



Application to invest in the private company "SAILCARGO INC. Ltd." (hereafter referred to as "SAILCARGO INC." or "the company") registered in Panama, Nº 155705998-2-2021.

INVESTOR PROSPECTUS

SAILCARGO INC. Parent Company

SAILCARGO INC.'s DEVELOPMENT INVESTMENT FUND PROJECT

Last date of revision: April 2022

SAILCARGO INC. takes full responsibility for the content of this prospectus. For this purpose, it has issued a statement with accurate, truthful, verifiable, and adequate information. The intention is that the reader can exercise their judgments and assessments reasonably and make sure there is no omission or addition of relevant information that makes its content deceptive for the investor's assessment. This statement will be delivered to the general superintendent of security as part of the authorization process, and it can be consulted at their offices.

Investor: Before you invest, get some advice and do some research on the product you're interested in. The major characteristics and dangers associated with the investment of funds are detailed in this prospectus. That is why, by definition, it necessitates reading. The information included herein is subject to change over time, and the investment management firm will notify you of such changes in compliance with the regulatory requirements.

The general superintendent of securities (SUGEVAL) makes no determination as to the truthfulness, accuracy, or sufficiency of the information included in this prospectus and accepts no responsibility for the financial status of the investment fund. The authorization to launch the takeover bid does not suggest that the investment fund or its management firm is a good investment. Because its assets are independent, the financial management and investment risk of the stated investment fund are unrelated to the banking or financing institutions of its economic group.

SUGEVAL cautions that this investment fund could have special characteristics regarding the properties' structure of the movable assets subject to investment as well as the associated risks. Therefore, it is recommended to review in detail the prospectus and seek advice before making an investment decision.

FUND DESCRIPTION

- Investor's profile for which the fund is intended to

The development investment fund of SAILCARGO'S project (from this point on known as the fund) is targeted at all investors who look forward to diversifying their investments through a portfolio of non-financial assets. This is a growth fund; consequently, it is recommended for those investors who do not require regular income and are willing to make a medium or long-term investment, which can vary from year to year, and not for those who need to invest as a transactional step in the short term. Furthermore, as it is a closed fund, the fund's units must be settled in the secondary market of the local stock exchange through the stock market. All investors who wish to participate in this fund must either possess broad knowledge about movable assets and the stock market or rely on professional advice from experts in the field, which would allow them to make important and reasonable decisions. In this respect, they must know that the value of their assets is subject to volatility in the short term or even in the long term, for which investors must be financially capable to cope with losses in the value of their assets. With that in mind, it is of the utmost importance to know and evaluate the risks associated with this activity so they can be handled with a degree of tolerance and capability.

- Type of fund

By its nature	Closed	By its objective	Growth
By its diversification	N/A	By the market in which it is invested	Specialized.
Currency for subscription or shares reimbursement	US Dollars	By the specialty of your portfolio	Non-financial fund: development of projects



3. Authorized amount

Amount issued	TBC	Quantity of authorized holdings	TBC
Nominal value of the holdings	TBC	Expiration of the fund	TBC
Maximum period for Placing authorized capital	TBC	Corporate identification	Nº 155705998-2-2021.
		A minimum number of holdings to achieve an investment policy and cover the operational costs.	TBC

*TBC: To be confirmed within one month of acceptance of investment through a complete and finalized Prospectus

INVESTMENT POLICY

	Detail	Maximum amount of the investment
Types of securities	Cash	Up to 100% can be taken out in cases where the fund needs to be settled or due to reconstitution of the fund's active portfolio as a result of slow growth in the market. This would be a temporary measure and extraordinary.
Countries and/or economic sectors	The portfolio could be invested in public or private sector securities issued by domestic and international issuers, intermediaries, or organized foreign markets.	100%
Maximum concentration in a single issuer.	Up to 100% of the investment in securities may remain with a single issuer.	

**4. Investment policy of development projects.**

See file attached on "Business Plan April 2022".

Type of project	Destination activities of movable assets may be: industry, commerce, maritime cargo, education, tourism, clean energy.
Countries where the projects may be established	Nationwide, Caribbean countries, North America, Central America and south America.
Current phase of the project	The fund may be invested in developing movable assets at different stages of the seed project, structuring, design, engineering, building, marketing, and sales.
Primary Project to be developed	The Purchase of a single moveable development project, Vega ship.



<p>Minimum criteria to choose the Project activities.</p>	<p>-Within the criteria selection process, it is contemplated the possibility of developing strategic partnerships with other companies to carry out a project.</p> <p>-The investment can be made by purchasing the entire project in the fund's name or by purchasing private corporation share certificates, which must be established by a third party beforehand.</p> <p>- The development project may have as its purpose the operation and logistics of maritime cargo and educational programs for the maritime sector.</p> <p>-The project is located in Chomes, Punta Morales, Puntarenas Province.</p>
<p>Kinds of assets that may conform the project.</p>	<p>As part of the project, they can be considered tangible and non-tangible assets and other types of concessions, usufructuary rights, or exploitation, as long as they are strictly related to the project.</p>
<p>Report on the advancement of the project</p>	<p>A quarterly report on the project's progress will be written, and it will include at least the following information:</p> <ul style="list-style-type: none"> a) The professional independent audit body in charge of preparing the report should be identified. b) The project's identification. c) The project's current status and progress. d) The information of the participants who have been assigned to work on the projects has been updated. e) Updates of the information about the market research, technical and legal aspects when available. f) Identification and disclosure of new, real or potential risks that may affect the development of the project.
<p>Participation of the fund with other investors.</p>	<p>Among the possible investors that may be found are the economic and social interest groups of the management companies, provided they meet the condition that states their participation does not exceed 35% of the project.</p>



<p>Criteria for hiring entities for the development</p>	<p>The suppliers must have the minimum technical knowledge and experience, as well as the size that proves their capability to perform in their role during the development. They can participate as supplier group companies in the economic interests of the SAFI, which must be subject to the conflict-of-interest control policies established by the management company.</p> <p>The selection may be carried out through an open-private contest process, where those interested should make their offers and present the requested requirements, all in accordance with the guidelines established for that purpose by the management company.</p> <p>The company will contract with the necessary entities to achieve sound performance for the development of the project, within which may be found development firms, architects, and technical, legal, and financial consulting firms, among others. These hires and the involvement of the managing company in charge will proceed at the risk of the participants, with strict adherence to its social objective as fund administrator.</p> <p>For the development of SAILCARGO's project, the contracting will be carried out mostly by the developer company. As a result, the company must select, hire, and evaluate its providers on a regular basis to ensure that it receives the best service and performance while meeting the minimum quality standards required.</p> <p>A process for revising and updating professional documentation is established, in addition to the minimum standards that must be met in order to be taken into account.</p>
<p>Remuneration scheme for each one of the companies that will participate in the project.</p>	<p>Supplier remuneration schemes will be in accordance with the agreements reached during the various negotiation processes between the parties, as well as the guidelines established in the contracting point described above. In any case, provisions issued by various entities associated with various participants will be considered.</p>
<p align="center">GUIDELINES FOR THE DIVESTMENT STAGE</p>	



<p>Mechanisms in place when an investment fund begins its divestment stage from a project or when it is terminated prematurely.</p>	<p>The fund will proceed to distribute 100% of the net return at the moment of settling the project.</p> <p>If the project generates enough income for the fund to distribute returns prior to the project's final settlement, the fund will be notified via a relevant event report prior to the project's final settlement.</p> <p>The distribution can take place as long as the bank debt and project construction costs are paid in full. The revenues could then be distributed as returns to investors, with the goal of keeping the funds that were not allocated to the project.</p> <p>Once the project has been completed and the holdings and investor returns have been settled, the unregistering process will begin.</p>
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LEGAL STRUCTURE OF ESTATES FOR BOTH MOVEABLE AND IMMOVABLE PROPERTY

<p>Country where the assets are located</p>	<p>Costa Rica, specifically Puntarenas Province.</p>
<p>Corporate vehicle that will be used.</p>	<p>Private corporation</p>
<p>Primary legal features of the corporate vehicle</p>	<p>Mercantile companies, whose share capital is represented by common and registered shares. Its corporate information is stated in the public ministry and the possession of the shares is stated in the shareholders' book. Its legal representation is carried out through legal representatives.</p>
<p>Risks associated with the use of the legal structure.</p>	<p>Should any lawsuits be filed against the companies in regard to matters of employment, bankruptcy petitions, or bankruptcy where your assets (estates) are the security, it has been envisaged for the legal and tax structure of the project that the owner company only possesses the moveable and immovable assets, and another private company can be used for contracting and other actions within the implementation and development activities of the project, with the intention of reducing those risks.</p>

SAILCARGO INC.

Investor Prospectus



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RISKS OF THE FUND

Risks are situations that, in the event they happen, may affect the fulfillment of the fund objectives, the value of the portfolio and investments, generate a lower return than expected, or even losses on the investments. It should also be taken into account that risks are always present in any investment. However, in most cases, they can be measured and managed.

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