

Name of Offeree: _____

Memorandum No.: _____

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM**Land Betterment Corporation****Up to \$10,000,000****Each Unit consists of one share of Common Stock and a Warrant to purchase a share of Common Stock****Purchase Price: \$5.00 per Unit****(With a Minimum Subscription Amount per Investor of \$25,000)**

Land Betterment Corporation, an Indiana benefit corporation (the “Company”, “LBET”, “we”, “our”, or “us”), is conducting an offering (the “Offering”) of up to \$10,000,000 in units (the “Units”), each Unit comprised of one share of Common Stock, par value \$0.01 per share (the “Common Stock”), and a warrant (the “Warrant(s)”) to purchase a share of Common Stock. Each Warrant is exercisable for two years at an initial exercise price equal to \$10.00 per share, subject to adjustment as set forth therein. The Units, Common Stock, Warrants and Warrant Shares are sometimes collectively referred to herein as the “Securities.”

The Company is offering the Units for a maximum aggregate purchase price of \$10 million (the “Maximum Offering Amount”) at a purchase price of \$5.00 per Unit. The Maximum Offering Amount may be increased at the discretion of the Company. The minimum subscription amount is \$25,000 per investor, unless the Company allows a lesser amount. The Offering is expected to close by December 31, 2020, unless extended by the Company.

The Units are being offered without registration under the Securities Act of 1933, as amended (the “Securities Act”), solely to persons who qualify as accredited investors, as that term is defined in Rule 501(a) of Regulation D under the Securities Act, in reliance upon the exemption from registration provided by Section 4(a)(2) of the Securities Act and Rule 506(c) of Regulation D under the Securities Act. We reserve the right to accept or reject, in whole or in part, any subscription for Units.

This Offering is being conducted by the Company, which may elect to engage a Placement Agent in conjunction with the Offering, on a “commercially reasonable efforts” basis. In a commercially

reasonable efforts offering, there is no assurance that all or any part of the Units will be sold. The table below illustrates the anticipated fees payable to a Placement Agent should the Company engage a Placement Agent:

	Price to Investors	Commissions ⁽¹⁾	Proceeds to Company ⁽²⁾
Price Per Unit	\$5.00	\$0.30	\$4.70
Total	\$10,000,000	\$600,000	\$9,400,000

⁽¹⁾ The Placement Agent, if engaged, is expected to receive a placement fee equal to 6% of the aggregate gross proceeds raised in the Offering and warrants exercisable for three years into that number of shares of Common Stock (the “Warrant Shares”) equal to 6% of the aggregate number of shares of Units issued in the Offering at an exercise price of \$25.00 per share. We anticipate that we will need to indemnify any Placement Agent, its affiliates and other related persons against certain liabilities, including liabilities under the federal securities laws. See “**Plan of Distribution – Placement Agent.**”

⁽²⁾ Before deducting estimated expenses of the Offering (other than the fees of any Placement Agent) to be paid by us for filing, legal, accounting, printing, and other costs and expenses estimated to be approximately \$25,000.

**Prepared by us for confidential distribution exclusively to accredited investors by
Land Betterment Corporation.**

THE SECURITIES OFFERED HEREBY ARE HIGHLY SPECULATIVE AND INVOLVE A HIGH DEGREE OF RISK AND SHOULD NOT BE PURCHASED BY INVESTORS WHO CANNOT AFFORD THE LOSS OF THEIR ENTIRE INVESTMENT. SEE "RISK FACTORS".

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED WITH OR APPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION, NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE RECIPIENT OF THIS MEMORANDUM AND THE OFFERING DOCUMENTS HEREBY ACKNOWLEDGES THAT YOU ARE AWARE, AND THAT YOU WILL ADVISE YOUR EMPLOYEES, CONSULTANTS, REPRESENTATIVES AND AGENTS OR ANYONE ELSE WITH KNOWLEDGE OF THE OFFERING, THAT, IN THE COURSE OF EVALUATING THE OFFERING, KNOWLEDGE MAY BE GAINED ABOUT MATERIAL NON-PUBLIC INFORMATION CONCERNING THE COMPANY. YOUR ACCEPTANCE OF THIS MEMORANDUM AND THE OFFERING DOCUMENTS CONSTITUTES YOUR ACKNOWLEDGEMENT THAT YOU ARE AWARE OF THE RESTRICTIONS AND LIABILITIES IMPOSED BY THE FEDERAL SECURITIES LAWS AND REGULATIONS OF THE UNITED STATES ON PERSONS POSSESSING MATERIAL NON-PUBLIC INFORMATION ABOUT THE COMPANY AND THE OFFERING, AND YOUR AGREEMENT TO COMPLY WITH, AND CAUSE YOUR REPRESENTATIVES TO COMPLY WITH, ALL SUCH LAWS, INCLUDING, WITHOUT LIMITATION, LAWS PROHIBITING ANY PERSON WHO HAS RECEIVED MATERIAL NON-PUBLIC INFORMATION CONCERNING AN ISSUER OR ITS AFFILIATES FROM PURCHASING OR SELLING SECURITIES OF SUCH ISSUER OR FROM COMMUNICATING SUCH INFORMATION TO ANY OTHER PERSON UNDER CIRCUMSTANCES IN WHICH IT IS REASONABLY FORESEEABLE THAT SUCH PERSON IS LIKELY TO PURCHASE OR SELL SUCH SECURITIES. YOU UNDERSTAND AND AGREE THAT DIRECTLY OR INDIRECTLY TRADING IN THE COMPANY'S COMMON STOCK OR SECURITIES DERIVING THEIR VALUE FROM THE PRICE OF THE COMPANY'S COMMON STOCK IS SPECIFICALLY PROHIBITED.

The date of this Confidential Private Placement Memorandum is November 1, 2020.

IMPORTANT NOTICE TO INVESTORS

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR REGISTERED OR QUALIFIED UNDER THE APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION. THIS SECURITIES PURCHASE AGREEMENT DOES NOT CONSTITUTE AN OFFER TO SELL OR SOLICITATION OF AN OFFER TO BUY THE SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION WOULD BE UNLAWFUL.

THE SECURITIES ARE BEING SOLD FOR INVESTMENT PURPOSES ONLY, WITHOUT A VIEW TO RESALE OR DISTRIBUTION THEREOF, AND MAY NOT BE TRANSFERRED, RESOLD OR OFFERED FOR RESALE IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT AND EFFECTIVE REGISTRATION OR QUALIFICATION UNDER THE APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION, OR THE AVAILABILITY OF AN EXEMPTION THEREFROM.

ANY INVESTMENT IN THE SECURITIES OFFERED HEREBY IS HIGHLY SPECULATIVE, INVOLVES A HIGH DEGREE OF RISK AND SHOULD BE CONSIDERED ONLY BY SOPHISTICATED INVESTORS WHO ARE PREPARED TO BEAR THE ECONOMIC RISK OF SUCH INVESTMENT FOR AN INDEFINITE PERIOD AND BE ABLE TO WITHSTAND A TOTAL LOSS OF INVESTMENT. INVESTORS SHOULD CAREFULLY REVIEW THE OFFERING DOCUMENTS IN THEIR ENTIRETY, IN ADDITION TO THEIR OWN INVESTIGATION AND DUE DILIGENCE OF THE COMPANY AND THE TERMS OF THIS OFFERING.

YOU SHOULD ASSUME THAT THE INFORMATION CONTAINED IN THE OFFERING DOCUMENTS IS ACCURATE AS OF THE DATE APPEARING ON THE FRONT OF THIS MEMORANDUM, REGARDLESS OF THE TIME OF DELIVERY OF THIS DOCUMENT OR OF ANY SALE OF SECURITIES IN THE OFFERING. NEITHER THE DELIVERY OF THIS DOCUMENT NOR ANY SALE MADE IN THIS OFFERING SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY AFTER THE DATE HEREOF.

THE OFFERING DOCUMENTS DO NOT PURPORT TO BE ALL-INCLUSIVE OR TO CONTAIN ALL OF THE INFORMATION THAT A PROSPECTIVE INVESTOR MAY DESIRE IN INVESTIGATING THE COMPANY. EACH INVESTOR MUST CONDUCT AND RELY ON ITS OWN EVALUATION OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED, IN MAKING AN INVESTMENT DECISION WITH RESPECT TO THE SECURITIES. CERTAIN PROVISIONS OF VARIOUS AGREEMENTS AND DOCUMENTS ARE SUMMARIZED IN THE OFFERING DOCUMENTS, PROSPECTIVE INVESTORS SHOULD NOT ASSUME THAT THE SUMMARIES ARE COMPLETE AND SUCH SUMMARIES ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO THE COMPLETE TEXT OF SUCH AGREEMENTS AND DOCUMENTS.

NOTICE TO FLORIDA RESIDENTS

THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE FLORIDA SECURITIES AND INVESTOR PROTECTION ACT (THE "FLORIDA ACT") AND ARE BEING SOLD IN RELIANCE UPON AN EXEMPTION PROVISION CONTAINED THEREIN. PURSUANT TO SECTION 517.061(11) (a) (5) OF THE FLORIDA STATUTES, IF SECURITIES ARE SOLD TO FIVE OR MORE FLORIDA RESIDENTS, FLORIDA INVESTORS WILL HAVE A THREE (3) DAY RIGHT OF RESCISSION. INVESTORS WHO HAVE EXECUTED A SECURITIES PURCHASE AGREEMENT MAY ELECT, WITHIN THREE (3) BUSINESS DAYS AFTER THE FIRST TENDER OF CONSIDERATION THEREFORE TO WITHDRAW THEIR PURCHASE AND RECEIVE A FULL REFUND OF ANY MONEY PAID BY THEM. SUCH WITHDRAWAL WILL BE WITHOUT ANY FURTHER LIABILITY TO ANY PERSON. TO ACCOMPLISH SUCH WITHDRAWAL, AN INVESTOR NEED ONLY SEND A LETTER OR TELEGRAM TO THE COMPANY AT THE ADDRESS SHOWN HEREIN INDICATING HIS/HER INTENTION TO WITHDRAW. SUCH LETTER OR TELEGRAM MUST BE SENT AND POSTMARKED PRIOR TO THE END OF THE AFOREMENTIONED THIRD BUSINESS DAY. IF SENDING A LETTER, AN INVESTOR SHOULD SEND IT BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ENSURE THAT IT IS RECEIVED AND TO EVIDENCE THE TIME WHEN IT IS MAILED. ANY ORAL REQUESTS FOR RESCISSION SHOULD BE ACCOMPANIED BY A REQUEST FOR WRITTEN CONFIRMATION THAT THE ORAL REQUEST WAS RECEIVED ON A TIMELY BASIS. THE COMPANY'S ADDRESS IS SET FORTH UNDER THE HEADING "AVAILABLE INFORMATION; INCORPORATION BY REFERENCE"

FOR RESIDENTS OF ALL STATES:

NASAA UNIFORM LEGEND

IN MAKING AN INVESTMENT DECISION, YOU MUST RELY ON YOUR OWN EXAMINATION OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER FEDERAL AND STATE SECURITIES LAWS PURSUANT TO REGISTRATION THEREUNDER OR AN EXEMPTION THEREFROM. YOU WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

CONFIDENTIALITY AGREEMENT

YOU HAVE REQUESTED THAT THE COMPANY PROVIDE YOU WITH A COPY OF THIS MEMORANDUM. THIS MEMORANDUM IS BEING PROVIDED TO YOU BASED ON YOUR EXPRESS AGREEMENT TO KEEP THE INFORMATION CONTAINED IN THIS MEMORANDUM CONFIDENTIAL. BY ACCEPTING RECEIPT OF THIS MEMORANDUM, YOU EXPRESSLY ACKNOWLEDGE AND AGREE THAT: (I) THIS MEMORANDUM HAS

BEEN FURNISHED TO YOU ON A CONFIDENTIAL BASIS SOLELY FOR THE PURPOSE OF ENABLING YOU TO EVALUATE THE COMPANY AND THE SECURITIES BEING OFFERED HEREBY, (II) YOU WILL NOT DISTRIBUTE THIS MEMORANDUM TO ANYONE WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMPANY, (III) YOU WILL NOT REPRODUCE OR REDISTRIBUTE THIS MEMORANDUM, IN WHOLE OR IN PART, OR DISCLOSE, DIRECTLY OR INDIRECTLY, THE EXISTENCE OF THIS MEMORANDUM OR ANY OF THE CONTENTS OF THIS MEMORANDUM TO ANYONE WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMPANY, AND (IV) YOU WILL NOT PURCHASE OR SELL THE COMPANY'S SECURITIES WHILE YOU ARE IN POSSESSION OF ANY MATERIAL NON-PUBLIC INFORMATION OF THE COMPANY. IN THE EVENT YOU DO NOT PURCHASE SECURITIES IN THIS OFFERING, YOU AGREE TO RETURN THIS MEMORANDUM TO THE COMPANY.

ADDITIONAL INFORMATION

We may, in the future, file annual, quarterly and current reports, proxy statements, and other information with the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934, as amended. Reports, statements or other information that we file with the SEC will be available to the public at the SEC's Website at <https://www.sec.gov>.

The Company will provide to each person to whom this Memorandum is sent, upon the written or oral request of such person, a copy of any or all of the documents referred to above that have been incorporated by reference herein but not delivered herewith. You may make such requests at no cost to you by writing to info@landbetterment.com.

You should rely only on the information contained herein, in the exhibits hereto, or incorporated herein by reference (collectively, the "Offering Documents"). The Company has not authorized anyone to provide you with different information. You should not assume that the information in the Offering Documents is accurate as of any date other than the date on the cover of this Memorandum or that the information incorporated by reference herein is accurate as of any date other than the date set forth on the front of the document containing such information.

Any Placement Agent that may be retained by the Company has not prepared the information contained in or incorporated by reference into the Offering Documents, makes no representations as to the accuracy or completeness thereof and shall have no liability for representations (express or implied) contained in, or for omissions from, the Offering Documents or any other written or oral communications transmitted to recipients in the course of evaluating of the Offering.

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OFFERING SUMMARY

This summary highlights information contained in other parts of this Memorandum. Because it is only a summary, it does not contain all of the information that you should consider before investing in our securities and it is qualified in its entirety by, and should be read in conjunction with, the more detailed information appearing elsewhere in this Memorandum. You should read the entire Memorandum carefully, especially the section entitled “Risk Factors”, before deciding to purchase any of our securities. Unless the context requires otherwise, references in this Memorandum to “Land Betterment Corporation,” “the Company,” “we,” “us” and “our” refer to Land Betterment Corporation.

Issuer:	Land Betterment Corporation, an Indiana benefit corporation									
Placement Agent:	Company has the option to utilize Placement Agent(s) to syndicate the Offering.									
Securities Offered:	\$10 million of Common Stock with Warrants. Each “Unit” will consist of one share of Common Stock and one Warrant to purchase Common Stock at an initial exercise price of \$10.00 per share, subject to adjustment as set forth therein									
Offering Price	\$5.00 per Unit									
Maximum Offering Amount	\$10,000,000, which may be increased at the sole discretion of the Company.									
Minimum Investment	\$25,000 in Units, unless waived by the Company.									
Shares Outstanding:	As of June 30, 2020, the date of this prospectus, 5,003,602 shares of Common Stock and 5,000,000 shares of Preferred Stock are issued and outstanding.									
Investor Eligibility:	All Purchasers of Units must be “accredited investors” as such term is defined under Rule 501(a) of the Securities Act of 1933, as amended (the “Securities Act”). Each prospective investor will be asked to execute and deliver to us an accredited investor certification letter as part of its purchase documents in which the prospective investor must indicate the basis upon which such investor is considered an accredited investor.									
Terms of the Warrants:	Two years from date of issuance. See “Description of the Securities – The Warrants									
Use of Proceeds	The anticipated Use of Proceeds below is based on the Maximum Offering amount of \$10 million: <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"><u>Sources of Funds</u></th> <th style="text-align: left;"><u>Uses of Funds</u></th> <th></th> </tr> </thead> <tbody> <tr> <td style="width: 33%;">Offering of Units</td> <td style="width: 33%;">Environmental Solutions</td> <td style="width: 33%; text-align: right;">\$1,500,000</td> </tr> <tr> <td></td> <td>Sustainable Development</td> <td style="text-align: right;">\$5,200,000</td> </tr> </tbody> </table>	<u>Sources of Funds</u>	<u>Uses of Funds</u>		Offering of Units	Environmental Solutions	\$1,500,000		Sustainable Development	\$5,200,000
<u>Sources of Funds</u>	<u>Uses of Funds</u>									
Offering of Units	Environmental Solutions	\$1,500,000								
	Sustainable Development	\$5,200,000								

	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;"></td> <td style="text-align: right;">Entrepreneur Zone Rehab</td> <td style="text-align: right;">\$200,000</td> </tr> <tr> <td></td> <td style="text-align: right;">Working Capital</td> <td style="text-align: right;">\$2,500,000</td> </tr> <tr> <td></td> <td style="text-align: right;">Offering Expenses</td> <td style="text-align: right;">\$600,000</td> </tr> <tr> <td style="text-align: right;">Totals</td> <td style="text-align: right; border-top: 1px solid black; border-bottom: 3px double black;">\$10,000,000</td> <td style="text-align: right; border-top: 1px solid black; border-bottom: 3px double black;">\$10,000,000</td> </tr> </table> <p>Management reserves the right to adjust the Use of Proceeds as they deem fit, and should the actual amount raised be less than the Maximum Offering the Use of Funds will be adjusted at the management’s sole discretion.</p>		Entrepreneur Zone Rehab	\$200,000		Working Capital	\$2,500,000		Offering Expenses	\$600,000	Totals	\$10,000,000	\$10,000,000
	Entrepreneur Zone Rehab	\$200,000											
	Working Capital	\$2,500,000											
	Offering Expenses	\$600,000											
Totals	\$10,000,000	\$10,000,000											
Transfer Restrictions:	The issuance and sale of the Units have not been registered under the Securities Act, and consequently the Units, Common Stock, Warrants and Warrant Shares are subject to restrictions on transfer and resale.												
Closing:	Anticipated to be December 31, 2020, unless extended at the discretion of the Company.												
U.S. Federal Income Tax Consequences:	The U.S. federal income tax consequence of the purchase, conversion, redemption or disposition of the Securities is complex. In light of these complexities and the nature of the investors we are seeking, we are not providing you any analysis in this regard. Holders of the Securities are urged to consult their own advisors regarding these matters in order to understand such matters and avoid unexpected and materially adverse economic consequences.												
Placement Agent Fees:	At the Company’s option, the Company may retain Placement Agents, and for any amount specifically sourced and raised by such Placement Agent(s), it is anticipated the Placement Agent(s) will receive a cash fee of 6% of the aggregate gross proceeds raised in the Offering and will receive warrants exercisable into that number of shares of Common Stock equal to 6% of the total number of Common Stock issued to investors sourced by the Placement Agent(s) in the Offering at an exercise price equal to \$10.00 per share. Please see the Placement Agent section under Plan of Distribution.												
Access to Information	We may in the future be subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and in accordance therewith, we may file annual, quarterly and current reports, proxy statements, and other information with SEC certain of which are incorporated by reference herein. In addition, we will make available, prior to consummation of the Offering, to each offeree of the Units and its representatives, the opportunity to ask questions of us or any person acting on our behalf concerning the terms and conditions of this Offering and to obtain any additional information necessary to verify the accuracy of any information contained herein or in the Common Stock Purchase Agreement to the extent that we possess such information or can acquire it without unreasonable effort or expense.												

<p>How to Subscribe:</p>	<p>In order to participate in this Offering, investors must execute and deliver to us all of the following documents included in this Private Placement Memorandum and set forth below:</p> <ul style="list-style-type: none"> • Common Stock Purchase Agreement • Accredited Investor Certification <p>Investors must include a certified or bank check, payable to the order of “Land Betterment Corporation” in an amount equal to the purchase price for the Units subscribed for. Alternatively, you may wire immediately available funds to the following account:</p> <p><u>Domestic wire instructions:</u></p> <p>Beneficiary Bank Name: Merchants Bank of Indiana Beneficiary Account Name: Land Betterment Corporation Beneficiary Account Number: 4958456 ABA Routing Number: 074909153 Beneficiary Bank Address: 11590 N. Meridian Street, Suite 120 Carmel, IN 46032</p> <p><u>International wire instructions:</u></p> <p>Beneficiary Bank Name: Bank of New York ABA Routing Number: #021000018 SWIFT Code: IRVTUS3N</p> <p>Further Credit to: Federal Home Loan Bank of Indianapolis ABA Routing Number: 074001019 Credit Beneficiary: Merchants Bank of Indiana, Time Account Account Number: 13539995</p> <p>Further Credit to: Land Betterment Corporation Account Number: 4958456</p>
<p>Additional Information:</p>	<p>If you have any questions or need any additional information, please contact info@landbetterment.com.</p>

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

The information contained in this Memorandum contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). All statements other than statements of historical facts included or incorporated by reference in this Memorandum, including, without limitation, statements regarding our future financial position, business strategy, budgets, projected revenue and costs, and plans and objectives of management for future operations, are forward-looking statements. In addition, forward-looking statements generally can be identified by the use of forward-looking terminology such as “may,” “will,” “expects,” “intends,” “plans,” “projects,” “estimates,” “anticipates,” or “believes” or the negative thereof or any variation thereon or similar terminology or expressions.

We have based these forward-looking statements on our current expectations and projections about future events. These forward-looking statements are not guarantees and are subject to known and unknown risks, uncertainties and assumptions that may cause our actual results to differ materially from results proposed in such statements. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to have been correct. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to:

- our ability to fund our future growth and implement our business strategy;
- labor shortages and changes in employee compensation costs;
- changes in demand;
- changes in regulations affecting our business;
- the loss of key members of our management team;
- the effects of litigation on our business;
- our ability to obtain debt, equity or other financing on favorable terms, or at all;
- the impact of any decision to record asset impairment charges in the future;
- as a benefit corporation, our focus on a specific public benefit purpose and producing a positive effect for society may negatively influence our financial performance;
- the condition of the securities and capital markets generally;
- economic conditions in the jurisdictions in which we operate and nationally;

Particular uncertainties that could cause our actual results to be materially different than those expressed in our forward-looking statements include statements of assumption underlying any of the foregoing, as well as those factors that may in the future be disclosed in SEC filings and under the caption “**Risk Factors**” below. All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the foregoing. Except as required by law, we undertake no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

RISK FACTORS

An investment in the Securities offered hereby is highly speculative, involves a high degree of risk and immediate substantial dilution. Such an investment is not appropriate for persons who cannot afford the loss of their entire investment. We urge all prospective investors to review carefully the following risk factors, all information in this Memorandum before making any investment decision. The occurrence of any of the following risks or uncertainties could have a material adverse effect on our business, financial condition, results of operations and future growth prospects. In this event, the fair market value of our shares of Common Stock and other securities could decline, and you may lose all or part of your investment.

Risks Related to the Offering of Units and the Company

Disclosure Risk

Data and information regarding the Company and the investment opportunity is limited. You may not have or be able to obtain all the information requested or sought after in order to make a sound investment decision. While the Company is required to disclose certain information such as an offering document, annual financial statements, annual reports, information concerning intended use of funds and material changes, such disclosures and information contained herein do not represent all the data or risks associated with investing in early stage companies such as the Company. Available information will be limited as the Company does not have a fully developed business plan and long history of operation. Investing in our Company presents significantly more risk than investing in publicly traded companies due to the limited amount of data. Unlike the Company, publicly listed companies are required to file annual and quarterly reports and promptly disclose material information, providing the ability for the investor to more closely and thoroughly monitor their investment.

Financial Statement Risk

Unless otherwise indicated the Company has not provided investors with financial statements which have been audited by an independent third-party accounting firm. As such, information regarding the Company's capitalization, assets and liabilities is unaudited. If you feel that the information provided by the Company is not sufficient for you to make a reasonably informed decision, you should not invest in the Company.

Rolling Close Risk

The Company's offering may involve "Rolling Closes". In such cases, once the target amount of the offering has been met investors with accepted agreements become the Company's investors. Should a material change occur after the closing, you will no longer have the right to withdraw from the offering, regardless of such material change. The Company also has the sole discretion to close on less than the targeted minimum amounts, either on the raise or on each individual investor.

We are Formed as a Benefit Corporation

The Company is formed to be a benefit corporation pursuant to Indiana Benefit Corporation Law (IC §23-1.3, et Seq., as amended). Therefore, the Company may pursue socially and environmentally responsible business practices it desires (along with its consumers) that may impact our profitability as a

company. In contrast to the traditional emphasis for a for-profit entity on maximizing profits, being a benefit corporation requires us consider factors other than profits when making business decisions. These additional considerations are required to support the purpose for which a benefit corporation was initially formed: to pursue a “general public benefit.” The statute defines a “general public benefit” as a material positive impact on society and the environment, taken as a whole, assessed against a third-party standard, from the business and operations of a benefit corporation.

Risks Associated with Small Company Size and Liquidity Risks

As a start-up or development stage company, our business and prospects are difficult to evaluate because we have a very limited operating history and our business model is evolving, an investment in us is considered a high-risk investment whereby you could lose your entire investment.

We were formed as a company on February 13, 2020 and have recently commenced operations and, therefore, we are considered a “start-up” or “development stage” company. We have had limited income from operations. We will incur significant expenses in order to implement our business plan. As an investor, you should be aware of the difficulties, delays and expenses normally encountered by an enterprise in its development stage, many of which are beyond our control, including unanticipated developmental expenses, and advertising and marketing expenses. We cannot assure you that our proposed business plan will materialize or prove successful, or that we will ever be able to operate profitably. If we cannot operate profitably, you could lose your entire investment.

We have limited assets, have incurred limited operating profits and have limited current sources of revenue.

We have limited assets and limited revenues since our inception in 2020. We have only recently started generating revenue and such revenue is concentrated among a small number of customers and a small number of operations. We can provide no assurance that any of our current or future assets will produce any material revenues for our stockholders, or that any such business will operate on a profitable basis.

Our results of operations have not resulted in substantial profitability and we may not be able to achieve substantial profitability going forward.

We have not had substantial profitability since our inception. We may incur significant losses in the future for a number of reasons, including the other risks described in this prospectus, and we may encounter unforeseen expenses, difficulties, complications, delays and other unknown events. Accordingly, we may not be able to achieve or maintain profitability. Our business is in an early development stage for our various product lines. There is no assurance that even if we successfully implement our business plan, that we will be able to generate substantial profit. Further, as we are a development stage enterprise, we expect that we may incur net losses and a working capital deficiency. If we incur significant operating losses, our enterprise value may decline, perhaps significantly.

The Company's growth relies on market acceptance

While the Company believes that there will be significant customer demand for its products/services, there is no assurance that there will be broad market acceptance of the Company's offerings. There also may not be broad market acceptance of the Company's offerings if its competitors

offer products/services which are preferred by prospective customers. In such event, there may be a material adverse effect on the Company's results of operations and financial condition, and the Company may not be able to achieve its goals.

The Company's founders, directors and executive officers may be among the Company's largest stockholders, and they can exert significant control over the Company's business and affairs and have actual or potential interests that may depart from those of subscribers in the offering

The Company's founders, directors and executive officers own or control a significant percentage of the Company, including Preferred Shares that have anti-dilution protection. Additionally, the holdings of the Company's directors and executive officers may increase in the future upon vesting or other maturation of exercise rights under any of the options or warrants they may hold or in the future be granted or if they otherwise acquire additional interest in the Company. The interests of such persons may differ from the interests of the Company's other stockholders, including purchasers of securities in the offering. As a result, in addition to their board seats and offices, such persons will have significant influence over and control all corporate actions requiring stockholder approval, irrespective of how the Company's other stockholders, including purchasers in the offering, may vote, including the following actions:

- to elect or defeat the election of the Company's directors;
- to amend or prevent amendment of the Company's Certificate of Incorporation or By-laws;
- to effect or prevent a merger, sale of assets or other corporate transaction; and
- to control the outcome of any other matter submitted to the Company's stockholders for vote.

Such persons' ownership may discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of the Company, which in turn could reduce the Company's stock price or prevent the Company's stockholders from realizing a premium over the Company's stock price.

Corporate Governance Risk

The Company is not subject to the corporate governance requirements of the national securities exchanges. Any company whose securities are listed on a national securities exchange is subject to a number of rules about corporate governance intended to protect investors. For example, the major U.S. stock exchanges require listed companies to maintain an audit committee comprised entirely of independent members of the board of directors (i.e., directors with no material outside relationships with the company or management), responsible for monitoring the company's compliance with local, state and federal law. The Company does not possess, nor will it be required to implement these and other such controls and investor protections.

We may need access to additional financing, which may not be available to us on acceptable terms or at all. If we cannot access additional financing when we need it and on acceptable terms, our business, prospects, financial condition, operating results and ability to continue as a going concern could be adversely affected.

Our growth-oriented business plan will require significant continued capital investment. If we are unable to improve our liquidity position, we may not be able to continue as a going concern. We cannot be certain that additional financing will be available to us on favorable terms when required, or at all,

particularly given that we do not now have a committed credit facility with any government or financial institution. If we cannot obtain additional financing when we need it and on terms acceptable to us, our business, prospects, financial condition, operating results and ability to continue as a going concern could be adversely affected.

We do not have any existing bank credit facilities. Our ability to obtain such financing may be limited and if we are unable to secure such financing, our profitability may be adversely affected.

We do not have any existing bank credit facilities. Our ability to obtain such financing may be limited as banks and other financial institutions may be reluctant to extend credit to businesses they perceive as lacking prolonged operating histories, an industry that may be politically undesirable, and limited information relating to revenues and costs upon which they can evaluate the merits and risks of any such credit extension. Should we seek to establish bank credit facilities, it is likely that they will require a first priority lien on all our assets. Our inability to secure bank credit facilities (or some other form of cash/liquid injection) may have an adverse effect on our results of operations. Due to our limited operating history and limited assets, and the lag often existing between commencing business operations and profitability, in the absence of such bank financing, we may be forced to rely solely on revenues generated from our business operations in order to support our company, which revenues may not be sufficient to meet our operating and administrative expenses. If we do not have sufficient cash to meet our expenses, whether from revenues or bank credit, we may have to curtail or cease business operations.

We have never declared or paid a cash dividend on our common shares nor will we in the foreseeable future.

You will not receive dividend income from an investment in the common shares and as a result, the purchase of the common shares should only be made by an investor who does not expect a dividend return on the investment.

We will incur additional professional fees should we pursue being a reporting company under the Securities Exchange Act of 1934, as amended.

In the future, we may be subject to the reporting requirements of the 1934 Act and as such, we will be required to file 10-Ks, 10-Qs and 8-Ks and other reports with the Securities and Exchange Commission. In that case, we will incur professional fees (i.e., attorney, auditors and filing agents) in connection with the preparation and filing of such reports and we currently anticipate such costs to range from \$25,000 to \$500,000 per year.

Future sales of restricted shares could decrease the price a willing buyer would pay for shares of our Common Stock, could cause our price to decline and could impair our ability to raise capital.

Future sales of Common Stock by existing shareholders or a new issuance by the Company under exemptions from registration or through a subsequent registered offering could materially adversely affect the market price of our Common Stock and could materially impair our future ability to raise capital through an offering of equity securities. We are unable to predict the effect, if any, that market sales of these shares, or the availability of these shares for future sale, will have on the prevailing price of our Common Stock at any given time.

You may not be able to resell any common shares you purchased.

There is no trading market for our Common Stock at present. There is no assurance that any trading market will be present in the future. This means that it may be hard or impossible for you to find a willing buyer for your common shares should you decide to sell them in the future.

Valuation Risk

With early stage investing, start-up valuation accuracy can be difficult to obtain. Accurate valuation of the Company can be difficult to assess. Public companies are valued publicly, and valuations are supported through market driven stock prices and vast amounts of corporate data provided by the public company. Valuation of a private company is established privately by the company itself and can be difficult to assess due to the limited availability of public information and historical records, or limited time in business. There may exist additional classes of equity with rights that are superior to the class being sold through this offering. New equity classes may be created based on future needs of the Company, which may dilute or devalue prior investor securities.

Risks Related to Our Business

The majority of our properties have not yet been developed into operating business lines and, if we experience any development delays or cost increases, our business, financial condition, and results of operations could be adversely affected.

We have not yet completed our development plan and do not expect to have full revenue from our businesses until sometime in the future. We expect to incur significant capital expenditures until we have completed the development of our business lines. In addition, the development of our business lines involve numerous regulatory, environmental, political, and legal uncertainties that are beyond our control and that may cause delays in, or increase the costs associated with, their completion. Accordingly, we may not be able to complete the development of the business lines on schedule, at the budgeted cost or at all, and any delays beyond the expected development periods or increased costs above those expected to be incurred could have a material adverse effect on our business, financial condition, results of operations, cash flows and ability to pay dividends to holders of our Common Stock.

- In connection with the development of our business lines, we may encounter unexpected difficulties, including the following:
- shortages of materials or delays in delivery of materials;
- unexpected operational events;
- facility or equipment malfunctions or breakdowns;
- cost overruns;
- failure to obtain, or delays in obtaining, all necessary governmental and third-party rights-of-way, easements, permits, licenses and approvals for the development, construction and operation of one or more of our properties;
- weather conditions and other catastrophes, such as explosions, fires, floods and accidents;
- difficulties in attracting a sufficient skilled and unskilled workforce, increases in the level of labor costs and the existence of any labor disputes; and

- local and general economic and infrastructure conditions.

If we are unable to complete or are substantially delayed in completing the development of any of our properties, our business, financial condition, results of operations cash flows and ability to pay dividends to holders of our Common Stock could be adversely affected.

Because we have limited operating history and have not yet generated significant revenues or operating cash flows, you may have difficulty evaluating our ability to successfully implement our business strategy.

Because of our limited operating history, the operating performance of our business lines and our business strategy have not yet been proven. As a result, our historical financial statements do not provide a meaningful basis to evaluate our operations or our ability to achieve our business strategy. Therefore, it may be difficult for you to evaluate our business and results of operations to date and assess our future prospects.

In addition, we may encounter risks and difficulties experienced by companies whose performance is dependent upon newly-constructed or newly-acquired assets, such as any one of our properties failing to perform as expected, having higher than expected operating costs, having lower than expected customer revenues, or suffering equipment breakdown, failures or operational errors. We may be less successful in achieving a consistent operating level capable of generating cash flows from our operations as compared to a company whose major assets have had longer operating histories. In addition, we may be less equipped to identify and address operating risks and hazards in the conduct of our business than those companies whose major assets have had longer operating histories.

We have limited operating history and our future performance is uncertain.

We are an early stage enterprise and will continue to be so until commencement of substantial production from our operating business lines. We have only recently commenced limited revenue at a limited number of our business lines. We face challenges and uncertainties in financial planning as a result of the unavailability of historical data and uncertainties regarding the nature, scope and results of our future activities. New companies must develop successful business relationships, establish operating procedures, hire staff, install management information and other systems, establish facilities and obtain licenses, as well as take other measures necessary to conduct their intended business activities. We may not be successful in implementing our business strategies or in completing the development of the infrastructure necessary to conduct our business as planned. In the event that one or more of our mine development programs are not completed or are delayed or terminated, our operating results will be adversely affected and our operations will differ materially from the activities described in this prospectus. As a result of industry factors or factors relating specifically to us, we may have to change our methods of conducting business, which may cause a material adverse effect on our results of operations, financial condition and ability to pay dividends to holders of our common stock.

We will likely depend on a limited number of customers for a significant portion of our revenues.

We will likely depend on a limited number of customers initially for a significant portion of our revenues. The failure to obtain additional customers or the loss of all or a portion of the revenues attributable to any customer as a result of competition, creditworthiness, inability to negotiate extensions

or replacement of contracts or otherwise, could have a material adverse effect on our business, financial condition, results of operations, cash flows and ability to pay amounts to our investors.

We expect that our customer base will be highly dependent on a small number of customers.

The majority of all of the products that we produce, or plan to produce, are sold to various customers and industries. Therefore, demand for our products must be established and will require substantial marketing and networking in a range of uncorrelated industries.

We do not expect to enter into long-term revenue contracts for our products and as a result we will be exposed to fluctuations in market pricing.

Sales commitments for our products typically are not long-term in nature and are generally no longer than one year in duration. Many transactions in our various industries are driven by sales and marketing efforts where both prices and volumes are negotiated annually or even shorter in nature.

Deterioration in the global economic conditions in any of the industries in which prospective customers operate, a worldwide financial downturn, such as the 2008-2009 financial crisis, or negative credit market conditions could have a material adverse effect on our business, financial condition, results of operations, cash flows and ability to pay amounts to our investors.

Economic conditions for all industries fluctuate during volatile times. A deterioration of economic conditions in our prospective customers' industries could cause a decline in demand for and production of our products. Renewed or continued weakness in the economic conditions of any of the industries served by prospective customers could have a material adverse effect on our business, financial condition, results of operations, cash flows and ability to pay amounts to our investors.

Increased competition or a loss of our competitive position could adversely affect sales of, or prices for, our products or services, which could impair our profitability.

We will compete with other producers primarily on the basis of products and services. We expect to compete primarily with local and domestic customers while also competing on the international markets. Certain of these competitors may have greater financial resources and larger asset bases than we do. We cannot assure you that competition from other producers will not adversely affect us in the future.

Our business involves many hazards and operating risks, some of which may not be fully covered by insurance. The occurrence of a significant accident or other event that is not fully insured could adversely affect our business, results of operations, financial condition, cash flows and ability to pay amounts to our investors.

Our various operations are subject to many hazards and operating risks. In particular activities present inherent risks of injury to persons and damage to property and equipment. Our assets are subject to a number of operating risks that could disrupt operations, decrease production and increase the cost for varying lengths of time, thereby adversely affecting our operating results.

The availability and reliability of cost-effective transportation facilities and fluctuations in transportation costs could affect the demand for our products to prospective customers.

Transportation logistics will play an important role in allowing us to supply of our products to prospective customers. Any significant delays, interruptions or other limitations on the ability to transport our products could negatively affect our operations. Delays and interruptions of trucks or rail services because of accidents, failure to complete construction of infrastructure, infrastructure damage, lack of transportation or port capacity, weather-related problems, governmental regulation, terrorism, strikes, lock-outs, third-party actions or other events could impair our ability to supply of our products to customers and adversely affect our profitability.

Any significant downtime of our major pieces of equipment or facilities could impair our ability to supply products to prospective customers and materially and adversely affect our results of operations.

We currently and in the future, will depend on several major pieces of equipment to produce or transport our products. If any of these pieces of equipment or facilities suffered major damage or were destroyed by fire, abnormal wear, flooding, incorrect operation or otherwise, we may be unable to replace or repair them in a timely manner or at a reasonable cost, which would impact our ability to produce product for sale and could materially and adversely affect our business, results of operations, financial condition and cash flows.

We may be unsuccessful in integrating the operations of any future acquisitions, including acquisitions involving new lines of business, with our existing operations, and in realizing all or any part of the anticipated benefits of any such acquisitions.

From time to time, we may evaluate and acquire assets and businesses that we believe complement our existing assets and business, and we may use a portion of the proceeds from this offering for acquisitions. The assets and businesses we acquire may be dissimilar from our initial lines of business. Acquisitions may require substantial capital or the incurrence of substantial indebtedness. Our capitalization and results of operations may change significantly as a result of future acquisitions. We may also add new lines of business to our existing operations. Acquisitions and business expansions involve numerous risks, including the following:

- difficulties in the integration of the assets and operations of the acquired businesses or lines of business;
- inefficiencies and difficulties that arise because of unfamiliarity with new assets and the businesses associated with them and new geographic areas;
- the possibility that we have insufficient expertise to engage in such activities profitably or without incurring inappropriate amounts of risk; and
- the diversion of management's attention from other operations.

Further, unexpected costs and challenges may arise whenever businesses with different operations or management are combined, and we may experience unanticipated delays in realizing the benefits of an acquisition. Entry into certain lines of business may subject us to new laws and regulations with which we are not familiar and may lead to increased litigation and regulatory risk. Also, following an acquisition, we may discover previously unknown liabilities associated with the acquired business or assets for which we have no recourse under applicable indemnification provisions. If an acquired business or new line of business generates insufficient revenue or if we are unable to efficiently manage our expanded operations, our results of operations may be materially adversely affected.

To maintain and grow our business, we will be required to make substantial capital expenditures. If we are unable to obtain needed capital or financing on satisfactory terms, we may have to curtail our operations and delay our construction and growth plans, which may materially adversely affect our business, financial condition, results of operations, cash flows and ability to pay amounts to our investors.

In order to maintain and grow our business, we will need to make substantial capital expenditures associated with our operations, which have not yet been constructed. Constructing, maintaining and expanding operations is capital intensive. Specifically, the new developments and the maintenance of machinery, equipment and facilities, and compliance with applicable laws and regulations require substantial capital expenditures. We must continue to invest capital to maintain or to increase our revenue and to develop any future acquired assets. Decisions to increase our revenue could also affect our capital needs. We cannot assure you that we will be able to maintain our revenue levels or generate sufficient cash flow, or that we will have access to sufficient financing to continue our revenue, exploration, permitting and development activities, and we may be required to defer all or a portion of our capital expenditures.

If we do not make sufficient or effective capital expenditures, we will be unable to develop and grow our business. To fund our projected capital expenditures, we will be required to use cash from our operations, incur debt or issue additional common stock or other equity securities. Using cash from our operations will reduce cash available for maintaining or increasing our operating activities and paying amounts to our investors. Our ability to obtain bank financing or our ability to access the capital markets for future equity or debt offerings may be limited by our financial condition at the time of any such financing or offering and the covenants in our future debt agreements, as well as by general economic conditions, contingencies and uncertainties that are beyond our control.

In addition, incurring additional debt may significantly increase our interest expense and financial leverage, and issuing additional equity securities may result in significant stockholder dilution.

We may not be able to obtain equipment, parts and supplies in a timely manner, in sufficient quantities or at reasonable costs to support our operations.

Our operations consume large quantities of supplies and equipment. Some commodities, such as steel, are needed to comply with operations and build out. The prices we pay for commodities and capital equipment are strongly impacted by the global market. A rapid or significant increase in the costs of commodities or capital equipment we use in our operations could impact our operating costs because we may have a limited ability to negotiate lower prices and, in some cases, may not have a ready substitute.

A substantial number of our properties are leased from Land Resources & Royalties LLC, a company owned and controlled by certain members of our management, and conflicts of interest may arise in the future as a result.

A substantial number of our properties are leased or subleased to our subsidiaries from and entity called Land Resources & Royalties LLC, which is a related party and an entity that is owned and controlled by some of our management team, with financial and economic benefit of such leases going directly to those members of the management team. Given some of the common ownership and control between Land Resources & Royalties LLC and us and the complex contractual obligations under these

arrangements, conflicts could arise between us and Land Resources & Royalties LLC that could adversely affect the interests of our stockholders, including, without limitation, conflicts involving compliance with payment and performance obligations under existing leases, and negotiation of the terms of and performance under additional leases we may enter into with Land Resources & Royalties LLC in the future.

Some of our sales contracts are with American Resources Corporation, a company owned and controlled by certain members of our management, and conflicts of interest may arise in the future as a result.

Some of our environmental services contracts are with American Resources Corporation, which is a related party and an entity that is owned and controlled by some of our management team. Given some of the common ownership and control between American Resources Corp and us and the complex contractual obligations under these arrangements, conflicts could arise between us and American Resources Corp that could adversely affect the interests of our stockholders, including, without limitation, conflicts involving compliance with payment and performance obligations under existing contracts, and negotiation of the terms of and performance under additional contracts we may enter into with American Resources Corp in the future.

While none of our employees who conduct operations are currently members of unions, our business could be adversely affected by union activities.

We are not subject to any collective bargaining or union agreement with respect to other properties we currently control. However, it is possible that future employees, or those of our operating partners, who conduct operations may join or seek recognition to form a labor union or may be required to become a labor agreement signatory. If some or all of the employees who conduct operations were to become unionized, it could adversely affect productivity, increase labor costs and increase the risk of work stoppages at our operations. If a work stoppage were to occur, it could interfere with operations and have a material adverse effect on our business, financial condition, results of operations, cash flows and our ability to pay amounts to our investors.

A shortage of skilled labor could pose a risk to achieving improved labor productivity and competitive costs, which could adversely affect our profitability.

Efficient operations using modern techniques and equipment requires skilled laborers, preferably with at least a year of experience and proficiency in multiple tasks. In the event there is a shortage of experienced labor, it could have an adverse impact on our labor productivity and costs and our ability to expand production in the event there is an increase in the demand for our products or services.

Our ability to operate effectively could be impaired if we fail to attract and retain key personnel.

The loss of our senior executives could have a material adverse effect on our business. There may be a limited number of persons with the requisite experience and skills to serve in our senior management positions. We may not be able to locate or employ qualified executives on acceptable terms. In addition, as our business develops and expands, we believe that our future success will depend greatly on our continued ability to attract and retain highly skilled personnel with industry experience. We may not be able to continue to employ key personnel or attract and retain qualified personnel in the future. Our failure to retain or attract key personnel could have a material adverse effect on our ability to effectively operate

our business. There is nothing at this time on which to base an assumption that our business will prove successful, and there is no assurance that we will be able to operate profitably if or when operations commence. You may lose your entire investment due to our lack of experience.

Terrorist attacks or cyber-incidents could result in information theft, data corruption, operational disruption and/or financial loss.

Like most companies, we have become increasingly dependent upon digital technologies, including information systems, infrastructure and cloud applications and services, to operate our businesses, to process and record financial and operating data, communicate with our business partners, analyze information, as well as other activities related to our businesses. Strategic targets, such as energy-related assets, may be at greater risk of future terrorist or cyber-attacks than other targets in the United States. Deliberate attacks on, or security breaches in, our systems or infrastructure, or the systems or infrastructure of third parties, or cloud-based applications could lead to corruption or loss of our proprietary data and potentially sensitive data, delays in production or delivery, difficulty in completing and settling transactions, challenges in maintaining our books and records, environmental damage, communication interruptions, other operational disruptions and third-party liability. Our insurance may not protect us against such occurrences. Consequently, it is possible that any of these occurrences, or a combination of them, could have a material adverse effect on our business, financial condition, results of operations and cash flows. Further, as cyber incidents continue to evolve, we may be required to expend additional resources to continue to modify or enhance our protective measures or to investigate and remediate any vulnerability to cyber incidents.

Business Effect of Covid-19.

Like most companies, we could be affected by global health pandemics. During 2020, the worldwide COVID-19 outbreak has resulted in muted demand for many products and disruptions in supply chains including the ability to attract and retain labor.

Risks Related to Environmental, Health, Safety and Other Regulations

Current and future government laws, regulations and other legal requirements relating to protection of the environment may increase our costs of doing business and may restrict our operations.

We and our potential customers are subject/ to stringent and complex laws, regulations and other legal requirements enacted by federal, state and local authorities relating to protection of the environment and natural resources. These include those legal requirements that govern discharges or emissions of materials into the environment, the management and disposal of substances and wastes, including hazardous wastes, the cleanup of contaminated sites, threatened and endangered plant and wildlife protection, reclamation and restoration of mining properties after mining is completed, mitigation and restoration of streams or other waters, the protection of drinking water, and work practices related to employee health and safety. Examples include laws and regulations relating to:

- employee health and safety;
- emissions to air and discharges to water;

- plant and wildlife protection, including endangered species protections;
- limitations on land use;
- the storage, treatment and disposal of wastes;
- air quality standards;
- water pollution;
- protection of human health, plant-life and wildlife, including endangered and threatened species;
- protection of wetlands;
- the discharge of materials into the environment;
- remediation of contaminated soil, surface and groundwater; and
- the effects of operations on surface water and groundwater quality and availability.

Complying with these environmental and employee health and safety requirements, including the terms of our anticipated permits, has had, and will continue to have, a significant effect on our costs of operations. In addition, there is the possibility that we could incur substantial costs as a result of violations of environmental laws, judicial interpretations of or rulings on environmental laws or permits, or in connection with the investigation and remediation of environmental contamination. For example, the EPA and several of the states where we operate have, or intend to, propose revised recommended criteria for discharges of selenium regulated under the Clean Water Act (“CWA”), which may be more stringent than current criteria. Any additional laws, regulations and other legal requirements enacted or adopted by federal, state and local authorities, or new interpretations of existing legal requirements by regulatory bodies relating to the protection of the environment, including those related to discharges of toxins, could further affect our costs or limit our operations.

Our operations may impact the environment or cause exposure to hazardous substances, and our properties may have environmental contamination, which could expose us to significant costs and liabilities.

Our operations we hope are aimed and focused on improving the environment but could from time to time cause damage to the environment.

For certain business verticals we may have to obtain, maintain, and renew governmental permits and approvals, which can be a costly and time-consuming process and result in restrictions on our operations.

Various business verticals may require governmental permits and approvals to operate. Our operations are diverse and focused on utilizing impacted lands from mining and industrial activities that may require permits issued pursuant to SMCRA and the federal CWA as well as state and local agencies. State and federal regulatory authorities exercise considerable discretion in the timing and scope of permit issuance. Requirements imposed by these authorities may be costly and time consuming and may result in delays in the commencement or continuation of operations.

Our prospective customers are subject to extensive existing and future government laws, regulations and other legal requirements relating to protection of the environment, which could negatively impact our business and the market for our products.

Certain businesses are subject to various laws and regulations that may slow the procurement of our products which ultimately will cause delays and cash management issues at times. We have not ability to manage how our customers deal with regulations or delays in their business due to regulations.

We operate on reclaimed or mines that have been permanently closed mines or industrial properties that may result in additional environmental compliance or liabilities.

Given the location of our operations we may be subject to environmental or regulatory scrutiny due to our operational footprint being located on prior mining operations or industrial sites. This could delay or stop operations entirely due to regulatory compliance of such sites. This also could result in additional unknown liabilities to the Company as a result of such sites.

Limited Operating History.

We have a limited operating history and have incurred limited profitability to date, and our current profitability is not guaranteed, and we may incur significant losses in the future.

We have generated limited revenues from the sale of our products, and our business may fail if we are not able to produce products and sell them for a profit in a timely manner.

The successful development of our business depends on our ability to efficiently and cost-effectively produce products and sell them at a price above our costs.

The Company may not be able to manage its potential growth

For the Company to succeed, it needs to experience significant expansion. There can be no assurance that it will achieve this expansion. This expansion, if accomplished, may place a significant strain on the Company's management, operational and financial resources. To manage any material growth, the Company will be required to implement operational and financial systems, procedures and controls. It also will be required to expand its finance, administrative and operations staff. There can be no assurance that the Company's current and planned personnel, systems, procedures and controls will be adequate to support its future operations at any increased level. The Company's failure to manage growth effectively could have a material adverse effect on its business, results of operations and financial condition.

Our business currently requires substantial capital expenditures and any expansion of our operations requires substantial capital investment and we may not have access to the capital required to reach profitability.

Maintaining and expanding our existing business is capital intensive. Specifically, the ongoing expenses of building out our business lines, the required capital investment for any new operations going into production, and compliance with the applicable laws and regulations all require substantial capital expenditures. In order to maintain compliance of existing or future regulations, we invest significant capital and continue to invest significant capital to maintain our production and operations. We cannot

assure you that we will be able to maintain our existing or future levels of business or generate sufficient cash flow, or that we will have access to sufficient financing to continue our production, development or marketing at or above our present levels and on our current or projected timelines and we may be required to defer all or a portion of our capital expenditures. Our results of operations, business and financial condition, as well as our ability to satisfy our obligations may be materially adversely affected if we cannot make such capital expenditures.

We outsource certain aspects of our business to third parties, which subjects us to risks, including disruptions in our business.

A significant portion of our business could be operated via contractor model, in which we contract with third parties to conduct operations. Accordingly, we are subject to the risks associated with the contractors' ability to successfully provide the necessary services to meet our needs. If the contractors are unable to adequately provide the contracted services, and we are unable to find alternative service providers in a timely manner, our ability to conduct our operations and deliver product or services to our customers may be disrupted.

Our assets and operations are concentrated in western West Virginia, eastern Kentucky, and southern Indiana, and a disruption within that geographic region could adversely affect the Company's performance.

We currently rely exclusively on sales generated from western West Virginia, eastern Kentucky, and southern Indiana. Due to our lack of diversification in geographic location, an adverse development in these areas, including adverse developments due to catastrophic events or weather and decreases in demand for products or services, could have a significantly greater adverse impact on our ability to operate our business and our results of operations than if we held more diverse assets and locations.

Our business model may result in various legal proceedings, which may have an adverse effect on our business.

Due to the nature of our business, at times we may be involved in legal proceedings incidental to our normal business activities. We will not be able to predict the outcome, and there is always the potential that the costs of litigation in an individual matter or the aggregation of many matters could have an adverse effect on our cash flows, results of operations or financial position.

Risk Related to Environmental Reclamation and Remediation.

Our Environmental Solutions division focuses on reclaiming and or environmental services of prior coal and industrial activities as part of our operations. We also provide services for related party entities and generate revenue from such operations. Our inability to perform reclamation or regulatory requirements under local, state, or federal laws may result in fines, cost overruns or governmental orders that limit, impair, or stop our ability to operate. Regulatory fines may be substantial in nature and may significantly impact our operational results. Furthermore, we have several permit sites that require constant water monitoring and treatment for the foreseeable future due to the poor quality of water present within the permit.

Risks Related to this Offering and Our Common Stock

We have broad discretion in the use of the net proceeds we receive from this offering and may not use them effectively.

Although we intend to use a portion of the net proceeds we receive for business development and general working capital purposes as described under “Use of Proceeds,” we cannot specify with certainty the particular other uses of the net proceeds that we will receive from such purchase. Our management will have broad discretion in the application of such proceeds, including for any of the purposes described in “Use of Proceeds.” Accordingly, you will have to rely upon the judgment of our management with respect to the use of the proceeds, with only limited information concerning management’s specific intentions. Our management may spend a portion or all of the net proceeds from this offering in ways that our stockholders may not desire or that may not yield a favorable return including acquiring assets or paying leases from related parties. The failure by our management to apply these funds effectively could harm our business. Pending their use, we may invest the net proceeds from this offering in a manner that does not produce income or that loses value.

The Company is not subject to Sarbanes-Oxley regulations and may lack the financial controls and procedures of public companies

The Company may not have the internal control infrastructure that would meet the standards of a public company, including the requirements of the Sarbanes Oxley Act of 2002. As a privately held (non-public) Company, the Company is currently not subject to the Sarbanes Oxley Act of 2002, and its financial and disclosure controls and procedures reflect its status as a development stage, non-public company. There can be no guarantee that there are no significant deficiencies or material weaknesses in the quality of the Company's financial and disclosure controls and procedures. If it were necessary to implement such financial and disclosure controls and procedures, the cost to the Company of such compliance could be substantial and could have a material adverse effect on the Company's results of operations.

Should we become a public company the requirements of being a public company, including compliance with the reporting requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the requirements of the Sarbanes-Oxley Act, may strain our resources, increase our costs and distract management, and we may be unable to comply with these requirements in a timely or cost-effective manner.

As a public company, we will need to comply with new laws, regulations and requirements, certain corporate governance provisions of the Sarbanes-Oxley Act of 2002, related regulations of the SEC. Complying with these statutes, regulations and requirements will occupy a significant amount of time for our board of directors and management and will significantly increase our costs and expenses. We will need to:

- institute a more comprehensive compliance function;
- comply with rules promulgated by the NASDAQ Capital Market or New York Stock Exchange or any other exchange that lists our shares;
- continue to prepare and distribute periodic public reports in compliance with our obligations under the federal securities laws;

- establish new internal policies, such as those relating to insider trading; and
- involve and retain to a greater degree outside counsel and accountants in the above activities.

Furthermore, while we would be required to comply with Section 404 of the Sarbanes-Oxley Act of 2002 for our fiscal years, we are not required to have our independent registered public accounting firm attest to the effectiveness of our internal controls so long as we remain a “non-accelerated filer.” Compliance with these requirements may strain our resources, increase our costs and distract management, and we may be unable to comply with these requirements in a timely or cost-effective manner.

In addition, we expect that being a public company subject to these rules and regulations may make it more difficult and more expensive for us to obtain director and officer liability insurance and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified individuals to serve on our board of directors or as executive officers. We are currently evaluating these rules, and we cannot predict or estimate the amount of additional costs we may incur or the timing of such costs.

If we fail to develop or maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud. As a result, current and potential stockholders could lose confidence in our financial reporting, which would harm our business and the value of our Common Stock.

Effective internal controls are necessary for us to provide reliable financial reports, prevent fraud and operate successfully as a public company. If we cannot provide reliable financial reports or prevent fraud, our reputation and operating results would be harmed.

We cannot be certain that our efforts to develop and maintain our internal controls will be successful, that we will be able to maintain adequate controls over our financial processes and reporting in the future or that we will be able to comply with our obligations under Section 404 of the Sarbanes Oxley Act of 2002. Any failure to develop or maintain effective internal controls, or difficulties encountered in implementing or improving our internal controls, could harm our operating results or cause us to fail to meet our reporting obligations. Ineffective internal controls could also cause investors to lose confidence in our reported financial information, which would likely have a negative effect on the value of our Common Stock

The price per share paid for the Common Stock and the exercise price of the Warrant may not be indicative of the market price of our Common Stock after this offering or throughout the course of our sale of shares under this offering. In addition, an active, liquid, and orderly trading market for our Common Stock may not develop or be maintained, and our stock price may be volatile and/or decrease substantially as a result of the sale of the securities under this offering

We currently are a private company with no liquidity for our Common Stock. An active, liquid, and orderly trading market for our Common Stock may not develop or be maintained after this offering. Active, liquid, and orderly trading markets usually result in less price volatility and more efficiency in carrying out investors’ purchase and sale orders.

The following factors could affect our stock value:

- our operating and financial performance;
- quarterly variations in the rate of growth of our financial indicators, such as net income per share, net income and revenues;
- strategic actions by our competitors;
- speculation in the press or investment community;
- our payment of dividends;
- changes in accounting principles, policies, guidance, interpretations or standards;
- additions or departures of key management personnel;
- actions by our stockholders;
- general market conditions, including fluctuations in commodity prices;
- domestic and international economic, legal and regulatory factors unrelated to our performance; and
- the realization of any risks described under this “Risk Factors” section.

Certain of our directors, members of our management team, and officers have significant duties with, and spend significant time serving, other entities, including those entities that may compete with us in seeking acquisitions and business opportunities and, accordingly, may have conflicts of interest in allocating time or pursuing business opportunities.

Certain of our directors, members of our management team and/or officers (such as Mark C. Jensen, Kirk P. Taylor, and Thomas M. Sauve, among others), who are responsible for managing the direction of our operations and acquisition activities, hold positions of responsibility with other entities that have other business interests and may find itself in the business that is competitive in nature to the Company. The existing positions held by these directors, members of our management team, and/or officers may give rise to fiduciary or other duties (such as devotion of time to the company) that are in conflict with the duties they owe to us. These directors, members of our management team, and/or officers, may become aware of business opportunities that may be appropriate for presentation to us as well as to the other entities with which they are or may become affiliated. Due to these existing and potential future affiliations, they may present potential business opportunities to other entities prior to presenting them to us, which could cause additional conflicts of interest. They may also decide that certain opportunities are more appropriate for other entities with which they are affiliated, and as a result, they may elect not to present those opportunities to us. These conflicts may not be resolved in our favor.

Investors in this offering will experience immediate and substantial dilution.

The sale of the Units in this Offering will result in significant shareholder dilution if the Warrants are exercised for Common Stock and significantly negatively impact the value of our stock. This would result in further significant and substantial dilution to all other holders of our Common Stock.

Future sales of our Common Stock in the private or public market, or the perception that such sales may occur, could reduce our stock value, and any additional capital raised by us through the sale of equity or convertible securities may dilute your ownership in us.

We may issue additional shares of Common Stock or convertible securities in subsequent private or public offerings. We cannot predict the size of future issuances of our Common Stock or securities convertible into Common Stock or the effect, if any, that future issuances and sales of shares of our Common Stock will have on the value of our Common Stock or the dividend amount payable per share on our Common Stock. Sales of substantial amounts of our Common Stock (including shares issued in connection with an acquisition), or the perception that such sales could occur, may adversely affect prevailing value of our Common Stock or the dividend amount payable per share on our Common Stock.

The U.S. federal income tax consequences of purchasing, holding, and selling the Securities are complex and we are providing no analysis of any of the matters involved to investors.

The U.S. federal income tax consequence of the purchase, conversion, redemption, or disposition of the Securities is complex. In light of these complexities and the nature of the investors we are seeking, we are not providing you any analysis in this regard. Holders of the Securities are urged to consult their own advisors regarding these matters in order to understand such matters and avoid unexpected and materially adverse economic consequences.

Our preferred stock could adversely affect the voting power or value of our Common Stock.

Our management hold a class of preferred stock that provides anti-dilution protection. The terms of one or more classes or series of preferred stock could adversely impact the voting power or value of our Common Stock. There are 5,000,000 shares of Preferred Stock authorized, issued and outstanding. At the option and discretion of the holder(s) of the Preferred Stock, the sum of the 5,000,000 shares of Preferred Stock shall be initially convertible into a number of Common Stock that results in a greater ownership percentage of either (a) on a basis of one share of Preferred Stock convertible into one share of Common Stock, or (b) 40.0% of the outstanding amount of Common Stock plus common stock equivalents that are existing at the time of the conversion, at any time and from time to time. This preferred stock will adversely affect the voting power of the Common Stock.

For as long as we are an emerging growth company, we will not be required to comply with certain reporting requirements, including those relating to accounting standards and disclosure about our executive compensation, that apply to other public companies should we go public.

In April 2012, President Obama signed into law the JOBS Act. We anticipate being classified as an “emerging growth company” under the JOBS Act. For as long as we are an emerging growth company, which may be up to five full fiscal years subsequent to our first sale of an equity security pursuant to registration, unlike other public companies, we will not be required to, among other things: (i) provide an auditor’s attestation report on management’s assessment of the effectiveness of our system of internal control over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act; (ii) comply with any new requirements adopted by the PCAOB requiring mandatory audit firm rotation or a supplement to the auditor’s report in which the auditor would be required to provide additional information about the audit and the financial statements of the issuer; (iii) provide certain disclosure regarding executive compensation required of larger public companies; or (iv) hold nonbinding advisory votes on executive compensation. We will remain an emerging growth company for up to five years subsequent to our first sale of an equity security pursuant to registration, although we will lose that status sooner if we have more than \$1.07 billion of revenues in a fiscal year, have more than \$700.0 million in market value of our

Common Stock held by non-affiliates, or issue more than \$1.0 billion of non-convertible debt over a three-year period.

To the extent that we rely on any of the exemptions available to emerging growth companies, you will receive less information about our executive compensation and internal control over financial reporting than issuers that are not emerging growth companies. If some investors find our Common Stock to be less attractive as a result, there may be a less active trading market for our Common Stock and our stock price may be more volatile.

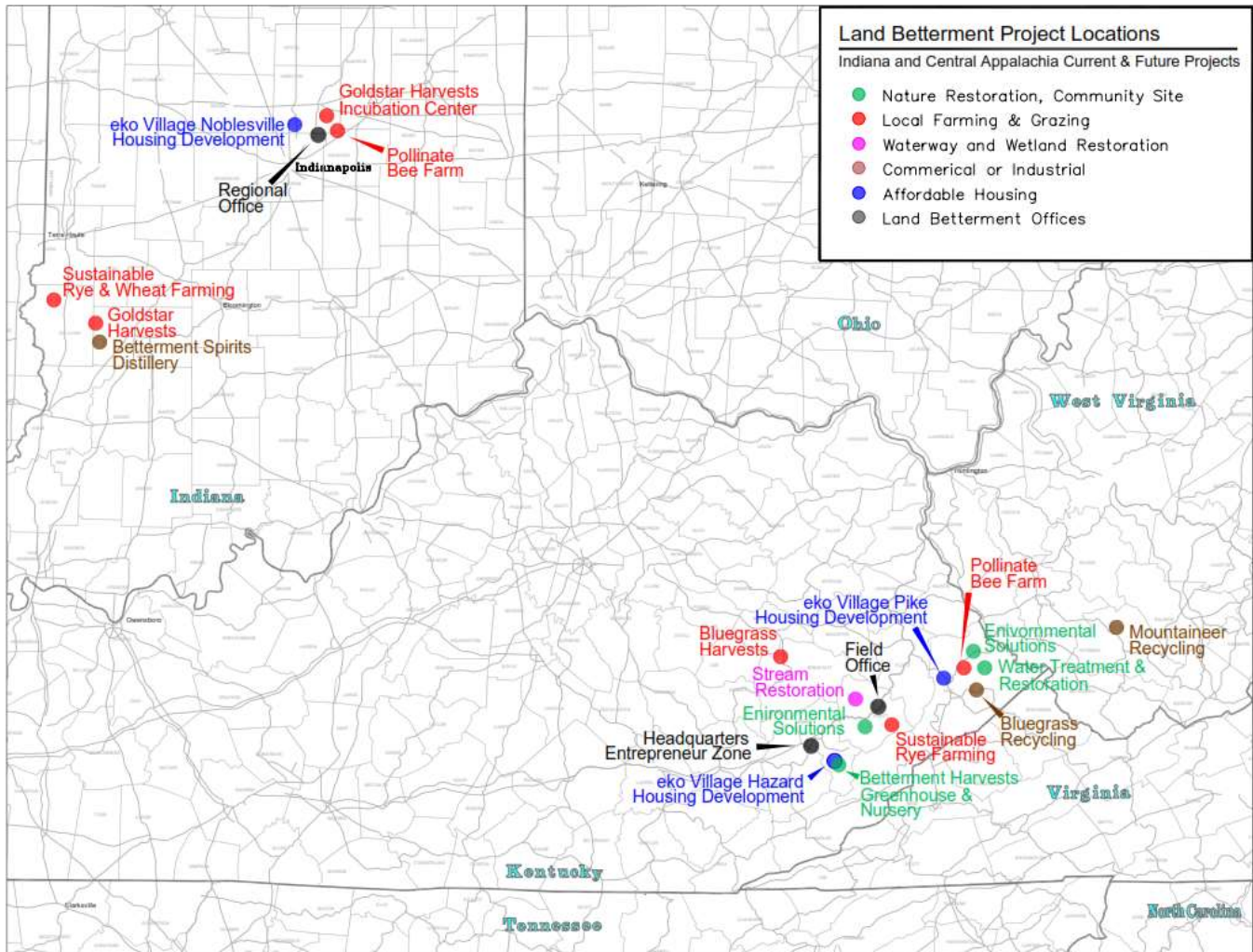
DESCRIPTION OF BUSINESS

Overview

Land Betterment Corporation, an Indiana benefit corporation, fosters positive social and environmental impact by up-cycling former coal mining and industrial sites to create sustainable community development and job creation. In the impacted communities, we are witnessing a moment of change as our society transitions away from coal-based fuels. This change creates hope for our future generations, however through the transition, it presents challenges for those that depended on the employment opportunities these industries provided. We have created real solutions which allow these impacted communities to move rapidly away from thermal coal mining jobs while harnessing the immense energy and capabilities of the local population.

We have created a complete solution-based lifecycle program to restore and rehabilitate the environment and revitalize communities in need of change and opportunity. Land Betterment accomplishes this by identifying un-reclaimed, run-down and neglected coal mining sites, fixing the environment through reclamation and remediation, and then repurposing the land to support a sustainable business, or businesses, that serves the community and a large, displaced labor force over the long-term. Based on our internal research and estimates, there is over \$1.0 billion worth of environmental reclamation and remediation that needs to be completed and hundreds of thousands of acres that can be repurposed for community good.

Land Betterment has control of over 10,000 acres of land throughout Indiana and Central Appalachia that it can lease for development and commercial purposes. Through its environmental solutions division, the company is constantly building its base of accessible lands where it can build out its sustainable businesses.



Our business is divided into pillars of services, revenue generation and social responsibility, each rooted to our statement of action:

- ✦ **Environmental Solutions:** We are dedicated to repairing the mass of scars left on Mother Nature resulting from mining and industrial uses through our earth restoration model. Our solutions utilize our expertise in the area to restore the earth and work with the government to achieve a positive resolution in a fraction of the time and cost that the process is typically achieved. Through our community network, we complete environmental reclamation and remediation with far more economically while also preserving the land to be utilized for a more holistic and environmentally responsible purpose.
- ✦ **Sustainable Community Development:** In order to help communities that have historically depended on coal mining and other industrial purposes, we must transition the economic environment to modern,

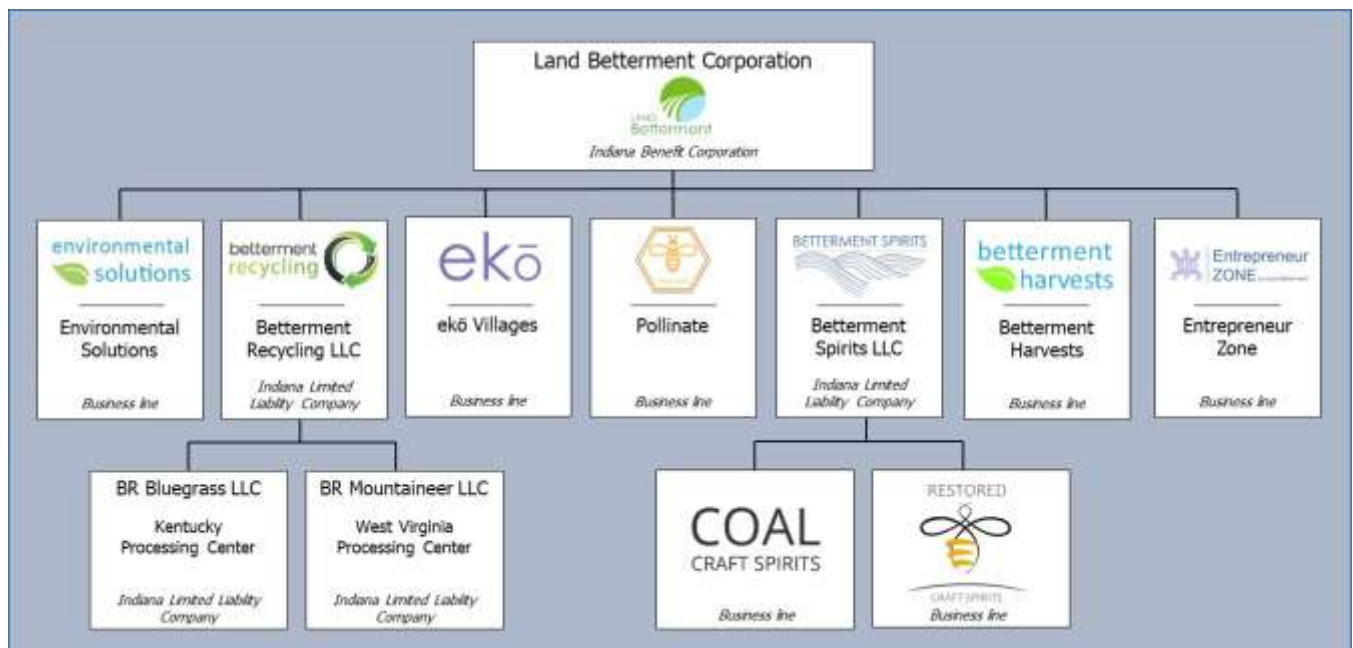
sustainable industries. To achieve such a result, Land Betterment works with leaders and entrepreneurs in each of these communities to up-cycle old coal mining sites to new industries in the context of what the community wants and needs. The ultimate goal of Land Betterment is to use the previously impacted land to promote and create long-term, sustainable businesses that will continue to support communities and a displaced workforce eager to repurpose their skillsets, while providing long-term revenue generation for Land Betterment.

Governance: Decisions must be evaluated for the benefit of all stakeholders. Our company was formed as a Benefit Corporation as outlined by Indiana Corporate Law which allows decisions to be made on the basis of maximizing all stakeholder value. We are a pending B Corporation, as certified by the B-Lab. As such, we strive for a verifiable social and environmental performance, public transparency and legal accountability which balances profit and purpose.

Revenue Generation

Revenue for Land Betterment is generated from a combination of two silos: (1) Services Revenue: where the company receives a services fee to reclaim and remediate the impacted land, from either coal companies themselves that have shut-in operations, reclamation surety companies, or by state or federal agencies that have been forced to assume these obligations themselves; and (2) Product Revenue: associated rents, royalties, product revenue, and revenue-sharing arrangements with the businesses that Land Betterment incubates and operates from the reclaimed land.

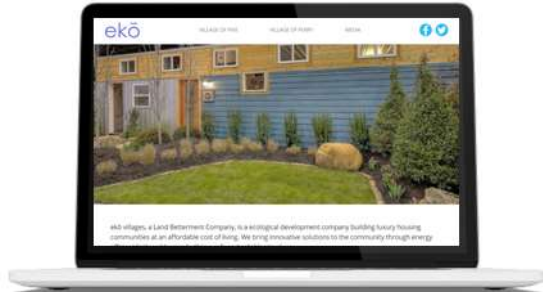
We have built a diverse platform of operational business lines either producing or in development throughout the Southern Indiana and Central Appalachian footprint.



In fulfillment of its business model, Land Betterment is incubating and developing several business lines for product-based revenue that are successfully aligned with the company’s goals. Land Betterment incubation of businesses may involve selling minority stakes to local partners and industry experts to

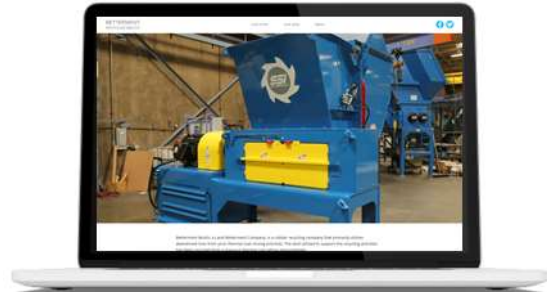
ensure that the team and interests are aligned with our shareholders in term of goal, experience and stakeholder return. Our initial business lines under development include:

Ekō



ekō is an ecological development company building luxury housing communities at an affordable cost. We bring innovative solutions to upcycle land for the community through energy efficient high-quality, sustainable homes built in a safe and reliable structure. ekovillages.com

Betterment Recycling



We are upcycling a former coal mining site to process waste tires transforming them into recycled rubber mulch and asphalt additive. The sites provide sustainable jobs for former coal miners that can best utilized their talents to efficiently operate the facility. bettermentrecycling.com

Betterment Harvests



A sustainable agriculture company that is able to upcycle previously impacted land and infrastructure from prior coal mining and industrial activity. We provide the highest quality of agriculture while providing job opportunities to a region that is in need of sustainable employment.

bettermentharvests.com

Betterment Spirits (COAL Craft Spirits/Restored)



Betterment Spirits is a contract manufacturer of premium spirits as well as the owner of our two brands; COAL Craft Spirits and Restored, farm to bottle small batch craft spirits brands which are grown from the roots of organic craftsmanship with a focus on environmental stewardship, quality and perfectionism.

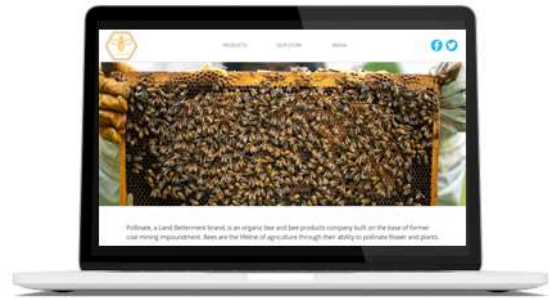
coalcraftspirits.com - restoredspirits.com

Entrepreneur Zone



Entrepreneur ZONE is an educational and incubation facility to bring forward looking industry to the region

Pollinate



A bee farm and processing facility established on a protected site upcycled from its prior life as a coal mining refuse disposal area. We will grow, harvest and process pollen, honey and wax for a variety of organic processes in addition to being an integral part in supporting our environmental remediation and agricultural divisions.

beepollinate.com

Relationships & Business Network

Through our work in Kentucky, West Virginia and Indiana, we have developed, and continue to develop, relationships with various local colleges, members of government, affinity groups, and community-based organizations that assist us in furthering our business model. These relationship allow us to advance our work in our Sustainable Community Development division, whereby we work with the stakeholders in the community to promote, foster, and encourage diversity in businesses and business opportunities in these regions that have traditionally been primarily dependent on thermal coal mining, while also benefiting Land Betterment’s current business lines in these regions.

The primary example of our work in this area is our *Entrepreneur Zone* located in Hazard, Perry County, Kentucky. Formerly an office headquarters for a large coal mining company, this site has been repurposed by Land Betterment to provide a collaborative community that will bring diverse entrepreneurs together to provide them with initial workspaces, community resources, and start-up capital to help foster and growth their businesses. In exchange, Land Betterment will receive an ongoing interest in the success of their business. Renovations to transform the building into a modern, cutting-edge location for entrepreneurs are ongoing and expected to be completed in early 2021.



Land Betterment’s Hazard Entrepreneur Zone

Our Team of Change Agents

We are founded by a group of experienced entrepreneurs that have navigated various industry, the financial markets and government relations. Over the last 17 years, the founding members have started numerous businesses including their last business which culminated with a successful IPO on the NASDAQ Capital Markets exchange. The team is dedicated to our Company's mission.



Mark Jensen
Executive Chairman



Kirk Taylor, CPA
President & CFO;
Director



Lisa Little
Director of Human Resources



Thomas Sauve
Chief Development Officer;
Director



Mark LaVerghetta
Chief Governance Officer
/ Corporate Finance



Kristie Slone
Environmental Solutions /
Water Management



Tarlis Thompson
Director of Operations



Kevin Stage, CPA
Controller



Jody Baldwin
Development Coordinator



Debbie Fouts
Director of Security Services



Joe Wright
Environmental Solutions /
Coal Craft Spirits



Winson Slone
Environment Solutions /
Reclamation

Public Benefit Corporation Status

In February 2020, we were incorporated under the laws of the State of Indiana as a public benefit corporation as a demonstration of our long-term commitment to our mission to benefit our stakeholders and society. Benefit corporations are a relatively new class of corporations that are intended to produce a public benefit and to operate in a responsible and sustainable manner. Under Indiana law, benefit corporations are required to identify themselves as benefit corporations in their certificate of incorporation and their directors have a duty to manage the affairs of the corporation in a manner that balances the pecuniary interests of the stockholders, the best interests of those materially affected by the corporation's conduct, and the specific public benefit or public benefits identified in the public benefit corporation's certificate of incorporation. Public benefit corporations organized in Indiana are also required to assess their benefit performance internally and to disclose publicly at least annual a report detailing their success in meeting their benefit objectives.

Certified B Corporation Status Pending

While not required by Indiana law or the terms of our certificate of incorporation, we have elected to have our social and environmental performance, accountability and transparency assessed against the proprietary criteria established by an independent non-profit organization. As a result of this assessment,

we have been designated as a “Certified B Corporation TM - Pending” under the standards set by an independent organization, which refers to companies that are certified as meeting certain levels of social and environmental performance, accountability and transparency.

Additional Information

Our telephone number is (317) 537-0492. We maintain a website at <https://www.landbetterment.com>. The information contained on, or accessible through, our website does not constitute a part of this Memorandum. The inclusion of our website in this Memorandum is an inactive textual reference only.

MANAGEMENT

We believe our management team and board of directors should be composed of individuals with sophistication and experience in many substantive areas that impact our business. We believe that experience, qualifications or skills in the following areas are most important: (i) organizational leadership and vision; (ii) strategic, financial and operational planning; (iii) industry experience; (iv) corporate restructuring and performance enhancement; (v) corporate finance; and (vi) experience as a board member of other corporations. These areas are in addition to the personal qualifications described in this section. We believe that our current management team and board members possess these professional and personal qualifications and have highlighted particularly noteworthy attributes for each of these individuals below.

Board of Directors

Mark C. Jensen – Executive Chairman of the Board of Directors

Mark has been an entrepreneur, operator, and investor in various transformational businesses and industries. He has been highly involved in the navigation of numerous growth businesses to mature businesses bringing his last company public on the Nasdaq Capital Market. Working as a managing member at T Squared Capital LLC since 2007, an investment firm focused on private equity styled investing in start-up businesses he has led investments across the globe. Most recently, since 2015 Mark has served as Chairman and CEO of American Resources Corporation, a Nasdaq Capital Market listed public company focused on the market for growing infrastructure demand, and its predecessor company, Quest Energy Inc., where he led the company through organic growth and strategic acquisitions. Mark has significant experience with major Wall Street firms such as Citigroup and graduated from the Kelley School of Business at Indiana University with a BS in Finance and International Studies with a focus on Business. Mark also studied in Sydney Australia through Boston University completing his International Studies degree with a focus on East Asian culture and business. There are no arrangements or understandings between Mark and any other persons pursuant to which he was selected as an officer. He has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The Company believes Mark is qualified to be the Company’s Executive Chairman and Director because of his extensive senior executive experience in a multitude of early-stage companies and with companies that have exposure to markets similar to those targeted by Land Betterment.

Adam Edelen – Vice Chairman of the Board of Directors and Lead Independent Director

Adam is a leader, both in government service as well as private enterprise. Since 2015, he has been the founder and operator of Edelen Strategic Ventures, a Kentucky-based management consultancy designed to assist entrepreneurs at every stage of development. Additionally, Edelen is a founder and partner in a number of ventures in the renewable energy and sustainability space. From 2008 to 2010 he served as a chief of staff to a former Kentucky governor and later as Kentucky's elected state auditor from 2011 to 2015. Through his public service, he has earned a reputation as a modernizer and reformer in government. His efforts have resulted in prison terms for corrupt politicians and school administrators, uncovered fraud and abuse in Kentucky's nearly \$3 billion system of "Ghost Government" taxing districts, and the testing of more than 3,000 previously unaccounted for rape kits. Recently, Adam garnered significant attention for structuring an innovative partnership of a leading coal company with a global renewable energy giant. The partnership proposes the largest solar installation in Appalachia, built by out-of-work coal miners on a mountaintop removal site. The proposed project has been featured globally, from CNN and SkyTV to Fast Company and The Wall Street Journal. There are no arrangements or understandings between Mark and any other persons pursuant to which he was selected as an officer. He has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The Company believes Adam is qualified to be a Director the Company due to his extensive connections within similar industries that can help advance the Company's business model.

Kirk Taylor, CPA – Director & Benefit Director

Kirk has broad business and governance experience both as an auditor and consultant and as the Chief Financial Officer of a Nasdaq Capital Market listed public company, American Resources Corporation, and its predecessor, Quest Energy Inc., since 2015, where he provided leadership, direction and management of the company's finance and accounting team. Prior to joining Quest Energy in 2015, he was a Manager at K.B. Parrish & Co. LLP where he worked since 2014. Prior to that, he worked at Katz Sapper Miller since 2012 as Manager. In addition, Kirk is an instructor for the CPA examination and has spoken at several training and industry conferences. He received a BS in Accounting and a BS in Finance from the Kelley School of Business at Indiana University, Bloomington Indiana and received his Masters of Business Administration from the University of Saint Francis at Fort Wayne, Indiana. Kirk serves his community in various ways including as the board treasurer for a community development corporation in Indianapolis, Indiana. There are no arrangements or understandings between Mark and any other persons pursuant to which he was selected as an officer. He has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The Company believes Kirk is qualified to be the Company's President, Chief Financial Officer, Director, and Benefit Director because of his substantial experience in leading early-stage companies and because of his financial and accounting experience.

Thomas M. Sauve – Director

Tom has been involved a number of early-stage businesses. Prior he had been an investor and partner in various infrastructure related assets over the last seven years including operations in Southern Indiana and Central Appalachia. Since 2007, Tom also worked as a managing member at T Squared Capital LLC, an investment firm focused on private equity styled investing in start-up businesses. Since 2015 Tom has served as President and Director of American Resources Corporation, a Nasdaq Capital

Market listed public company focused on the market for growing infrastructure demand, and its predecessor company, Quest Energy Inc., where he helped execute the company's growth plan. Tom received his Bachelor's degree in Economics, magna cum laude, from the University of Rochester, New York, with additional studies at the Simon Graduate School of Business. There are no arrangements or understandings between Mark and any other persons pursuant to which he was selected as an officer. He has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The Company believes Tom is qualified to be the Company's Chief Development Officer and Director because of his extensive experience in a multitude of early-stage companies and development and executing on projects and business plans similar to that of Land Betterment.

Executive Officers

Mark C. Jensen (age 40) – Executive Chairman

Mark has been an entrepreneur, operator, and investor in various transformational businesses and industries. He has been highly involved in the navigation of numerous growth businesses to mature businesses bringing his last company public on the Nasdaq Capital Market. Working as a managing member at T Squared Capital LLC since 2007, an investment firm focused on private equity styled investing in start-up businesses he has led investments across the globe. Most recently, since 2015 Mark has served as Chairman and CEO of American Resources Corporation, a Nasdaq Capital Market listed public company focused on the market for growing infrastructure demand, and its predecessor company, Quest Energy Inc., where he led the company through organic growth and strategic acquisitions. Mark has significant experience with major Wall Street firms such as Citigroup and graduated from the Kelley School of Business at Indiana University with a BS in Finance and International Studies with a focus on Business. Mark also studied in Sydney Australia through Boston University completing his International Studies degree with a focus on East Asian culture and business. There are no arrangements or understandings between Mark and any other persons pursuant to which he was selected as an officer. He has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The Company believes Mark is qualified to be the Company's Executive Chairman and Director because of his extensive senior executive experience in a multitude of early-stage companies and with companies that have exposure to markets similar to those targeted by Land Betterment.

Kirk Taylor, CPA (age 41) – President, Chief Financial Officer

Kirk has broad business and governance experience both as an auditor and consultant and as the Chief Financial Officer of a Nasdaq Capital Market listed public company, American Resources Corporation, and its predecessor, Quest Energy Inc., since 2015, where he provided leadership, direction and management of the company's finance and accounting team. Prior to joining Quest Energy in 2015, he was a Manager at K.B. Parrish & Co. LLP where he worked since 2014. Prior to that, he worked at Katz Sapper Miller since 2012 as Manager. In addition, Kirk is an instructor for the CPA examination and has spoken at several training and industry conferences. He received a BS in Accounting and a BS in Finance from the Kelley School of Business at Indiana University, Bloomington Indiana and received his Masters of Business Administration from the University of Saint Francis at Fort Wayne, Indiana. Kirk

serves his community in various ways including as the board treasurer for a community development corporation in Indianapolis, Indiana. There are no arrangements or understandings between Mark and any other persons pursuant to which he was selected as an officer. He has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The Company believes Kirk is qualified to be the Company's President, Chief Financial Officer, and Director because of his substantial experience in leading early-stage companies and because of his financial and accounting experience.

Thomas M. Sauve (age 41) – Chief Development Officer

Tom has been involved a number of early-stage businesses. Prior he had been an investor and partner in various infrastructure related assets over the last seven years including operations in Southern Indiana and Central Appalachia. Since 2007, Tom also worked as a managing member at T Squared Capital LLC, an investment firm focused on private equity styled investing in start-up businesses. Since 2015 Tom has served as President and Director of American Resources Corporation, a Nasdaq Capital Market listed public company focused on the market for growing infrastructure demand, and its predecessor company, Quest Energy Inc., where he helped execute the company's growth plan. Tom received his Bachelor's degree in Economics, magna cum laude, from the University of Rochester, New York, with additional studies at the Simon Graduate School of Business. There are no arrangements or understandings between Mark and any other persons pursuant to which he was selected as an officer. He has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The Company believes Tom is qualified to be the Company's Chief Development Officer and Director because of his extensive experience in a multitude of early-stage companies and development and executing on projects and business plans similar to that of Land Betterment.

Mark LaVerghetta (age 46) – Chief Governance Officer & Benefit Officer

Mark has 20 years of equity capital market experience leading in distribution and product development. As an operator in private business, has led efforts in communications and corporate finance to help achieve a public listing on the Nasdaq Capital Market. Since 2017, Mark has served as the head of Corporate Finance and Communications at American Resources Corporation. Prior to that, since 2009 he was Vice President of Institutional Equity Sales at Avondale Partners. There are no arrangements or understandings between Mark and any other persons pursuant to which he was selected as an officer. He has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The Company believes Mark is qualified to be the Company's Chief Governance Officer and the Benefit Officer due to his experience with publicly-reporting companies and their various governance requirements, including risk mitigation, public affairs, and compliance of companies.

Employment Arrangements

We have employment agreements with the named Executive Officers that provide for the base salaries and a discretionary annual performance bonus of up to three times their annual base salary, plus

potential participation in the Company's Employee Incentive Stock Option Plan. The payment of such bonus and/or incentive stock options shall be in the sole discretion of the Company's Board of Directors.

EXECUTIVE COMPENSATION

Summary Compensation Table – Officers

Name and Principal Position	Year ⁽¹⁾	Annual Salary ⁽²⁾	Bonus	Option Awards	All Other Compensation	Total
Mark C. Jensen, Executive Chairman ⁽³⁾	2020	\$275,000.00	\$0.00	\$0.00	\$0.00	\$275,000.00
Kirk P. Taylor, President & CFO ⁽³⁾	2020	\$275,000.00	\$0.00	\$0.00	\$0.00	\$275,000.00
Thomas M. Sauve, Chief Development Officer ⁽³⁾	2020	\$275,000.00	\$0.00	\$0.00	\$0.00	\$275,000.00
Mark J. LaVerghetta, Chief Governance Officer ⁽⁴⁾	2020	\$175,000.00	\$0.00	\$0.00	\$0.00	\$175,000.00

(1) Company formed on February 13, 2020.

(2) Annual Salary reflects full 12 months of employment contract.

(3) On March 1, 2020, the Company entered into an employment agreement with Mr. Jensen, Mr. Taylor, and Mr. Sauve, at an annual salary rate of \$275,000. The Company also has provided for a discretionary event driven bonuses as follows:

- a) Debt Financing: 10% of base salary for up to \$5,000,000 raised; 25% of base salary for \$5,000,001 to \$15,000,000 raised; 75% of base salary for \$15,000,001 plus raised.
- b) Equity Financing: 25% of base salary for up to \$5,000,000 raised; 50% of base salary for \$5,000,001 to \$15,000,000 raised; 100% of base salary for \$15,000,001 plus raised.
- c) Market Capitalization on a national exchange for volume weighted average of a period of five days: \$25,000,000 25% of base salary; \$50,000,000 50% of base salary; \$100,000,000 100% of base salary.

The payment of such bonus shall be in the sole discretion of the Company's management and/or applicable Board of Directors.

(4) On June 11, 2020, the Company entered into an employment agreement with Mr. LaVerghetta, at an annual salary rate of \$175,000. The Company also has provided for a discretionary event driven bonuses as follows:

- a) Debt Financing: 5% of base salary for up to \$5,000,000 raised; 12% of base salary for \$5,000,001 to \$15,000,000 raised; 37% of base salary for \$15,000,001 plus raised.
- b) Equity Financing: 12% of base salary for up to \$5,000,000 raised; 25% of base salary for \$5,000,001 to \$15,000,000 raised; 50% of base salary for \$15,000,001 plus raised.
- c) Market Capitalization on a national exchange for volume weighted average of a period of five days: \$25,000,000 12% of base salary; \$50,000,000 25% of base salary; \$100,000,000 50% of base salary.

The payment of such bonus shall be in the sole discretion of the Company's management and/or applicable Board of Directors.

Summary Compensation Table – Directors

Name and Principal Position	Year ⁽¹⁾	Fees Earned or Paid in Cash	Bonus	Option Awards ⁽²⁾	All Other Compensation	Total
Mark C. Jensen, Director & Chairman of the Board	2020	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Adam Edelen, Director & Vice Chairman	2020	\$0.00	\$0.00	\$273,000.00	\$0.00	\$273,000.00
Kirk P. Taylor, Director & Benefit Director	2020	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Thomas M. Sauve, Director	2020	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

(1) Company formed on February 13, 2020.

(2) Annual options awarded by board position as follows: Chairman - 100,000 options; Vice Chairman – 75,000 options; Director – 50,000 options; Benefit Director – 25,000 options. The options carry a 3-year term and an exercise price of \$25.00 per share, with the exception of the exercise price of the Vice Chairman’s options are at \$3.50 per share. Based on fair value calculation utilizing the Black-Sholes Option Pricing Model, the options, other than those owned by the Vice Chairman, have \$0 fair value as of the date of the Memorandum.

SECURITY OWNERSHIP OF BENEFICIAL OWNERS

The following table lists, as of the date of this Memorandum, the number of shares of our Common Stock and Preferred Stock that are beneficially owned by (i) each person or entity known to us to be the beneficial owner of more than 5% of our common stock; (ii) each executive officer and director of our company; and (iii) all executive officers and directors as a group. Information relating to beneficial ownership of Common Stock and our Preferred Stock by our principal shareholders and management is based upon information furnished by each person using “beneficial ownership” concepts under the rules of the Securities and Exchange Commission. Under these rules, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or direct the voting of the security, or investment power, which includes the power to vote or direct the voting of the security. The person is also deemed to be a beneficial owner of any security of which that person has a right to acquire beneficial ownership within 60 days under any contract, option or warrant. Under the Securities and Exchange Commission rules, more than one person may be deemed to be a beneficial owner of the same securities, and a person may be deemed to be a beneficial owner of securities as to which he or she may not have any pecuniary beneficial interest. Except as noted below, each person has sole voting and investment power. Unless otherwise specified, the address of each beneficial owner listed in the tables is c/o Land Betterment Corporation, PO Box 264, Fishers, IN 46038.

Name and Principal Position	Preferred Stock Beneficially Owned	Percent of Preferred Stock	Common Stock Beneficially Owned	Percent of Common Stock	Percent of Fully Diluted
<u>Officers and Directors</u>					
Mark C. Jensen, Executive Chairman & Director	1,575,000	31.5%	1,500,107	30.0%	30.5%
Adam Edelen, Director	0	0.0%	75,000 ⁽¹⁾	1.5%	0.7%
Kirk P. Taylor, President, CFO, & Director	1,175,000	23.5%	1,100,029	21.7%	22.6%

Thomas M. Sauve, Chief Development Officer & Director	1,175,000	23.5%	1,100,130	21.7%	22.6%
Mark J. LaVerghetta, Chief Governance Officer	675,000	13.5%	700,014	13.8%	13.6%
All Directors and Officers as a Group (5 persons)	4,600,000	92.0%	4,400,280	88.1%	90.0%
<u>5.0% Holders</u>					
None	0	0.0%	0	0.0%	0.0%
All Directors, Officers and 5% Holders as a Group (5 persons)	4,600,000	92.0%	4,400,280	88.1%	90.0%

(1) Beneficial ownership reflects in-the-money options granted to Mr. Edelen as part of his compensation as Vice Chairman of the board of directors.

TRANSACTIONS WITH RELATED PARTIES

On February 13, 2020, the Company entered into a Contract Services Agreement with American Resources Corporation, an entity controlled by certain members of the Company’s management who are also directors and shareholders. The contract terms state that service costs are passed through to the Company with a 10% mark-up and a 50% share of the cost savings.

The Company is currently a party to certain lease agreements for property owned by Land Resources & Royalties LLC (“LRR”), an entity that is owned by certain members of Company management, whereby the Company pays LRR rents for property leased from LRR. The Company may enter into additional lease agreements in the future for additional property owned by LRR.

On February 13, 2020, the Company entered into a Contract Services Agreement with Land Betterment Corporation (LBET), an entity controlled by certain members of the Company’s management who are also directors and shareholders. The contract terms state that service costs are passed through to the Company with a 10% mark-up and a 50% share of cost savings which includes payroll covering aforementioned members of the Company’s management. The services agreement covers all of the Company’s properties.

DESCRIPTION OF THE SECURITIES

We are conducting an Offering of up to 2,000,000 Units comprised of a share of Common Stock and a Warrant to purchase a share of Common Stock for a maximum aggregate purchase price of \$10,000,000 (the “Maximum Offering Amount”) at a purchase price of \$5.00 per Unit. The Maximum Offering Amount may be increased at the sole discretion of the Company. The minimum subscription amount is \$25,000, per investor, unless the Company allows a lesser amount. The Offering will terminate by December 31, 2020, unless extended by the Company. We reserve the right to accept or reject, in whole or in part, any subscription for Units.

The Securities are being offered without registration under the Securities Act, solely to persons who qualify as “accredited investors” as that term is defined in Rule 501(a) of Regulation D under the Securities Act, in reliance upon the exemption from registration provided by Section 4(a)(2) of the Securities Act and Rule 506(c) of Regulation D under the Securities Act. Accordingly, the issuance and sale of the Units has not been registered under the Securities Act and consequently the Units are subject to restrictions on transfer and resale. We will require each investor to make representations and warranties in the Common Stock Purchase Agreement (as defined below) as to the investor’s accredited investor status. In the event we propose to register any securities under the Securities Act, investors have certain rights to include their Shares and shares underlying the Warrants in the registration statement, subject to certain exceptions.

This Offering is being conducted by the Company, and the Company may elect to retain one or more Placement Agents in the future on a “commercially reasonable efforts” basis. In a commercially reasonable efforts offering, there is no assurance that all or any part of the Units will be sold.

Common Stock

The Common Stock is being issued as restricted common stock of the Company. Should the company file for an Initial Public Offering the company will include such shares for registration in the registration statement. For a complete description of the Common Stock, please refer to the Common Stock Purchase Agreement attached hereto as Exhibit A.

Warrants

The Warrants have a term of Two years and are immediately exercisable for shares of Common Stock at an exercise price equal to \$10.00 per share. The exercise price is subject to adjustment for stock splits, stock dividends, or the reclassification of our Common Stock. For a complete description of the Warrants, please refer to the Form of Warrant “A” attached hereto as Exhibit B.

Current Capitalization

The current authorized capital stock of Land Betterment Corporation consists of 200,000,000 shares of Common Stock, \$0.01 par value per share, of which 5,003,602 shares of Common Stock are issued and outstanding, and 5,000,000 shares of Preferred Stock, \$0.01 par value per share, of which 5,000,000 shares of Preferred Stock are issued and outstanding.

The following summary of the capital stock and certificate of incorporation of the Company does not purport to be complete and is qualified in its entirety by reference to the provisions of applicable law and to our certificate of incorporation and by-laws.

Common Stock

Voting Rights. The holders of the Common Stock shall be entitled to one vote per share.

Par Value. The shares of Common Stock have a par value of \$0.01 per share.

Dividends. The holders of Common Stock shall be entitled to dividends as shall be declared by the Corporation's Board of Directors from time to time.

Other Matters. The shares of common stock have no preemptive or conversion rights and are not subject to further calls or assessment by us. There are no redemption or sinking fund provisions applicable to the common stock. All outstanding shares of our common stock offered in this offering, including the common stock resulting from the exercise of the Warrants, are fully paid and non-assessable.

Preferred Stock

Voting Rights. The holders of the Preferred Stock shall be entitled to vote on a fully “as-converted” basis to Common Stock to one vote per share (including any Common Stock equivalents that that may be entitled to vote).

Par Value. The shares of Preferred Stock have a par value of \$0.01 per share.

Cash Dividends. If the Corporation, at any time while the Preferred Stock is outstanding, shall distribute or accrue to any or all holders of Common Stock a cash dividend, then in each such case the Preferred Stock shall receive its proportional distribution or accrual of the cash dividend as if the Preferred Stock were converted to Common Stock (plus any Common Stock equivalents that may be entitled to receive a dividend) at the time of such distribution or accrual of cash dividend to the holders of the Common Stock and/or Common Stock equivalents.

Distributions. If the Corporation, at any time while the Preferred Stock is outstanding, shall distribute to any or all holders of Common Stock any evidences of its indebtedness, or any of the Corporation’s assets whatsoever, or rights or warrants to subscribe for or purchase any security (each and collectively a “Distributed Asset”), then in each such case the Preferred Stock shall receive its proportional distribution of the Distributed Asset as if the Preferred Stock were converted to Common Stock (plus any Common Stock equivalents that may be entitled to receive a Distributed Assets) at the time of such distribution to the holders of the Common Stock and/or Common Stock equivalents.

Conversion to Common Stock. At the option and discretion of the holder(s) of the Preferred Stock, the sum of the 5,000,000 shares of Preferred Stock shall be initially convertible into a number of Common Stock that results in a greater ownership percentage of either (a) on a basis of one share of Preferred Stock convertible into one share of Common Stock, or (b) 40.0% of the outstanding amount of Common Stock plus common stock equivalents that are existing at the time of the conversion (as adjusted as provided herein, the “Conversion Ratio”), at any time and from time to time. Should less than the full 5,000,000 Preferred Stock be converted to Common Stock, the Conversion Ratio will be proportionally reduced by the amount of Preferred Stock that is so converted. There is no additional consideration required to convert the Preferred Stock to Common Stock. There is no expiration date on the Preferred Stock, and the Preferred Stock is convertible to Common Stock on a cashless basis.

Capital Reorganization or Reclassification. If the Common Stock issuable upon the conversion of the Preferred Stock shall be changed into the same or different number of shares of any class or classes of stock, whether by capital reorganization, reclassification, or otherwise (other than a subdivision or combination of shares or stock dividend), then in each such event, the holder of each share of Preferred Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such capital reorganization, reclassification, or other change

by holder of the number of shares of Common Stock into which such shares of Preferred Stock might have been converted immediately prior to such capital reorganization, reclassification, or other change.

Outstanding Options or Warrants

On April 30, 2020, the Board of Directors of the Company approved an Stock Option Plan (the “2020 Plan”) for the issuance of up to 2,000,000 options to key employees and directors of the Company to provide additional incentive to such key employee or director. As of the date of this Memorandum, the Company has not issued any options to key employees or directors under the 2020 Plan.

On July 16, 2020, the Board of Directors of the Company issued the following options to board members as compensation for their 12 months of service on the Board of Directors:

- Mark C. Jensen: 100,000 options as Chairman of the Board of Directors
- Adam Edelen: 75,000 options as Vice Chairman of the Board of Directors
- Kirk P. Taylor: 50,000 options as Director and 25,000 options as Benefit Director
- Thomas M. Sauve: 50,000 options as Director

Each option awards vests immediately, has a three-year term, and an exercise price of \$25.00 per share, with the exception of the Vice Chairman options have an exercise price of \$3.50 per share. As of the date of this Memorandum, no options issued to directors have been exercised.

DETERMINATION OF OFFERING PRICE

The offering price of the Units being offered hereby has been arbitrarily determined by us and bears no relationship to our assets, net worth, book value, potential earnings, or other recognized criteria of value. Accordingly, the offering price of the Units may not be indicative of the actual value of the Units.

USE OF PROCEEDS

In the event the Maximum Offering Amount is raised, we will receive \$10,000,000 of gross proceeds less any Placement Agent commissions (if Placement Agent(s) are retain by the Company, which amount to approximately \$600,000 in anticipated commissions if so) and our offering expenses (approximately \$25,000). In such event, we intend to use the net proceeds of this Offering, which would be approximately \$9,400,000 for business development, acquisitions, organic growth, equipment, and general working capital purposes.

In the event we raise less than the Maximum Offering Amount, or any amount in between, we may change the uses to which we apply the net proceeds of this Offering and the priority of such uses if we believe that such change would be beneficial to us.

DILUTION

Notwithstanding the foregoing, even if we raise the Maximum Offering Amount, we will likely need to raise additional capital in the future to pursue new growth opportunities, for general working

capital, to refinance future debt or for other reasons. In the event that we raise additional capital, investors in this Offering may experience dilution.

LEGAL MATTERS

From time to time, the Company may be involved in litigation relating to claims arising out of its operations in the normal course of business. The Company knows of no material, existing or pending legal proceedings against it, nor is the Company involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of its directors, officers or affiliates, or any registered or beneficial shareholder, is an adverse party to the Company, or has a material interest that is adverse to the Company's interests.

CAPITALIZATION

The following table summarizes our capitalization and cash and cash equivalents as of June 30, 2020:

- on an actual basis; and
- on an as adjusted basis to reflect (i) the sale by us of Units in this Offering, and (ii) the deduction of estimated Placement Agent fees and estimated offering expenses payable by us.

The nature and purpose of this capitalization table is to illustrate the pro-forma adjustments from including the results of this Offering.

Assuming the Maximum Offering Amount of \$10,000,000, the pro-forma capitalization of the Company is anticipated to be as follows:

	As of September 30, 2020		
	Actual	Adjustments	As Adjusted
Assets:			
Cash & Cash Equivalents	\$ 2,136	\$ 9,400,000 (1)	\$ 9,402,136
Other Assets	341,865	-	341,865.00
Fixed Assets and Development Properties and organizational costs	-	-	-
Cash, Cash Equivalents, Fixed Assets and Coal Properties	<u>344,001</u>	<u>9,400,000</u>	<u>9,744,001</u>
Debt:			
Current Debt & Certain Payables	-	-	-
Long Term Debt	225,800	-	225,800
Reclamation Liability	-	-	-
Current Debt, certain payables, long term debt and reclamation liability	<u>225,800</u>	<u>-</u>	<u>225,800</u>
Equity:			
Common Stock, \$.01 par value, 195,000,000 shares authorized, 5,003,602 shares issued and outstanding	50,036	14,000	64,036
Preferred Stock, \$.01 par value, 5,000,000 shares authorized, 5,000,000 shares issued and outstanding	50,000	-	50,000
Additional Paid In Capital	18,165	9,386,000	9,404,165
Accumulated Deficit	-	-	-
Total Stockholders' Equity	118,201	9,400,000	9,518,201
Total Capitalization	<u>344,001</u>	<u>9,400,000</u>	<u>9,744,001</u>
Proforma Adjustments			

(1) Assumes the maximum raise amount of \$10,000,000

PLAN OF DISTRIBUTION

The Offering

Purchasers of Units will be required to deliver to us, among other items, a duly executed copy of the Common Stock Purchase Agreement and Accredited Investor Certification Letter accompanying this Memorandum as Exhibit A, Exhibit B, and Exhibit C, respectively. Potential investors can deliver these documents and provide other information by e-mailing the Company, sending them via fax, or mailing them to the Company address included below. See “**Subscription Procedure.**” No subscription will be accepted by us or any placement agent unless and until the investor’s status as an “accredited investor” has been verified to the satisfaction of the Company. We, or the Placement Agent(s) may make or cause to be made such further inquiry and obtain such additional information as we deem appropriate with regard to the suitability of prospective investors. We, or the Placement Agent(s) may reject purchase offers in whole or in part, if not satisfied as to suitability.

We reserve the right to accept or reject any subscription offer in whole or in part and to allocate to any potential purchaser an amount of the securities less than the amount requested by such potential purchaser, for any or no reason and without notice. All funds from subscribers will be sent to the Company on a rolling close basis.

All funds from subscribers will be sent directly to the Company. The Company reserve the right to withdraw or cancel this Offering at any time, for any or no reason and without notice and return any funds to the Investors within 90 days of commencing this offering.

The price and terms of the Units have been determined by the Company and do not necessarily bear any relationship to the value of our assets, net worth, revenues or other established criteria of value, and should not be considered indicative of the actual value of the Units or us.

Investor Suitability Requirements

General

Investment in the Securities involves significant risks and is suitable only for persons of adequate financial means who have no need for liquidity with respect to their investment and who can bear the economic risk of a complete loss of their investment. See “**Risk Factors**”.

The eligibility standards discussed below represent minimum suitability standards for prospective investors. The satisfaction of such standards by a prospective investor does not necessarily mean that the Securities are a suitable investment for such prospective investor. Prospective investors are encouraged to consult their personal financial advisors to determine whether an investment in the Securities is appropriate for them.

We will require each investor to represent that, among other things: (i) by reason of the investor’s business or financial experience, or that of the investor’s professional advisor, the investor is capable of evaluating the merits and risks of an investment in the Securities and of protecting such investor’s own interests in connection with this Offering; (ii) the investor is an “accredited investor” as such term is defined in Rule 501(a) of Regulation D promulgated under the Securities Act; (iii) the investor is acquiring the Securities for the investor’s own account, for investment only and not with a view to the resale or distribution thereof; (iv) the investor is aware that neither the Securities nor the securities into which the Securities may be converted have been registered under the Securities Act or any state or foreign securities laws, that the transfer of the Securities is restricted under the Securities Act and may be restricted under applicable state or foreign securities laws (and any equity securities into which the Securities may convert); and (v) the investor is aware of the absence of a market for the Securities and the securities into which the Securities may be converted.

Eligibility

Each investor must represent that it qualifies as an “accredited investor” as such term is defined in Rule 501(a) of Regulation D under the Securities Act and must demonstrate the basis for such qualification. To be an accredited investor, an investor must fall within any of the following categories at the time of the sale of any Securities to that investor:

- A bank as defined in Section 3(a)(2) of the Securities Act, or a savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity, a broker or dealer registered pursuant to Section 15 of the Exchange Act; an insurance company as defined in Section 2(13) of the Securities Act; an investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act; a Small Business Investment Company licensed by the U.S. Small

Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; a plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; an employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of that Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;

- A private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940;
- An organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; a corporation; a Massachusetts or similar business trust; or a partnership; in each case, not formed for the specific purpose of acquiring the Securities and with total assets in excess of \$5,000,000;
- A director or executive officer of the Company;
- A natural person whose individual net worth, or joint net worth with that person's spouse, at the time of such person's purchase of the Securities exceeds \$1,000,000. PLEASE NOTE: in calculating net worth, you include all of your assets (other than your primary residence), whether liquid or illiquid, such as cash, stock, securities, personal property and real estate based on the fair market value of such property MINUS all debts and liabilities (other than a mortgage or other debt secured by your primary residence unless such borrowing occurred in the 60 days preceding the date of purchase of the securities and was not in connection with the acquisition of the primary residence). In the event any incremental mortgage or other indebtedness secured by your primary residence occurs in the 60 days preceding the date of the purchase of the securities, the additional mortgage or other indebtedness secured by your primary residence must be treated as a liability and deducted from your net worth even though the value of our primary residence will not be included as an asset. Further, the amount of any mortgage or other indebtedness secured by your primary residence that exceeds the fair market value of the residence should also be deducted from your net worth);
- A natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;
- A trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the Securities, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D; and
- An entity in which all of the equity owners are accredited investors.

Prospective investors must sign the Accredited Investor Certification Letter listed in Exhibit D to certified to the Company that the investor is considered an Accredited Investor. Additionally, any Placement Agent(s) engaged by the Company to assist in this offering may require additional certifications from the prospective investors.

Placement Agent

We may engage one or more Placement Agent(s), a FINRA member broker-dealer, to place the Units on a “commercially reasonable efforts” basis, pursuant to the terms and conditions of an agreement entered into between us and them per the fee structure included herein. Any Placement Agent may engage sub-agents or other selected broker-dealers to assist in this Offering. The accepted terms of the Placement arrangement provides that:

- At each closing, the Placement Agent is anticipated to receive an aggregate cash fee equal in amount to 6% of the aggregate gross proceeds received by the Company sourced and received by the Placement Agent at such closing.
- At each closing, the Company will issue to the Placement Agent (or such other recipients designated by the Placement Agent) warrants (“Cash Warrants”) in the amount of 6% of the total number of Common Stock issued in the Offering at an exercise price equal to \$10.00 per share for any amounts sourced and received by the Company from the Placement Agent.
- The Cash Warrants will expire two years after such Closing. The Cash Warrants shall be exercisable only for cash and shall not be redeemable. To the extent that investors are granted piggyback registration rights with respect to their securities (or securities into which their securities are convertible), the Company will grant identical rights to the Placement Agent (or such other recipients designated by the Placement Agent). If so registered, the Cash Warrants (and the underlying securities) may not be transferred, assigned or hypothecated for the period following the effective date of such registration required pursuant to FINRA Rule 5110(g)(1), except that they may be assigned, in whole or in part, to any successor, officer or member of either Placement Agent (or to officers or partners of any such successor or member) pursuant to FINRA Rule 5110(g)(2). The Cash Warrants may be exercised in whole or in part.
- We may reimburse a Placement Agent for actual, accountable pre-approved by the Company out-of-pocket expenses by a Placement Agent.
- We are required to indemnify the Placement Agent against certain liabilities, including liabilities arising under the Securities Act, in connection with this Offering.

Other Relationships

From time to time, the Placement Agent may provide various advisory, investment and commercial banking and other services to us in the ordinary course of business, for which it may receive customary fees and commissions.

SUBSCRIPTION PROCEDURE

Persons desiring to purchase the Securities offered hereby should follow the instructions below:

- A. Review, complete, and execute where required the items found within Exhibit A through C of this Private Placement Memorandum.
- B. Return the signed completed and executed documents to:

Land Betterment Corporation
PO Box 264
Fishers, IN 46038
Attention: Kirk Taylor
Email: info@landbetterment.com

- C. Wire funds for the purchase of the Units to the Company. Instructions regarding the transfer of funds for the purchase of Units are set in the Common Stock Purchase Agreement and reprinted below:

Domestic wire instructions:

Beneficiary Bank Name:	Merchants Bank of Indiana
Beneficiary Account Name:	Land Betterment Corporation
Beneficiary Account Number:	4958456
ABA Routing Number:	074909153
Beneficiary Bank Address:	11590 N. Meridian Street, Suite 120 Carmel, IN 46032

Foreign wire instructions (to be transmitted in US Dollars):

Beneficiary Bank Name:	Bank of New York
ABA Routing Number:	#021000018
SWIFT Code:	IRVTUS3N
Further Credit to:	Federal Home Loan Bank of Indianapolis
ABA Routing Number:	074001019
Credit Beneficiary:	Merchants Bank of Indiana, Time Account
Account Number:	13539995
Further Credit to:	Land Betterment Corporation
Account Number:	4958456

Execution and delivery of the Common Stock Purchase Agreement constitutes an irrevocable subscription for that number of Units set forth on the signature page thereto. Receipt by us of funds wired, or deposit and collection by us of any check tendered herewith, will not constitute acceptance of the Common Stock Purchase Agreement by us. The Units subscribed for will not be deemed to be issued to, or owned by, the investor until we have executed the Common Stock Purchase Agreement. Executed Common Stock Purchase Agreements will either be accepted by us, in whole or in part, in our sole discretion, or rejected by us as promptly as practicable. If the Common Stock Purchase Agreement is accepted only in part, investor agrees to purchase such smaller number of Units as we determine to sell to investor. If the Common Stock Purchase Agreement is rejected by us for any reason, including the termination of the Offering, the Common Stock Purchase Agreement and all funds tendered therewith will be promptly returned to investor, without interest or deduction of any kind. Upon acceptance by us of an investor's Common Stock Purchase Agreement, in whole or in part, there shall be delivered to such investor an Common Stock and one or more Warrants representing the amount of the Common stock and

Warrants purchased under the Common Stock Purchase Agreement, each registered in the name of the investor.

We will utilize the Accredited Investor Certification Letter completed by each investor as part of our own procedures to confirm the accuracy of the Common Stock and Warrants delivered to each investor. In connection with your resale of the Common Stock or the Warrant Shares, you might be deemed an “underwriter” as the term is defined in the Securities Act, and any investor that is a registered broker- dealer will be deemed to be an underwriter. Underwriters have statutory responsibilities as to the accuracy of any prospectus used by them.

RESTRICTIONS ON TRANSFER OF SECURITIES

We have not registered the sale of the Securities offered hereby under federal or state securities laws but are instead relying on exemptions from the registration requirements these laws. As a result, you may not resell any Securities you purchase hereunder unless the resale of such Securities is registered under federal or state securities laws or is exempt from the registration requirements thereof. We may require an opinion of counsel acceptable to us that an exemption is available for the sale or transfer of the Securities. You may wish to obtain independent legal advice regarding the effect of these restrictions on transferability and the applicability of Rule 144 promulgated under the Securities Act and other rules of the SEC.

Promptly following each closing date, if any, there shall be delivered to each investor one or more Common Stock and Warrants registered in the name of the investor representing the number of Common Stock and Warrants purchased under the Common Stock Purchase Agreement. Certificates evidencing the shares of Common Stock, Warrant Shares and Warrants will contain a legend in substantially the following form:

THE SECURITIES REPRESENTED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES LAWS OF ANY STATE. THE SECURITIES REPRESENTED HEREBY HAVE BEEN TAKEN BY THE REGISTERED OWNER FOR INVESTMENT, AND WITHOUT A VIEW TO RESALE OR DISTRIBUTION THEREOF, AND MAY NOT BE SOLD, TRANSFERRED OR DISPOSED OF WITHOUT AN OPINION OF COUNSEL SATISFACTORY TO THE ISSUER THAT SUCH TRANSFER OR DISPOSITION DOES NOT VIOLATE THE SECURITIES ACT OF 1933, AS AMENDED, THE RULES AND REGULATIONS THEREUNDER OR OTHER APPLICABLE SECURITIES LAWS.

AVAILABLE INFORMATION; INCORPORATION BY REFERENCE

You should rely only on the information provided in this Memorandum. We have not authorized anyone to provide you with information different from that contained in this Memorandum. We are offering to sell, and seeking offers to buy, our securities only in jurisdictions where offers and sales are permitted. This Memorandum may not contain all of the information necessary for you to make an informed decision regarding whether or not to purchase our securities. Certain statements contained in this Memorandum about the provisions or contents of any contract, agreement or any other document referred to herein are not necessarily complete. For those contracts, agreements or documents provided as an exhibit or incorporated by reference to this Memorandum, we refer you to the actual exhibit for a more

complete description of the matters involved, including our SEC Filings, if any have been filed, found at <https://www.sec.gov>. Additionally, we maintain a website at <https://www.landbetterment.com>. The information contained on, or accessible through, our website does not constitute a part of this Memorandum. The inclusion of our website in this Memorandum is an inactive textual reference only. You should assume that the information contained in this Memorandum is accurate only as of the date appearing on the front of this Memorandum, regardless of the date of delivery of this Memorandum or the date of any sale of securities pursuant to this Memorandum.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Memorandum will be deemed to be modified or superseded for purposes of this Memorandum to the extent that a statement contain in this Memorandum or any other subsequently filed document that is deemed to be incorporated by reference herein modifies or supersedes the statement. Any statement so modified or superseded will be not be deemed, except as so modified superseded, to constitute a part of this Memorandum.

You may request a copy of any or all of the documents incorporate day referent in the Memorandum by writing or calling our officers at the following address and telephone number: 12115 Visionary Way, Suite 174, Fishers Indiana, 46038, phone: (317) 537-0492.

* * * * *

EXHIBIT A

FORM OF COMMON STOCK PURCHASE AGREEMENT

EXHIBIT B
FORM OF WARRANT "A"

EXHIBIT C
ACCREDITED INVESTOR CERTIFICATION LETTER

EXHIBIT D
INVESTOR PRESENTATION