



CGROWTH CAPITAL BOND LTD

BOND PURCHASE DOCUMENT

9th November 2015

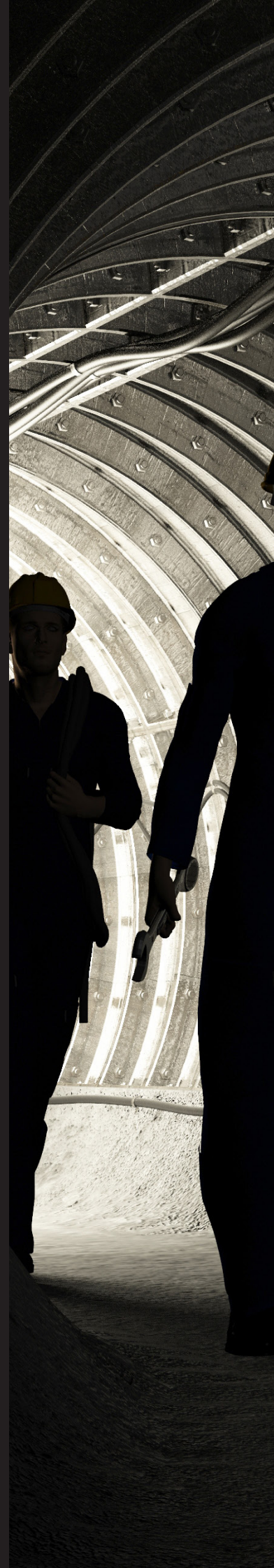
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For Individuals, Corporations, Pension Trustees / Nominees

Bond Issuer: CGrowth Capital Bond Ltd. (UK)

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Financial Services and Markets Act 2000 – NOTICE Exemptions and Suitability

PROSPECTIVE INVESTORS & TRUSTEES / NOMINEES MUST READ THE BELOW NOTICE AND CONFIRM THEIR UNDERSTANDING AND ELIGIBILITY BY SIGNING THE PAGE 23 BOND PURCHASE FORM.

The content of this communication, and any promotion it contains or refers to, has not been approved by an authorised person within the meaning of the Financial Services and Markets Act 2000. Reliance on this promotion for the purpose of engaging in any investment activity may expose an individual to a significant risk of losing all of the property or other assets invested.

Any person who is in any doubt about the investment to which this communication relates should consult an authorised person specialising in advising on investments of the kind in question.

CGrowth Capital Bond Ltd (the Company) is a limited liability company incorporated and registered in England and Wales with company number 9789214 whose registered office is at 20-22 Wenlock Road, London N1 7GU. The Company is not authorised and regulated by the Financial Conduct Authority.

The issue of the bonds by the Company is excluded from the general prohibition against carrying on a regulated activity (as specified in the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001 (the RAO)) as an unauthorised person (as set out in section 19 of the Financial Services and Markets Act 2000 (the FSMA)) on the basis that:

- a) the Company is not establishing, operating or winding up a collective investment scheme (as defined in section 235 of the FSMA) (specified as a regulated activity in article 51ZE of the RAO) since the Company is a body corporate, which is not an open-ended investment company (as defined in section 236 of the FSMA), and as such it (and the issue of bonds by it) is not a collective investment scheme pursuant to the exclusion set out in paragraph 21(1) of the Financial Services and Markets Act 2000 (Collective Investment Schemes) Order 2001;
- b) whilst the Company is accepting deposits (specified as a regulated activity in article 5 of the RAO) to on lend to others this is in consideration for the issue of debt securities, and as such is excluded from the regulated activity of accepting deposits pursuant to the exclusion set out in paragraph 9 of the RAO; and
- c) whilst the Company is dealing in investments as principal (specified as a regulated activity in article 14 of the RAO) and arranging deals in investments (specified as a regulated activity in article 25 of the RAO) as it is issuing its own instruments creating or acknowledging indebtedness it is excluded from these regulated activities pursuant to articles 18 and 34 of the RAO respectively.

This communication in relation to the issue of bonds by the Company is exempt from the general restriction in section 21 of the FSMA on making financial promotions where the promoter is not an authorised and regulated person for the purposes of the FSMA on the grounds that it is made to and directed at persons reasonably believed to be:

- a) persons falling within the definition of investment professional contained in article 19 of the FPO (“Investment professionals), namely authorised persons; persons who are exempt in relation to the promotion of investments of this nature; persons whose ordinary activities involve them investing in unregulated schemes; governments; local authorities or international organisations; or a director, officer or employee acting for any of the entities listed in this paragraph (a) in relation to engaging in investment activity (provided that the communication is made to the director, officer or employee in this capacity and when acting in this capacity they are involved in the entities’ participation in non-readily realisable securities);



- b) persons falling within article 49 of the FPO (“High net worth companies, unincorporated associations etc”), namely bodies corporate with called up share capital or net assets of not less than £5 million (except where the body corporate has more than 20 members in which case the share capital or net assets should be not less than £500,000); unincorporated associations or partnerships with net assets of not less than £5 million; trustees of high value trusts; or a director, officer or employee acting for any of the entities listed in this paragraph (c) in relation to engaging in investment activity (provided that the communication is made to the director, officer or employee in this capacity and when acting in this capacity they are involved in the entities’ participation in non-readily realisable securities);
- c) persons who fall within article 48 of the FPO (“certified high net worth individual”), namely a person who has signed, within the period of 12 months ending on the date on which this communication is made, a statement in the terms specified in Part 1 of schedule 5 of the FPO;
- d) persons who fall within article 50 of the FPO (“certified sophisticated investor”), namely a person who (1) has a written certificate within the last 36 months by a firm confirming he has been assessed by the firm as sufficiently knowledgeable to understand the risks associated with engaging in activity relating to non-readily realisable securities and (2) who has signed within the period of 12 months ending on the date on which this communication is made, a statement in the terms specified in article 50 of the FPO;
- e) persons who fall within article 50A of the FPO (“self-certified sophisticated investor”), namely a person who has signed, within the period of 12 months ending on the date on which this communication is made, a statement in the terms specified Part 2 of Schedule 5 of the FPO; and
- f) any other person to whom the communication may otherwise lawfully be made in accordance with the FPO or otherwise.

Prospective subscribers should consider if an investment in bonds issued by the Company is suitable for them in light of their personal circumstances and the financial resources available to them.

Subscribing for bonds issued by the Company carries a high degree of risk and the attention of prospective subscribers is drawn, in particular, to the section headed “Particular Risks.” It is not an activity covered by the UK Financial Services Compensation Scheme (FSCS) and consequently applicants will not be eligible to apply for any compensation from the FSCS.

Particular Risks

The Projects’ main assets are commodity resources. Relentlessly depressed commodity prices could limit profitability and result in a loss. A weak oil price and a weak US Dollar could compound such an event at any point in time. Conversely, in balance, a strong oil price and a strong US Dollar may have the opposite effect. Equally whilst commodity prices remain in US Dollars movement in Peruvian currency may have an impact.

Whilst the project companies may hold extensive arrays of risk insurance policies, commercial risks of total or partial loss for whatever reason may not be covered under such policies in exceptional events for whatever unforeseen reason. Non-payment of insurance premiums would also likely render any such policies void in any insured event of claim.

The ability for the Bond Issuer to repay capital and interest is based upon the project company borrowers repaying. Insolvency of a project company borrower may result in reduced, delayed or no payments.

In the event of the insolvency of any of the project borrowing companies and an eradication of the value of the main security assets for whatever reason, a partial or total loss could occur.

Changes in legislation or the relationships between countries can or may change over time affecting the business overall, this could have an impact if such relationships changed and were not in the best interests of the project borrowing companies or the Bond Issuer. The Bond Issuer and the project companies conduct transactions in a broad range of currencies, currency exchange rates may impose a risk of partial losses to the project companies in unforeseen adverse circumstances.

WELCOME

Thank you for taking the time and interest to find out more about CGrowth Capital Bond Ltd and our investment offering. On behalf of the Board of Directors we welcome the opportunity to share with you the core information about the projects we are funding. In joining us we are delighted to offer a competitive minimum annual fixed return of 10% per annum or 12% annual compound growth.

Offer to subscribe for:

CGrowth Capital Bond Ltd 10% Fixed Rate Bonds

Product:	Fully secured bond
Annual Coupon Rate:	10% per annum paid annually
Currency:	All major currencies accepted
Maturity Date of Bonds:	10 years from opening date
Minimum Term:	1 year
Minimum Investment:	GBP £10,000.00 (or currency equivalent e.g. USD \$15,000.00)

CGrowth Capital Bond Ltd 12% Fixed Rate Bonds

Product:	Fully secured bond
Annual Coupon Rate:	12% per annum compounded annually paid on redemption
Currency:	All major currencies accepted
Maturity Date of Bonds:	10 years from opening date
Minimum Term:	1 year
Minimum Investment:	GBP £10,000.00 (or currency equivalent e.g. USD \$15,000.00)

CGrowth Capital Bond Ltd is a focused investment vehicle incorporated to finance three companies each holding distinct and established mineral assets.

Powder River Resources, Inc. – Oil, USA

S.M.R.L. Ana Paula Bebe – Silver, Zinc, Lead, Peru

Project Partners International S.A.C. – Calcium Oxide (Lime), Peru

As can be seen throughout this brochure each company's mineral reserves provide a substantial asset base and security platform. CGrowth Capital, Inc. acting as overseeing managers of this funding project, have decades of trading history as a public listed company in the USA.

The Board of CGrowth Capital, Inc. have significant experience and expertise across the mining and minerals spectrum. The aforementioned companies having researched their collaborative partners fully, have satisfied themselves as to the fitness and viability of their coming together for this venture.

It should be noted that whilst these three operations are entirely self-contained this compendium as an investment bond deployment allows participants the comfort and protection of diversity normally associated with a more costly managed portfolio.

The purpose of the bond offering is to raise capital to enable each project to expand and consolidate its place at the forefront of profitable extraction ventures in the 21st century. Funds raised up to £15 million Pounds Sterling are envisaged to be advanced equally between the three companies but it has been agreed that operational contingencies and investor protection may allow for variance as circumstances require. In this way we feel that investors can benefit from a unique flexibility geared to safeguarding their expectations.

Once again, thank you and welcome.



Directory

The Bond Issuer:

Registration Number (England and Wales):
Registered Office:

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United Kingdom

DPA Registration Number:

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The Bond Administrator For The Time Being:

CGrowth Capital Bond Ltd

Depository for Bond Purchases:

NatWest Bank Plc
Manchester
United Kingdom

Borrowing Companies:

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Mina Ana Paola BB
Manuel Olaechea 325
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Project Partners International S.A.C.
Capac Yupanqui 2645
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General Counterparts

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NY 10111, USA
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Insurance Agents: Griffin Maclean
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Bellvue
WA 98005, USA
www.griffinmaclean.com

S.M.R.L. Ana Paula Bebe & Project Partners International S.A.C.

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Bolognesi 125 Street
Office 602
Lima 18, Peru

Attorney: Gallo Barrios Pickman
Abogados
General Cordova N 313
Miraflores, Lima 18, Peru





Directors Profiles

Bill Wright:

Age 50, is a dynamic individual with strategic management and leadership experience. He has proven success in acquisitions, business development, management, and building successful organisations from the ground level. Mr. Wright has overseen several public companies and has advised countless others over his 25 year business career. He holds a Bachelor's of Science degree in Business Administration from San Diego State University and enjoys spending his time with family and on community projects.

July 2012 to Present: CGrowth Capital, Inc.

President / Chief Executive Officer / Chief Financial Officer

Alternative Asset Management Company in the United States. Includes diverse holdings of real estate, oil and gas and specialty minerals.

January 2006 to Present: Keystone Financial Management, Inc.

President / Chief Executive Officer / Chief Financial Officer

Asset Management and Financial Consulting firm that specializes in mergers, acquisitions and operations of companies that have undervalued or unused assets, services or solutions in diverse industries. The company offers turnkey solutions to its business clients.

April 2010 to April 2013: AquaLiv Technologies, Inc. (n/k/a Verity Corp.)

President / Chief Executive Officer / Chief Financial Officer

Biotech Company working to improve water quality and quality of living. Merged company with an organic farming organisation working to institute best practices with non-GMO farmers.



Robert Foster:

Age 45, is a business owner, manager and land developer in the United States. Mr. Foster has extensive knowledge in construction management, mineral resources and project management. He has negotiated countless contracts and business arrangements over the past 20 years. Mr. Foster served in the US Navy prior to entering the business world.

2011 – Present: MRJ Resources LLC
Manager

Formed an asset based mining company with holdings in Eastern Washington.

2011 – Present: Cedar Canyon Mining Corp
Co-Founder, VP Operations

Supervise all operations in USA. Perform outsourcing services for mining and minerals operations. Current assets under management exceed US\$300,000,000 in mineral assets that are scheduled to be proven out.

1998 – 2011: F&B Construction LLC
Owner

Operator of a construction company engaged in all facets of construction including residential construction, commercial buildings, underground utility install and large land development for both commercial and residential.

Norm Johnson:

Norm Johnson, age 55, is a business owner, entrepreneur and community philanthropist. Mr. Johnson entered the business world 16 years ago following a successful career as a place kicker in the National Football League – currently 10th on the all-time leading scorers list. Following his NFL career, Mr. Johnson began working in real estate, investing in small business and consulting with numerous entities. Mr. Johnson graduated in 1983 with a bachelor's degree in economics from the University of California Los Angeles (UCLA).

2001 – Present: Real Estate Broker and Investor
Purchased and sold real estate for individual portfolios as well as represent clients in their investment choices.

2012 – Present: Product and Brand Development
Developed product and marketing for specialty beers, spirits and energy drinks.

1982 – 1999: National Football League
Place kicker. 10th on all-time leading scorers list. Nicknamed "Mr. Automatic."



The Businesses

Powder River Resources, Inc.

The company is an oil exploration and extraction specialist benefiting from the many decades of experience in the sector which its officers and connected entities have garnered under the direct control of the management of CGrowth Capital, Inc.

Wyoming is fast becoming the preeminent “race” state as oil companies’ clamor to obtain drilling licences in the state’s increasingly viable oil fields. The number of applications for drilling permits spiked considerably this year.

The Wyoming Gas and Oil Conservation Commission received 337 applications in January 2015, 424 in February and 546 in March. The total tally, through the first 5 months of the year, was 2,606 applications, or roughly 850 more than were submitted during the same time last year.

The flood of APDs, as permit applications are commonly called, amount to the oil and gas industry’s version of pre-race jockeying. Firms are wrestling to lock down prime positions in readiness for when oil prices rebound, mindful the day may not be too far in the future. Powder River Resources, Inc. has all necessary licences in place with no regulatory bars to their being able to react immediately to the most propitious trading conditions.

This flags up Wyoming as a national leader in oil and gas production as well, currently ranking as the eighth-largest crude oil and the fifth-largest natural gas producer in the U.S. last year, crude oil production jumped 9 percent to roughly 69 million barrels and the number of proven oil reserves was increased to 706 million barrels.

Like in other oil boom states, Wyoming’s economy has flourished as a result, not just in energy but in manufacturing, trucking and other related industries. During the same time, Wyoming’s gross domestic product (GDP) rose 7.6 percent, with much of that growth coming from the oil and gas industry. The June 2014 Wyoming Insight Report showed that the oil and gas industry now provides 17,100 jobs, 400 more jobs than in May 2013.



The same report estimates that this economic growth will not slow down anytime soon as unconventional drilling and new technologies reawaken existing plays and pipeline export capability continues to expand to U.S. markets to the east and west of Wyoming. Wyoming is just getting started in the horizontal development of its resources and has a very strong future for additional development in this area. In May 2015, Wyoming's oil production passed 200,000 barrels a day. Some industry experts are saying that oil and gas development in Wyoming will continue at this pace for the next 20-25 years. A particular and noted allure to Wyoming is that much of its oil reserves are shallow, comparatively speaking the cost of drilling is therefore lower than elsewhere.

Principally for the purposes of this investment Powder River Resources, Inc.'s business involves the exploitation of an area known as West Salt Creek Oil Fields in Natrona County, Wyoming. Leases are owned outright on an area comprising some 3,400 acres producing mainly oil but some gas production from the Powder River Basin which is forecasted to sharply increase in the near future.

At present thousands of barrels of oil per year are being produced from 13 active wells under the control and tenure of Powder River Resources, Inc. and a proven development team confidently look to increase production to over 50,000 barrels per annum within a very short space of time during and following investment introduced through this bond.

Reserves are based upon management assessment at the present date which indicate in excess of 6 million barrels at current market price circa, ¼ billion US Dollars.

These are management working interpretations and it is worth noting the history of oil production in this field which produced some 36 million barrels. There is also the neighbouring giant Salt Creek Field which thus far has produced some 684 million barrels of oil. Geologically the area has similarities which makes for efficient and predictable extraction outcomes.

It is against this backdrop that Powder River Resources, Inc. is rightly accepted as a constituent of this offering. The last arms-length sale of these areas and rights, which now rest with Powder River Resources Inc. was for in excess of US\$5m in 2012.

A major oil corporation in early 2015 finalised a transaction for the acquisition of holdings within Salt Creek, Wyoming for a reported US\$2Billion.

S.M.R.L. Ana Paula Bebe

Mine: Ana Paula Bebe (Silver, Zinc, Lead Mine)

Registration No: 12040103

Register Date: 6th May 2007

This is a Peruvian multi-metallic ore mining company at a site that contains mainly deposits of lead, silver and zinc together with other quantities of gold, copper, molybdenum, iron and antimony. It is located 480 kilometres from the city of Lima in the Department of Ancash, in the province of Peru.

The country itself boasts the second-highest production of copper and silver, and sixth-highest production of gold in the world. Several Peruvian companies are currently listed on U.S. exchanges. It is an established commodity developed economy.

In the past ten years, the Peruvian economy has grown over 6% per year on average, largely due to the country's mining industry, which accounted for more than 60% of its exports. Even though the Chinese economy for instance is likely to grow at a slower pace, there will still be significant demand for metals in the future.

This particular mine was established in 2007 and since then the 1,100 hectare site (300 hectares of which have been explored so far) has been developed considerably. Infrastructure now in place includes a wholly owned 8 kilometre road connecting the mine to surrounding communities with plans for a further dedicated highway to deal with increased production.

There are no political or community objections to the venture and all necessary permits are approved.

Topographically the mine is excellently situated with the adjacent River Monza providing direct access to water, the lack of which can so often present an impediment to exploration and extraction operations. It shares much of its geology with the neighbouring Antamina mining operation and is geared to emulate the production levels for which the Antamina operation is world renowned.

In terms of asset valuations, independent consultants have provided the following reports as to proven and probable reserves (adjusted to October 15th 2015 market prices).



10 Hectares Where Borings Occurred:

Lead	5,535 metric tonnes @ US \$1,785.74 per MT.	= US\$ 9,884,070.90
Silver	630,711 ounces @ US\$16.15 per oz.	= US\$ 10,185,986.15
Zinc	3,766 metric tonnes @ US\$1,807.95 per MT.	= US\$ 6,808,748.73
Gold	1,244.70 ounces @ US \$1,180.00 per oz.	= US\$ 1,448,746.00
TOTAL. Proven & Probable Reserves		= US\$ 28,347,551.78

Reserves On 300 Hectares:

Whilst there is every likelihood that a vast array of other metals including gold will be found at the site possibly in significant quantities the following figures which form the basis of valuation relate only to the anticipated core mining activities.

Lead	128,000 MT.	= US\$ 228,575,000.00
Zinc	144,000 MT.	= US\$ 260,321,529.00
Silver	10,800 oz.	= US\$ 174,420,000.00
TOTAL. Inferred Reserves		= US\$ 663,316,529.00

Indicative reserves of the remainder of the as yet unexplored sites are cited in the report as standing at US\$3,405,186,000.00

It is anticipated that continued development should look to the production of 350 MT. per day of lead and zinc. On that basis the profitability should allow for an operation able to fund the post-modern working practices and result in up to date technology. This will ensure that the operation is insulated from upheavals which might beset less advantaged parts of the Peruvian mining economy. For those closely connected with the industry this mine represents the likely future of models for successful mineral exploration in Peru.

*Values in US\$ are based upon present market prices at October 15th 2015





Project Partners International S.A.C.

Mine: BUTCHA II (Lime Quarry)
Registration No: 01-03313-15
Register date: 11th November 2014

A recently acquired non exploited asset, this venture has been deemed the ideal fit alongside its two established partners in the collaboration.

A non-metallic mine quarry that contains mainly deposits of limestone. The mine has proven and probable reserves that are conservatively estimated to be greater than 100,000,000 metric tons. The limestone has 98.5% purity on average which presently, after baking, commands a price of US\$125.00 per metric tonne the essence of the profitability to extracting lime relates to its role in the processing of all other mined commodities.

In the mining industry, lime products are used to refine and condition metal ores and non-ferrous metals such as Copper, Zinc, Nickel, Gold, Silver and Aluminium.

For this application, lime products are used in the froth flotation of Copper, Nickel and Zinc and are used in Gold and Silver processing to ensure proper pH in the leaching circuit. They are also used in Aluminium processing to precipitate impurities and regenerate caustic properties In addition to its refining capabilities, lime products can be used in the mining industry to scrub acid gasses from smelting operations, to dry and stabilise mining waste sludge and as a reagent in mining water treatment plants.

Limestone is used directly on a large scale, worldwide basis, in a number of industries. Some uses of aggregates and lime include:

- Rock aggregate used in construction;
- As a feedstock for cement manufacturing;
- In the mining industry for pollution control; and,
- In the use of lime as a chemical agent in the copper mining industry, where Peru is the second largest producer of copper in the world.

Note the following as a general overview of this part of the country's mineral industry;

Despite presently low metal prices, Peru the world's third-largest copper producer is on track to double annual production as new projects near completion and recently inaugurated mines ramp up output.

Peru's mining industry, which has invested a total US\$34bn in new projects and developments since 2011, will see a variety of venture expansions come online in the first quarter of 2016, on schedule.

LOCATION

BUTCHA II lime mine is situated 574 kilometres from the city of Lima, in the department of Cajamarca, in the province of San Pablo. It is located in the northern highlands of Peru at approximately 2,750 m (8,900 ft.) above sea level in the valley of the Mashcon River.

SITE

The surface area covers 400 hectares (988 acres). There are no liens or anticipated issues with the asset. Again, the area was chosen having ensured that there would be a good relationship with the local communities, as well as the owners of the farming communities and local mining companies. Butcha II is adjacent to and surrounded by several very productive mines such as Yanacocha the world's fourth largest goldmine and the largest in South America.

VIABILITY

Peruvian law dictates that mines must buy local lime for their operations if available and the largest mines are in the department of Cajamarca itself thus Butcha II has the immediate benefit of a legal "off-take agreement". The mine once operating, can produce 500 metric tons per day with one kiln.

Investment shall provide for a facility large enough for expansion with consideration for the installation of two kilns. Present reports suggest that with one kiln operating 365 days a year producing 500 metric tons a day gross sales would be **US\$22,812,500.00** per year and so two kilns would produce 1,000 metric tons per day and gross sales would be **US\$45,625,000.00** per year. The tax on the corporation will be 28%. It is expected that the net profit after taxes (NIAT*) will be an estimated **US\$15,000,000.00** and **US\$32,000,000.00** respectively.

Based upon a conservative valuation of just 0.5% of the given reserve to formulate a net project value of **US\$62,500,000.00** or a two kiln profit forecast approach with annual net profits of **US\$32,000,000.00** with an almost infinite supply for 20 years this project is strongly collateralised, readily realisable and completely and properly warranted for inclusion within this bond.

*Definition of 'Net Income after Taxes - NIAT'

An accounting term, most often found in a company's annual report that is meant to show the company's definitive "bottom line" for the accounting period. In other words, it shows what the company earned after all its expenses, charge-offs, depreciation and taxes have been subtracted. This calculation is usually shown as both a total dollar amount and a per share calculation.

Summary

Technical data is available for review on our website at www.cgrowthcapitalbond.com The projects are free of many of the obstacles which are often presented in the mining and drilling environment.

CGrowth Capital, Inc. with over 20 years trading history which has been the prime mover in forming this alliance between the three project entities has successfully invested significant resources in exploration and extraction activities throughout this period.

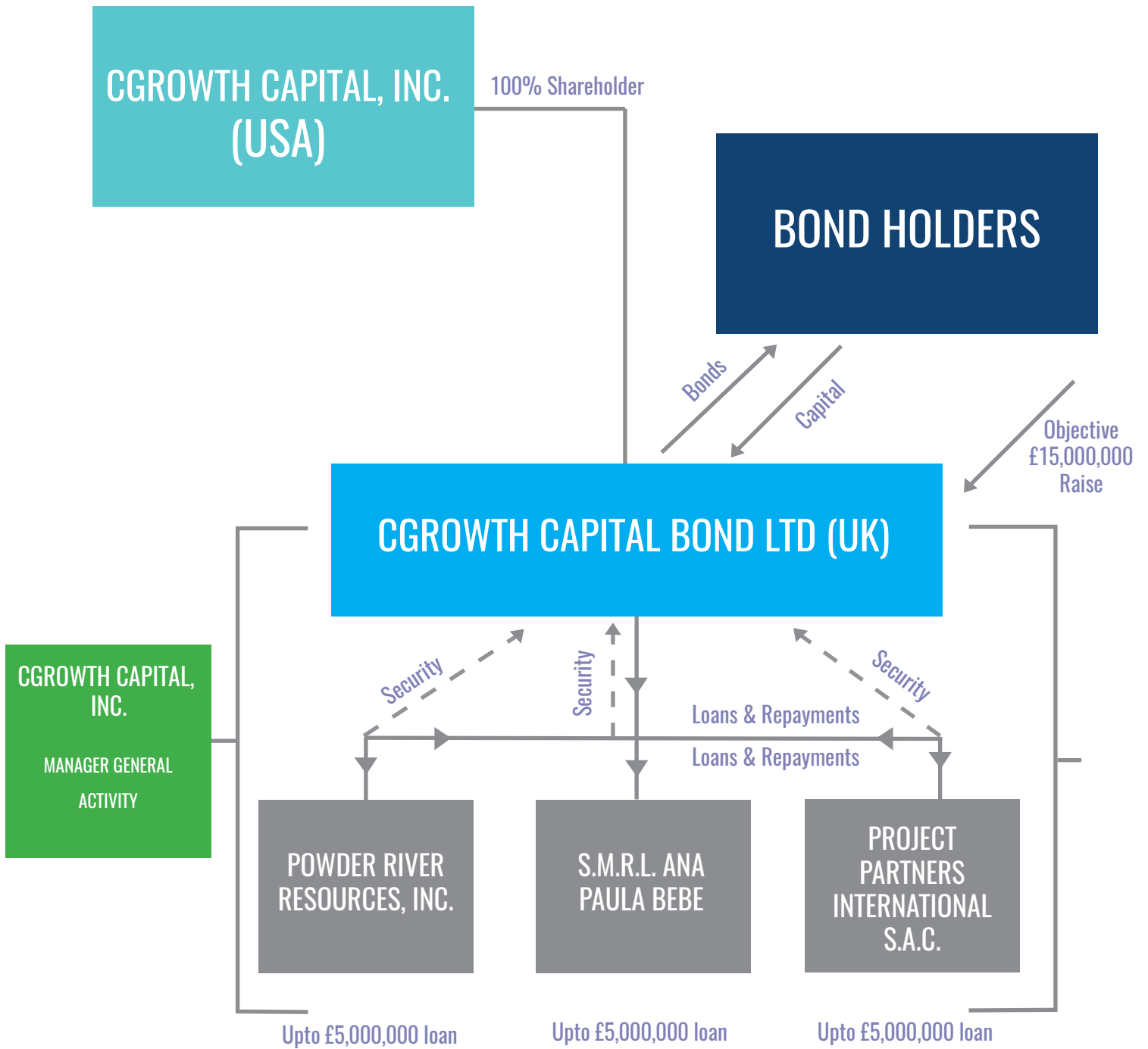
The company has every confidence that each of these operations shall prosper as stand-alone investments. However, this spread of investment base provides for an added layer of security which takes into account both financial and political considerations.

The stability of United States governance in particular, is always of comfort to participants. Peru for its part is an established functioning democracy whose economy has developed in a culture which has always recognised the importance of foreign investment.

We are firmly of the view that the CGrowth Capital Bond Project has everything necessary in place to ensure the success of this venture and look forward to securing its position as a sound investment for all concerned. Further information relating to CGrowth Capital, Inc. and its broad spectrum of activities is available at www.cgrowthcapital.com.

CGrowth Capital Bond Ltd

Structure Flow





Key Financials

CGrowth Capital Bond Ltd, the Bond Issuer, is a UK registered company the totality of whose shares are owned by CGrowth Capital, Inc. the USA based owner of Powder River Resources, Inc.

CGrowth Capital, Inc. attends to the management of the investment on behalf of CGrowth Capital Bond Ltd. The Bond Issuer holds a security charge over the assets of the three companies:

[Powder River Resources, Inc.](#)

[S.M.R.L. Ana Paula Bebe](#)

[Project Partners International S.A.C.](#)

The primary assets comprised in the holdings of the companies are:

S.M.R.L. Ana Paula Bebe has gross assets of proven and probable reserves of US\$32,166,122.00.

Powder River Resources, Inc. is a subsidiary of CGrowth Capital, Inc. whose financial statements confirm the acquisition of Powder River Resources, Inc. with its assets valued on a cost of acquisition basis of circa US\$5,500,000.00.

CGrowth Capital, Inc. public accounts show net assets of US\$10,081,560.00 at 31st December 2014. It is worth specific note that its holdings of other resource leases outside of Powder River Resources, Inc. are substantial, have not been revalued for investment purposes and are therefore not materially covered within this consolidated financial position.

Project Partners International S.A.C. has an indicative net project value of US\$62,500,000.00 based upon 0.5% of gross reserves which extend to some 100,000,000 cubic metres of 98.5% purity commodity.



The Investment

The oil and mining industry can provide investment opportunities that allow for a long term approach and as such are able to provide a method of securing investor positions for long term income or growth. In times when equity markets are volatile and when a fixed reliable return are sought, alternative investments with strong prospects and appropriate security offer a powerful alternative.

We have taken the requirement for our project finance and combined that with what we believe is a strong proposition for investors seeking long term stability by making available our fixed income or compound growth bonds.

Bond holders have their investment managed through the specialist vehicle CGrowth Capital Bond Ltd, which is located and administrated in the UK.

Bonds provide a fixed annual income of 10% per annum or compound growth of 12% per annum for up to 10 years depending upon when you purchase your bonds from 9th November 2015. The minimum term a bond maybe held is for a 12 months. For this Issue number 1, once £15,000,000.00 of bonds have been sold the issue will close. Bonds for this issue are available on a first come, first served basis to qualifying buyers.

Substantial information about our organisation is available on our website at www.cgrowthcapitalbond.com. We encourage and invite any potential purchasers to review our website where information is available to review in full.

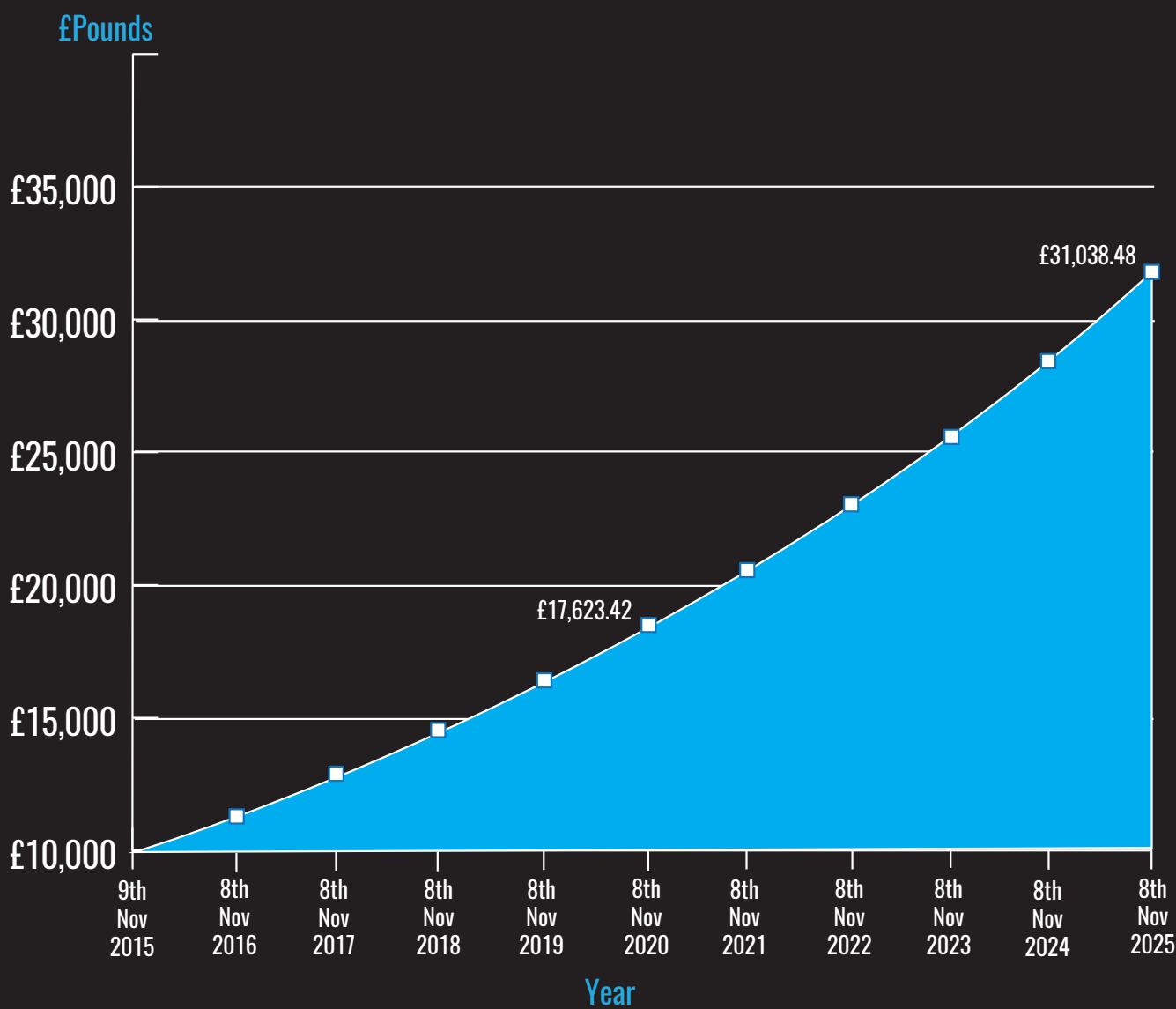
Our product is open to individuals, corporations and for SIPP and similar inclusion. The minimum purchase is one bond at GBP£10,000 or currency equivalent and thereafter bonds may be purchased in any amount in units of 1/10th of a bond (eg£1,000) units upwards. Purchasing bonds is a straight forward process as laid out on pages 20 – 21 the Bond Purchase Instructions. Suitability notices and particular risks are clearly explained on Pages 2-3.

We believe the major strength behind the bonds are three mutually supportive charges on the Assets of the separate companies, the collateral underpinning the offer. These are not assets to be acquired with bond monies but that are already provided as opening security by this issue. These are placed as security to the bond issuer by way of security charges in favour of CGrowth Capital Bond Ltd. the bond issuer, granted by the three project companies, supported by their respective assets and holdings.

The Product is designed for those seeking long term and fixed annual rates. We believe our product provides a very competitive, reliable return to bond holders with a formidable security base. Bonds may be redeemed at any time however, after 12 months providing 45 days prior notice.



£10,000.00 Bond - Compound Growth Model



Bond Purchase Instructions

To purchase bonds and obtain membership, please follow the instructions below:

Bonds are available to individuals and corporations or for the purpose of SIPP's via trustees and other appropriate pension structures, involving trustees, nominees and/or administrators ("trustee"). If you wish to make a bond purchase for incorporation within a SIPP, a personal portfolio bond or other instrument that involves a trustee, please contact your trustee or IFA to assist in making such a purchase. We cannot give pension or financial advice.

Purchases if an Individual

1. Complete the Bond Purchase Form on Page 22 to 23 (do not complete the sections "Corporate Application" or "Trustee Application").
2. Read the Notices on Page 2 to 3 carefully.
3. Read the Company Membership and Bond Purchase Agreement on Pages 24 to 26.
4. If you are happy and eligible to proceed, sign and date in acceptance of the Bond Purchase Agreement at the bottom of the Bond Purchase Form, along with the other requirements.
5. Please make payment by electronic bank transfer, remit the requisite amount of money to the bank details as provided on Page 25. We do not accept cheques or drafts.
6. For purposes of identification and anti-money laundering regulations, prepare a copy of valid photo identification (passport, or drivers licence or national identification card) along with a utility bill or bank statement showing your permanent address dated within the last 3 months.
7. If you are making this application through either an IFA or introductory source, provide the completed Bond Purchase Form to them along with your confirmation of payment, and identification as per item 6. above. If you are making your purchase directly, please send the same documents to the email or address as detailed at the bottom of this page.
8. Your purchase will be processed within one business day of receipt of all items. You will be notified by email (if you do not have email, you will be notified by mail) once your membership and bonds have been issued. If we have any queries we will contact you by email or telephone within 1 business days of receipt of your purchase request.

Purchases if a Corporation

1. Complete the Bond Purchase Form on Page 22 to 23 (do not complete the sections "Individual Application" or "Trustee Application").
 - i) If more than one director is required to engage an agreement of this nature, pass a resolution empowering the signatory of the Customer Information Form and provide along with all of the documents and items as referred to above in the "Purchases if an Individual" in the same manner and form as stated above with the following variations:
 - ii) One full set of identification for each director (per point 6 in the "Purchase if an individual section") along with the same for each and every shareholder of 10% or more of the Corporation. If the Corporation is owned by further Corporations then the same for the ultimate shareholders along with a corporate chart.

- iii) Copy of the Corporation's certificate of incorporation.

Purchases if a Trustee

1. Complete the Bond Purchase Form on Page 22 to 23 (do not complete the sections "Individual Application" or "Corporate Application").

If your client is an individual then: Provide the client identification information as laid out in section 6. of the Purchases if an individual section above.

If your client is a corporation then: Provide the client identification information as laid out in section 2 (i and ii) of the Purchases if a corporation section above.

AND

2. Send all of the documentation to the address as stated below.

If we have any questions or require identification information regarding yourselves we will contact you immediately upon receipt of the Bond Purchase submission.

Trustees should only make payments by electronic bank transfer to the bank account details as laid out on Page 21. Confirmation of payment should be enclosed within the submission. Cheques and Drafts are not accepted.

For all Individuals, Corporations, Trustees, Introducing and IFAs

If you are sending documents directly to the Company, please ensure that all of the requisite components are complete.

1. Payment has been made and a copy of the payment remittance advice is provided
2. The Bond Purchase Form is correctly completed, signed, dated and enclosed.
3. The requisite identification copies are enclosed.

You may submit purchases by email, mail or courier.

Email submissions may be made to: bond@cgrowthcapitalbond.com

If a submission is rejected for whatever reason and cannot be remedied, any purchase funds received will be returned either to the account they were paid from or by cheque to the originating drawer within 7 days.

If a submission is received and the offer is closed or oversubscribed any payments received will be returned in the same manner as the paragraph above.

Completed submissions for purchase if being sent by mail or courier to:

CGrowth Capital Bond Ltd
Purchase Department
3rd Floor
82 King Street
Manchester
M2 4WQ
United Kingdom

Bond Purchase Form - page 1

Introducer Code

 / -

Individual Application

Title & Forename(s):

Surname:

Address:

Telephone:

Email:

Corporate Application

Company Name:

Contact Person:

Company Address:

Company Registration number:

County of Registration:

Telephone:

Email:

Trustee Application

Name of Trustee:

Address:

Trust/Client Name:

Trustee/ Client Address:

Trustee Telephone:

Trustee Email:

Trustee Regulatory Body:

Registration no. if applicable:

Bond Purchase Form - page 2

Purchase Amount:

Minimum purchase amount is £10,000.00 (1 bond) or currency equivalent with additional amounts of £1,000 (0.1 bond). (EG application for £23,000 would equate to 2.3 bonds)

Currency:

Amount in Currency:

Funds should be transferred to the account details on page 25 of this brochure.

Interest Payments:

By purchasing Bonds you will be entitled to annual interest payments of 10% of capital or you can defer payments until the end of the period, this will equate to interest of 12% per annum compounding. Please indicate the type of interest you would like and how you would like to receive it, by printing YES against one of the options below (if you wish to purchase both income and compound growth bonds, complete 1 bond purchase form each) :

Interest Payment Type:

I wish to receive annual interest(this will be paid each year):

Or
I wish to defer and compound interest until redemption (this will be paid upon redemption):

Please complete your bank or account details to receive your interest payments and repayment of your initial capital. Please note: once received, your application form will be irrevocable and no refunds will be made.

Bank Name:

Account Name:

Sort or Routing Code:

Account Number:

Account Reference (if applicable):

SWIFT Code (if outside UK):

Signature:

Date:

I/We hereby agree to and accept the terms and conditions of the Bond Purchase Agreement as laid out from page 24 to 26 of this document. I am duly authorised to execute this Agreement. I have reviewed the Notices on pages 02 and 03 and certify that I/We meet the criteria as set out under law. I/We agree to Purchase the value of bonds in the form identified as stated within this Bond Purchase Form which forms part of the Bond Purchase Agreement. I/We shall remit or make payment for the bonds selected herein and provide the requisite identification documents as specified on Pages 20 to 21 of this document.

Bond Purchase Agreement

BETWEEN:

- A. CGrowth Capital Bond Ltd incorporated under the laws of England and Wales with company number 9789214 whose registered office is 20 – 22 Wenlock Road, London, N1 7GU United Kingdom and whose correspondence address is 3rd Floor, 82 King Street, Manchester, M2 4WQ, United Kingdom (“the Bond Issuer”); and
- B. The Investor whose name and address is as identified within the Investor Information Form attached to this Agreement (“the Investor”)

RECITALS

- (I.) The Bond Issuer possesses first security over all assets (“The Assets”) held by three companies; Project Partners International S.A.C., S.M.R.L Ana Paula Bebe and Powder River Resources, Inc., (“The Borrowing Companies”). The Bond Issuer’s security extends to full prospecting and mining rights over any land comprising as it does the entirety of the interests of The Borrowing Companies including the right to exploit and extract resource deposits. The Bond Issuers repayments are intended to be generated from those activities, though not necessarily exclusively so.
- (II.) The Bond Issuer lends monies to the Borrowing Companies by way of secured loan agreements with fixed and floating charges. The loan funds are lent by the Bond Issuer to the Borrowing Companies on a daily basis as Bonds are sold. Notwithstanding any concessions, early repayments or otherwise, all capital and any accrued interest standing at 8th November 2025 shall be repaid by the Bond Issuer to the Investor.
- (III.) The funds lent by the Bond Issuer to the Borrowing Companies are for the benefit of the Borrowing Companies so as to further the development of the business including but not limited to the investment and infrastructure for the extraction of the resources in concert with other commercial activities.
- (IV.) The Bond Issuer has resolved to issue a series of bonds over the 12-month period from 9th November 2015 to 8th November 2016 in order to raise GBP£15,000,000.00.
- (V.) The Bond Issuer is offering to sell up to a maximum of 1,500 Ten-year bonds (“the Ten-Year Bonds”) to investors at an issue price of GBP£10,000.00 per bond or currency equivalent.
- (VI.) The redemption date of all the Ten-Year Bonds is 8th November 2025 (“the Redemption Date”).
- (VII.) The first anniversary upon which interest is due to every holder of the Ten-Year Bonds shall be on 8th November 2016. The interest due shall be calculated by reference to the number of days between the date on which the subscription was effected and the 8th November 2016. Income Bonds shall pay pro rata interest on the 8th November 2016. Compound Interest Bonds shall accrue pro rata interest for the year ending 8th November 2016.
- (VIII.) Thereafter, interest shall be paid or accrued to every holder of the Ten-Year Bonds in accordance with Options a or b, as set out below. Each bondholder shall be required at the time of subscription to elect between the two Options, by identifying which option they wish in the Investor Information Form. These options are:
 - a. To be paid interest at a rate of 10.00 per cent per annum i.e. GBP£1,000.00 or currency equivalent per Ten-Year Bond, per annum on 8th November each year (or nearest next working day), with the first full payment due on 8th November 2016.
 - b. To be paid compound interest only on one occasion, namely the Redemption Date or any other date upon which the Bond is redeemed, such interest to be calculated at a rate of 12.00 per cent per annum, compounded annually on 8th November each year. Thus at the Redemption Date, the total interest payable on a Ten-Year Bond purchased on 9th November 2015 maturing 8th November 2025 purchased in GBP will pay including the original Bond purchase price GBP£31,058.00.
- (IX.) The Bond Issuer has agreed that it will neither cause nor permit the Ten-Year Bonds to be listed on any Stock Exchange or to be dealt on any investment exchange at any time and that all the Bonds and the interests therein are to be non-negotiable on the capital market.

- (X.) It is anticipated that an administrator and trustee shall be appointed during the life of the bond issue, such that the administration of the process as defined herein shall be contracted out to such independent administrators and trustees as may be appointed in accordance with lawful provision.

TERMS

1. The Investor hereby agrees to subscribe for the number of Ten-Year Bonds specified within the Customer Information Form by paying GBP£10,000.00 per bond or currency equivalent. The minimum number of Bonds that may be purchased is one whole bond. Thereafter, bonds may be purchased in one tenth units. By way of example, 1.3 bonds have a purchase price of GBP£13,000.00 or currency equivalent.
2. The Investor agrees to pay within the next 3 days his subscription money to the Bond Issuer, at the following bank account by electronic transfer.

NatWest Bank plc
Manchester
United Kingdom

Account Name: ppl client A/C CGROWTH
GBP Account No: 66506557
Sort Code: 01-10-01
Quote Reference: ('Investor name')

For Investors making payments from outside the UK the following additional information

SWIFT: NWBK GB 2L
IBAN: GB90 NWBK 6110 0166 5065 57

3. The Bond Issuer shall contemporaneously with receipt of the Investor's subscription money in consideration of the issuance of the Ten-Year Bond or Bonds that have been subscribed for by the Investor, lend the monies to the Borrowing Companies.
4. The Bond Issuer or its administrators shall provide the Investor with a confirmation along with the underlying bonds and regular statements (at least annually).
5. A compliant subscription comprises the bond purchase monies, execution of this Bond Purchase Agreement, accurate completion of the Bond Purchase Form, valid identification in accordance with the bond instructions, suitability and eligibility of the Investor along with the ultimate discretion of the Bond Issuer.
6. All interest payable under the terms of each Ten-Year Bond together with the repayment of the capital due on the Redemption Date shall be paid by the Bond Issuer to the Investor. Such sums shall be transferred as soon as reasonably practicable thereafter, and in any event within five business days, by the Bond Issuer to the Investor.
7. The Investor hereby agrees to receive interest on each of the Ten-Year Bonds for which he has subscribed in accordance with:
Option A: 10% per annum paid annually (including pro rata provision for year ending 8th November 2016)
or
Option B: 12% compound per annum (including pro rata provision for year ending 8th November 2016)

as selected within the Bond Purchase Form.

8. The Ten-Year Bonds are not negotiable. The Investor may not sell, assign or otherwise transfer his beneficial ownership in them or any of them at any time prior to the Redemption Date. However, the Bond Issuer, acting on behalf of the Investor, is permitted to negotiate and consult to an assignment at the Bond Issuers absolute discretion (not to be unreasonably withheld).
9. If the Investor is an individual and dies after having chosen Option A as outlined in Recital (7) above, the executor or administrator of his estate or other successor in title may at any time thereafter change the election to Option B with immediate effect. Further or alternatively, he may serve a written notice on the Bond Issuer requiring him to buy back the Investor's bonds provided that he does so within 60 days of the Investor's death;

10. The Bond Issuer, on receipt of the notice, becomes liable to buy back the bonds which it may do at any time it chooses within 180 days of the Investors death but must give the Investor's successor in title at least 28 days' notice of when it will do so. This does not affect the Investors rights are provided for in section 13. The Bond Issuer will buy back the bonds at their redemption price plus any accrued interest.
11. The main bond currency is GBP although bonds may be purchased in alternative major currencies: USD, EUR, JPY, AUD, CAD, CHF, HKD. Where a bond is purchased in a currency other than GBP calculation of the value of a single bond shall be the foreign exchange rate adopted by the bond issuer on the day of purchase (e.g. USD exchange rate equal 1.50 to GBP would constitute a single bond value at US\$15,000.00 on that day of purchase).
12. Notwithstanding the certainty of structure afforded by the terms of this Agreement it is acknowledged that there may be circumstances in which early redemption by any given Investor at any given point in time, whether by issues of hardship or otherwise is requested. Where any other 3rd party seeks to purchase additional bonds, the Investor, with approval from the Bond Issuer may assign his bonds to any such 3rd party at any such price agreed, subject to an administration fee of £100.00 per bond payable to the Bond Issuer.
13. Bonds may be redeemed back early to the Bond Issuer after one year from purchase, at any time, following 45 days written notice. In such cases pro rata accrued interest shall be paid alongside the bond capital to the Investor on or before the 45th day from which notice was given.
14. The Bond Issuer hereby undertakes to apply the proceeds of the issue of the Ten-Year Bonds only for the purpose, as outlined in Recital (II – V). Any significant application of the proceeds for any other purpose will constitute an event of default.
15. If the Bond Issuer fails to pay interest to the Investors with respect to the Ten-Year Bonds for the benefit of any subscribers to the Ten-Year Bonds within five business days of the date that the interest falls due, the Bond Issuer shall pay additional interest on the interest due at a rate of 0.03% per calendar day.
16. A failure by the Bond Issuer to pay interest to the Investor within 30 business days of the date that the interest falls due will constitute an event of default.
17. On the occurrence of an event of default the Bond Issuer becomes immediately liable to repay all received subscription monies and all unpaid interest which has accrued, any shortfall would normally be borne equitably by the Investors on a pari passu basis. Early redemptions as laid out within Section 13 are subject to the Bond Issuers liquidity. Whilst the Bond issuer may not unreasonably defer an early redemption request, if liquidity could be compromised the Bond Issuer reserves the right to defer such a request but must give such notice in writing within 15 days of an early redemption request and a revised intended redemption date.
18. This document shall be governed and construed in accordance with the laws of England and Wales and the parties agree to submit to the exclusive jurisdiction of the courts of England and Wales.

NOTES

NOTES



CGROWTH CAPITAL Bond Ltd

AN ALTERNATIVE ASSET MANAGEMENT COMPANY

**3rd Floor
82 King Street
Manchester M2 4WQ
United Kingdom**

**Tel: +44 (0) 161 935 8443
Fax: +44 (0) 161 935 8001
Email: info@cgrowthcapitalbond.com**

CGrowth Capital Bond Ltd Bond Issue 1 Series 1 V1.0

Opening Date: 9th November 2015
Initial issue: £15,000,000
Price per Bond: £10,000 (or currency equivalent)

Options: Annual Compound Growth: 12% per annum
Or Annual Income: 10% per annum

Minimum Purchase: 1 Bond
Maximum Term: 10 years
Minimum Term: 1 year

www.cgrowthcapitalbond.com

