanks, Paul.

Regards,
Dennis

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From: Paul Smith [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Wednesday, October 12, 2016 8:57 PM
To: Brewer Dennis <[REDACTED]>
Subject: Re: Next Steps

Hi Dennis:

I intend to think through your email below before I get back you which will be by the end of this week.

I am surprised you did not get back to me on the two priority requirements when I sent you my initial email below on October 6. In that email, I stated that I wanted to discuss my email with you which would have enabled my to better understand

your needs, but you declined saying that you would prefer waiting until after the Hyder funding was completed.

For the record, I have constantly had dialog with Bruce and Mark about the probability of WinnettOrganics being funded. And neither have lost interest in working for WinnettOrganics. They both have interim consulting jobs (which I encouraged), so that they can financially wait for the WO funding.

On a separate matter, Mark signed an 18 month lease on his rental home in Tucson. He recently asked me for a letter under WinnettOrganics letterhead stating that the WO startup has been delayed indefinitely and their is no job yet for him. He said he will use this letter with the landlord to try to break his lease. Would you send me a Word document with the WinnettOrganics letterhead for me to use in writing this letter for him?

Thanks,
Paul

Paul Smith
255 Barcelona Drive
Boulder, CO 80303
Mobile: (303) 601-6333
Email: [REDACTED]
Skype: paulpmsmith

On Oct 12, 2016, at 10:39 AM, Dennis Brewer
<[REDACTED]> wrote:

Paul – Just got back from another meeting. Would be happy to speak. Sorry to hear that Greg will be taking still more time to complete the proposal but am reluctant to place any pressure there as I have been with others due to the overall situation. I continue to feel confident he can get the job done with your help.

Perhaps I misunderstood your intentions but you refused priority requirements twice:

---The greenhouse revenue projection a few weeks back (we needed it for the developer and still need to do it as part of our detailed five year forecast)

---The five year projection we need to complete the \$40MM equity raise and the acquisition of the Kingman operation (this is an urgent priority and is being worked on by our investment bankers but they are handicapped without the projection)

You also informed Bruce and Mark they would not have employment despite two requests not to do so as we have other resources in process.

We will not be able to continue if my requests cannot be honored.

I need to know whether you will make the five year projection a priority. We can complete this in the next five to ten days.

I have no problem with you doing consulting in the interim while we are awaiting financing and am willing to let those assignments continue as needed once we are underway.



Regardless of how things turn out with any particular financing, the company will use its resources to see that you and others who have put efforts and expenses in are paid.

Regards,
Dennis

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From: Paul Smith [<mailto:> 
Sent: Wednesday, October 12, 2016 11:55 AM
To: Brewer Dennis <
Subject: Re: Next Steps

Hi Dennis:

Do you have time to talk briefly today? I would like to discuss the following:

I would like to update you on a meeting I had with Greg Crossgrove yesterday regarding his timing. He will be on a vacation next week and will not complete everything until after he gets back from vacation.

But also during the meeting, he indicated that you had informed him in an email that I was no longer going to be working for WinnettOrganics, and consequently he needed to work with me to complete the forecast as soon as possible. This statement concerns me, and I feel you might have misconstrued my intentions relating to: 1) my desire to continue working in the long-term with WO to raise equity and make it successful, and 2) my short-term personal financial need to find work where I can get paid as a consultant.

As I mentioned in my previous email below, I have been working for over a year for only WinnettOrganics where I have not been paid for my work or been reimbursed for any of my expenses. I

understand the reasoning for this. But I was simply telling you in the email below that I had to now limit my time in the short-term to working with Greg on the Hyder financing. If we are successful with the Hyder financing, our chances of raising the next phase equity financing will increase dramatically. I hope that this will enable me to be paid by WO for my work, and I can then start helping you raise the next phase equity financing.

Please let me know when we can talk about this. I would like to also understand what has been communicated to others about my relationship with WinnettOrganics including the investment banker that would be helping us with the equity raise. And I am concerned that you are treating me similar to Mike Castro; and I remain committed to WinnettOrganics, and I do not want or deserve similar treatment.

Best,
Paul

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On Oct 6, 2016, at 8:38 AM, Paul Smith
<[REDACTED]> wrote:

Hi Dennis:

I have been thinking about how best to follow up with you regarding next steps.

It has been over a year now that I have been completely committed to WinnettOrganics, and I have put in countless hours and expenses including trips to meetings and incurring other expenses. However, I have determined that I need to now put more effort into finding work where I will be paid.

Please understand that I continue to be excited about WO. I plan on finishing my work with Greg Crossgrove, so that we can pursue financing on the Hyder farm with Barry Oliver. But I now need to substantially limit the time I put into other WO