

Cool Terra® Organic Grower Assurance Program – Terms and Conditions

Eligibility – Only growers that purchase Cool Terra® Organic (“Product”) from an authorized retailer (as listed on Cool Planet’s website) at or above MSRP (as listed on Cool Planet’s price sheet from January 2017) and use it in accordance with the following conditions are eligible for the Cool Terra® Organic Grower Assurance Program (“Program”). The application of Product must be in accordance with Cool Planet’s stated directions and rates on land that has not been previously amended with Cool Terra or any other biocarbon, charcoal, or biochar materials. In addition, the Product may not be altered nor combined with competing products or non-conventional products. The Program only applies to application for the following crops: potato, lettuce, strawberry, fresh-market tomato, and alfalfa (hay). The application of Product and the planting of the crop must occur in the calendar year 2017. The Program only applies to the initial crop planted in the treated soil from planting through first harvest. Crops must follow FSMA and Food Safety compliance standards. Exceptions to these eligibility conditions can be made on a case by case basis, and must be approved by Cool Planet management with a signed “Exception Form” in advance of harvest.

Enrollment – To enroll in the Program, a grower must fill out and submit the “Grower Assurance Program Initiation Form” prior to planting or within the first 30 days after planting the crop in the field where the Product is applied. A grower must provide all of the information on the Initiation Form, including details about the use of the Product, including but not limited to, the acres where the Product is applied (“Treated Plot”), the crop and variety being planted, the rate, the method, and timing of application of the Product, the size and location of adjacent crop area where no Product will be applied (“Control Plot”) for comparison purposes, all fertilizer and pesticide plans, all food safety and security plans, and any other information as reasonably requested by Cool Planet. A grower must also sign acknowledge and agree in writing to these terms and conditions.

The grower must submit the above information to Cool Planet customer service at coolterra@coolplanet.com within 30 days after planting.

After receiving the necessary documentation, Cool Planet will make a decision on approval of enrollment within 7 business days of receipt of completed enrollment documents. Once approved, Cool Planet will notify the grower of approval of enrollment and supply a unique Grower Assurance tracking number.

Generating a Reimbursement Request – If the financial benefits generated from the Treated Plot (through yield, quality, input reductions, etc.) through the first harvest of the crop versus the Control Plot do not outweigh the cost of the Product, an enrolled grower is eligible to submit a request for reimbursement under the Program. Documentation must be provided by the grower on the marketable yields of the Treated Plot and the Control Plot, as well as, any treatment differences (irrigation, fertilizer, pesticides, fungicides, etc.) between the two Plots and the history (yield, quality, disease) of both the Treated and Control Plots. Additionally, the grower will be required to provide documentation of the price realization on the relevant units of marketable yield in both the Treated and Control Plots.

Submitting a Request for Reimbursement – If a grower would like to file a request for reimbursement under the Program, he/she must contact Cool Planet customer service at coolterra@coolplanet.com or (888)-564-9332, and express their intention to request a reimbursement. The grower will be provided with a “Grower Assurance Request for Reimbursement Form”. The grower must then fill out and submit

the “Grower Assurance Request for Reimbursement Form” as well as provide all the accompanying documentation outlined on the claim form.

Verification - All information provided on the “Grower Assurance Request for Reimbursement Form” and accompanying documentation will be verified by Cool Planet or its authorized agents, working with the associated retailer and crop adviser before the reimbursement request is approved.

Cap of Reimbursements – The potential reimbursement request under this Program is limited to the total amount actually paid by the grower for the Product. Under no circumstances will Cool Planet issue a reimbursement under this Program for crop loss or diminished crop value in amounts greater than the total amount actually paid for the Product.

Calculations – Once verified, if the financial benefits (ie. through yield, quality, inputs, etc) do not outweigh the cost of the Product, Cool Planet will refund the portion of the cost of the Product that equals the financial difference between the Treated Plot and the Control Plot, up to the total actual cost paid for the Product.

By way of example only, if an eligible and enrolled grower applies 250 lbs/acre of Cool Terra® Organic purchased at \$0.73/lb MSRP through an authorized retailer and applies it on 10 acres of a qualifying crop and the grower yields an average of 10,000 lbs/acre and realizes \$0.10/lb through commercial sales of the crop on the Treated Plot; however, on an adjacent 10 acres (the Control Plot) of the same crop the grower yielded an average of 9,000 lbs/acre and realizes \$0.10/lb through commercial sales, then he/she would be able to submit a request for reimbursement. Because, while the overall revenue per acre is greater on the Treated Plot by \$100/acre (\$1,000/acre for Treated Plot vs. \$900/acre for Control Plot), the cost of the Product was \$185/acre and thus outweighed the yield benefit of \$100/acre by \$85/acre. Because the grower in this example used the Product on 10 acres, the total reimbursement would be \$850 (\$85 x 10 acres). The assumptions and calculations from this example are described below.

Example Reimbursement Calculation							
	<i>Grower Yield and Economics</i>				<i>Product Cost</i>		<i>Calculation</i>
	Acres	Marketable Yield (lbs/acre)	Price Realization (\$/lb)	Revenue (\$/acre)	Product Application Rate (lbs/acre)	Actual Product Cost Paid (\$/acre)	Revenue Net of Product Cost (\$/acre)
Treated Plot	10	10,000	\$0.10	\$1,000	250	\$185	\$815
Control Plot	10	9,000	\$0.10	\$900	0	\$0	\$900
Net Revenue Difference Between Plots (\$/acre)							-\$85
Total Reimbursement							\$850

Payment – If a reimbursement request has been verified and approved, Cool Planet will make a payment to the grower through physical or electronic check within 60 days of the final approval of the request.

Rights and Disputes – Cool Planet reserves the right to audit and verify the details and documentation provided through the reimbursement request process including but not limited to investigating other

potential factors that may have contributed to any reduced revenues experienced by the grower. Cool planet reserves the right to refuse or issue a partial reimbursement based on their audit and investigations.

All decisions regarding Program eligibility, factors contributing to reduced revenues and grower compliance with these terms and conditions remain solely with Cool Planet and the decisions of Cool Planet are final. Cool Planet reserves the right to suspend or cancel the Cool Terra® Organic Grower Assurance Program at any time without prior notice and without further obligation. No part of the purchase price paid by a grower for the Product is consideration for participation in the Program and a grower's participation in the Program is entirely voluntary. By offering this Program to eligible growers, Cool Planet is not providing any guaranties or warranties regarding the Product, or a grower's crop volume, value, or quality.