CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2024 AND 2023



INDEPENDENT AUDITORS' REPORT

To the Board of Directors of Rainforest Foundation, Inc. and Subsidiary

Opinion

We have audited the accompanying consolidated financial statements of Rainforest Foundation, Inc. (a nonprofit organization) and Subsidiary, which comprise the consolidated statements of financial position as of December 31, 2024 and 2023, and the related consolidated statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Rainforest Foundation, Inc. and Subsidiary as of December 31, 2024 and 2023, and the changes in their net assets and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Rainforest Foundation, Inc. and Subsidiary and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Rainforest Foundation, Inc. and Subsidiary's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.



Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Rainforest Foundation, Inc. and Subsidiary's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Rainforest Foundation, Inc. and Subsidiary's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Lutz + Can, ZZP

New York, New York June 12, 2025

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

DECEMBER 31, 2024 AND 2023

	2024	2023
Assets		
Cash	\$2,164,276	\$1,878,125
Certificate of deposit	2,028,927	5,092,019
Investments	193,162	110,365
Unconditional promises to give		
Without donor restrictions	452,458	588,146
With donor restrictions	776,183	716,518
Prepaid expenses and other assets	3,790	47,687
Digital assets	308	2,674
Operating lease right-of-use asset	1,074,405	1,192,595
Property and equipment, at cost, net of accumulated		
depreciation and amortization	43,160	47,979
Security deposit	47,098	26,355
Total Assets	\$6,783,767	\$9,702,463
Liabilities and Net Assets		
Liabilities		
Accounts payable and accrued expenses	\$ 107,545	\$ 235,346
Grants payable	197,231	862,864
Operating lease liability	1,114,350	1,217,265
Total Liabilities	1,419,126	2,315,475
Contingency (Note 9)		
Net Assets		
Without donor restrictions	3,055,374	4,708,374
With donor restrictions	2,309,267	2,678,614
Total Net Assets	5,364,641	7,386,988
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Total Liabilities and Net Assets	\$6,783,767	\$9,702,463

CONSOLIDATED STATEMENTS OF ACTIVITIES

YEARS ENDED DECEMBER 31, 2024 AND 2023

	2024	2023
Changes in Net Assets Without Donor Restrictions		
Revenue and Support		
Government grants	\$1,666,133	\$ 101,920
Contributions	4,580,822	4,534,974
Realized gain (loss) on sale of digital assets	(12,210)	1,192
Interest and dividend income	167,303	166,314
Net realized and unrealized gain (loss) on investments	2,537	(1,065)
	6,404,585	4,803,335
Net assets released from restrictions		
Satisfaction of program restrictions	1,762,132	3,953,104
Total Revenue and Support	8,166,717	8,756,439
Expenses		
Program Services	7,881,562	7,867,559
Supporting Services		
Management and general	812,050	832,147
Fundraising	1,126,105	1,040,577
Total Supporting Services	1,938,155	1,872,724
Total Expenses	9,819,717	9,740,283
Decrease in Net Assets Without Donor Restrictions	(1,653,000)	(983,844)
Changes in Net Assets With Donor Restrictions		
Government grants	72,462	460,062
Contributions	1,320,465	4,149,855
Net assets released from restrictions	(1,762,132)	(3,953,104)
Foreign currency exchange loss	(142)	(33,922)
Increase (Decrease) in Net Assets With Donor Restrictions	(369,347)	622,891
Decrease in net assets	(2,022,347)	(360,953)
Net assets, beginning of year	7,386,988	7,747,941
Net Assets, End of Year	¢5 364 641	¢7 386 089
NELASSELS, EILU VI TEAL	\$5,364,641	\$7,386,988

CONSOLIDATED STATEMENTS OF FUNCTIONAL EXPENSES

YEARS ENDED DECEMBER 31, 2024 AND 2023

		20	24			20	23	
		Supporting	g Services			Supporting	g Services	
	Program	Management		Total	Program	Management		Total
	Services	and General	Fundraising	Expenses	Services	and General	Fundraising	Expenses
Salaries	\$1,803,468	\$ 416,278	\$ 745,371	\$2,965,117	\$1,528,006	\$ 286,558	\$ 689,766	\$2,504,330
Payroll taxes and employee benefits	515,084	116,014	170,319	801,417	307,492	70,375	135,460	513,327
Grants	2,211,781	_	-	2,211,781	2,903,087	_	-	2,903,087
Professional fees	491,533	117,807	14,935	624,275	400,963	200,268	16,597	617,828
Program expenses	2,153,905	_	-	2,153,905	1,901,367	_	_	1,901,367
Information technology	17,486	21,411	34,748	73,645	14,642	21,628	29,000	65,270
Printing and copying	3,721	249	18,126	22,096	776	253	5,446	6,475
Office expense	35,399	80,028	22,033	137,460	178,550	105,068	30,424	314,042
Supplies	39,276	3,915	4,436	47,627	22,712	3,600	2,389	28,701
Occupancy	85,195	21,299	106,495	212,989	73,477	49,181	80,083	202,741
Insurance	5,513	16,929	-	22,442	104	17,270	68	17,442
Advertising and communications	72,589	-	161	72,750	76,263	350	28,943	105,556
Travel	446,612	10,782	9,481	466,875	460,120	44,306	22,401	526,827
Miscellaneous						25,765		25,765
Total expenses before depreciation								
and amortization	7,881,562	804,712	1,126,105	9,812,379	7,867,559	824,622	1,040,577	9,732,758
Depreciation and amortization	<u> </u>	7,338	-	7,338		7,525		7,525
Total Expenses	\$7,881,562	\$ 812,050	\$1,126,105	\$9,819,717	\$7,867,559	\$ 832,147	\$1,040,577	\$9,740,283

CONSOLIDATED STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2024 AND 2023

	2024	2023
Cash Flows From Operating Activities		
Decrease in net assets	\$(2,022,347)	\$ (360,953)
Adjustments to reconcile decrease in net assets to		. ,
net cash provided (used) by operating activities:		
Non-cash operating lease expense	118,190	114,571
Depreciation and amortization	7,338	7,525
Donated securities	(165,257)	-
Realized and unrealized (gain) loss on sale of investments	(2,537)	1,065
Donated digital assets	(144,081)	(19,953)
Realized (gain) loss on sale of digital assets	12,210	(1,192)
(Increase) decrease in:		
Unconditional promises to give	76,023	972,821
Prepaid expenses and other assets	43,897	10,232
Security deposit	(20,743)	-
Decrease in:		
Accounts payable and accrued expenses	(127,801)	(82,655)
Grants payable	(665,633)	(78,619)
Operating lease liability	(102,915)	(95,046)
Net Cash Provided (Used) By Operating Activities	(2,993,656)	467,796
Cash Flows From Investing Activities		
Purchase of certificates of deposit	(5,000,000)	(5,092,019)
Maturation of certificates of deposit	8,063,092	-
Purchase of investments	(83,333)	(3,558)
Proceeds from sales of investments	168,330	4,622
Proceeds from sale of digital assets	134,237	19,612
Purchase of property and equipment	(2,519)	(11,600)
Net Cash Provided (Used) By Investing Activities	3,279,807	(5,082,943)
Net increase (decrease) in cash	286,151	(4,615,147)
Cash, beginning of year	1,878,125	6,493,272
	_	
Cash, End of Year	\$ 2,164,276	\$ 1,878,125

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2024 AND 2023

Note 1 - Organization and Summary of Significant Accounting Policies

a - Organization

Rainforest Foundation, Inc. ("RFUS") was incorporated in 1988 in accordance with State of California Not-For-Profit Corporation Law. The mission of RFUS is to support indigenous people and traditional populations of the rainforest in their efforts to protect their environment and fulfill their rights. RFUS assists them in securing and controlling the natural resources necessary for their long-term well-being and managing these resources in ways which do not harm their environment, violate their culture or compromise their future. RFUS also assists in developing the means to protect their individual and collective rights and obtain, shape and control basic services.

In December 2023, RFUS established an affiliate civil association known as Rainforest Foundation US Peru ("RFUS Peru") for the purpose of carrying out the activities of Rainforest Foundation, Inc. in Peru. RFUS and RFUS Peru share a board of directors.

b - Principles of Consolidation

The consolidated financial statements include the accounts of RFUS and RFUS Peru (collectively, the "Organization"). All significant intercompany transactions have been eliminated in consolidation.

c - Financial Statement Presentation

The consolidated financial statements of the Organization have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"), which require the Organization to report information regarding its financial position and activities according to the following net asset classifications:

Net Assets Without Donor Restrictions

Net assets that are not subject to donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of the Organization. These net assets may be used at the discretion of the Organization's management and Board of Directors.

Net Assets With Donor Restrictions

Net assets that are subject to stipulations imposed by donors and grantors. Some donor restrictions are temporary in nature; those restrictions will be met by actions of the Organization or the passage of time. Other donor restrictions are perpetual in nature, whereby the donor has stipulated the funds be maintained in perpetuity.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2024 AND 2023

Note 1 - Organization and Summary of Significant Accounting Policies (continued)

d - Certificate of Deposit

The Organization's certificate of deposit is reported at cost plus accrued interest.

e - Investments

The Organization reflects investments at fair value in the statement of financial position. Investment income, including unrealized gains and losses on investments, is reflected in the statement of activities as increases and decreases in net assets without donor restrictions unless their use is restricted by explicit donor stipulations or by law.

f - Fair Value Measurements

Generally accepted accounting principles establish a fair value measurement hierarchy that prioritizes the inputs to valuation techniques. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs consist of unobservable inputs and have the lowest priority. The Organization uses the higher priority valuation techniques based on available inputs to measure fair values. The fair value of the Organization's investments is measured using Level 1 inputs, quoted prices in active markets.

g - Unconditional Promises to Give and Contributions

Contributions are recognized when the donor makes a promise to give to the Organization, that is, in substance, unconditional. Conditional promises to give – that is, those with a measurable performance-related or other barrier and right of return of assets transferred or release of a promisor's obligation to transfer asset in the future – are not recognized until the conditions upon which they depend have been met. Contributions restricted by the donor are reported as increases in net assets without donor restrictions if the restrictions expire in the year in which the contributions are recognized. All other donor-restricted contributions are reported as increases in net assets with donor restrictions depending on the nature of the restrictions. When a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions.

The Organization uses the allowance method to determine uncollectible promises to give. The allowance, if necessary, is based on management's analysis of specific promises made.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2024 AND 2023

Note 1 - Organization and Summary of Significant Accounting Policies (continued)

h - Digital Assets

The Organization's digital assets as of December 31, 2024 and 2023 consist of cryptocurrency and are accounted for as indefinite-lived intangible assets. Digital assets are reported on the Organization's consolidated statements of financial position at cost and are reviewed for impairment annually, or more frequently if impairment indicators are identified. Gains and losses from the sale of digital assets are recorded in the Organization's statements of activities during the period in which the sale takes place.

i - Operating Lease Right-of-Use Asset and Operating Lease Liability

For leases with an initial term greater than twelve months, the Organization's operating lease liability is initially recorded at the present value of the unpaid lease payments as of the commencement date of the lease. The Organization's operating lease right-of-use asset is initially recorded at the carrying amount of the operating lease liability adjusted for initial direct costs, accruals, deferred rent liability and lease incentives, if any. Operating lease cost is recognized on a straight-line basis over the lease term.

j - Property and Equipment

Purchased property and equipment is carried at cost and is depreciated using the straight-line method over the estimated useful life of the related asset.

k - <u>Grants</u>

Grants are accrued when authorized. Grants payable are due to be paid within one year.

I - Advertising

The Organization expenses the cost of advertising as incurred.

m - <u>Estimates</u>

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

n - <u>Tax Status</u>

The Organization is a not-for-profit corporation, exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code and has been designated as an organization which is not a private foundation.

RFUS Peru is subject to the filing requirements of Peru.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2024 AND 2023

Note 1 - Organization and Summary of Significant Accounting Policies (continued)

o - Functional Allocation of Expenses

The financial statements report certain categories of expenses that are attributable to more than one program or supporting function. Expenses are applied directly to programs where applicable or allocated on a reasonable and consistent basis. A substantial portion of the Organization's expenses are directly related to program activities. The expenses that are allocated include salaries, payroll taxes and employee benefits, insurance, general office expenses, and occupancy costs, which are allocated based on employee time and effort.

p - <u>Subsequent Events</u>

The Organization has evaluated subsequent events through June 12, 2025, the date that the financial statements are considered available to be issued.

q - Recent Accounting Pronouncement

In December 2023, the Financial Accounting Standards Board issued Accounting Standards Update ("ASU") No. 2023-08, *Intangibles - Goodwill and Other - Crypto Assets (Subtopic 350-60)*. ASU 2023-08 requires organizations to measure crypto assets, as defined by the ASU, at fair value in the statement of financial position each reporting period and recognize changes from remeasurement in net income. The ASU also requires entities to provide enhanced disclosures to provide financial statement users with relevant information to analyze and assess the exposure and risk of significant individual crypto asset holdings. The Organization is currently evaluating the impact of ASU 2023-08 on its financial statements.

Note 2 - Information Regarding Liquidity and Availability

The Organization operates with a balanced budget for each year based on the revenues expected to be available to fund anticipated expenses. A substantial portion of annual revenue is comprised of contribution revenue raised during the year. The Organization considers general expenditures to consist of all expenses related to its ongoing program activities, and the expenses related to management and general and fundraising activities undertaken to support those services. The Organization regularly monitors liquidity to meet its operating needs and other commitments and obligations.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2024 AND 2023

Note 2 - Information Regarding Liquidity and Availability (continued)

The Organization's financial assets as of December 31, 2024 and 2023 available to meet cash needs for general expenditures within one year are summarized as follows:

	2024	2023
Financial Assets at Year End:		
Cash	\$2,164,276	\$1,878,125
Certificate of deposit	2,028,927	5,092,019
Investments	193,162	110,365
Unconditional promises to give	1,228,641	1,304,664
Total Financial Assets	5,615,006	8,385,173
Less: Amounts not Available to be Used within One Year: Net assets with donor restrictions, subject to expenditure		
for specific purposes	(2,309,267)	(2,678,614)
Plus: Net assets with donor restrictions expected to be		
met in less than one year	1,968,536	2,283,122
Financial Assets Available to Meet General		
Expenditures within One Year	<u>\$5,274,275</u>	<u>\$7,989,681</u>

Note 3 - Net Assets With Donor Restrictions

Net assets with donor restrictions are restricted for the following purposes as of December 31:

	2024	2023
Global Alliance of Territorial Communities Peru Panama Guyana Carbon markets Mesoamerica Future periods	\$1,911,532 57,181 - 172,320 48,234 40,000 <u>80,000</u>	\$2,027,914 20,000 70,000 74,406 411,294 75,000
Total Net Assets With Donor Restrictions	<u>\$2,309,267</u>	<u>\$2,678,614</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2024 AND 2023

Note 4 - Investments

Investments are classified within Level 1 of the fair value hierarchy and consist of the following as of December 31:

	2024		2023	
	Cost	Fair Value	Cost	Fair Value
Cash equivalents Equities Exchange-traded products	\$108,699 79,873 <u>2,391</u>	\$108,699 82,108 <u>2,355</u>	\$110,365 	\$110,365 _ _
	<u>\$190,963</u>	<u>\$193,162</u>	<u>\$110,365</u>	<u>\$110,365</u>

Note 5 - Unconditional Promises to Give

Unconditional promises to give are due as follows:

	2024	2023
Due in less than one year	\$1,097,440	\$1,023,128
Due in one to five years	140,000	300,000
	1,237,440	1,323,128
Less: Discount to present value	<u>(8,799</u>)	<u>(18,464</u>)
	\$1,228,641	\$1,304,664

Unconditional promises to give due after one year are discounted to present value using a discount rate of 3.25%. Uncollectible promises to give are expected to be insignificant.

Amounts from two donors represent 47% of unconditional promises to give as of December 31, 2024. Amounts due from one donor represent 52% of unconditional promises to give as of December 31, 2023.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2024 AND 2023

Note 6 - Operating Lease

The Organization occupies office space under an operating lease agreement expiring September 30, 2032. Annual rent under the agreement is \$145,883, which is payable monthly and increases by 3% each year.

Operating lease cost for the years ended December 31, 2024 and 2023 was \$185,002 and 182,080, respectively. There were no variable lease costs incurred. As of December 31, 2024, the remaining term of the Organization's operating lease is 93 months, and the discount rate is 3.67%.

Maturities of the Organization's operating lease liability as of December 31, 2024 are as follows:

Year Ending December 31	
2025	\$ 150,259
2026	154,768
2027	159,411
2028	164,193
2029	169,119
Thereafter, through September 30, 2032	491,179
	1,288,929
Less: Amount attributable to interest	<u>(174,579</u>)
	<u>\$1,114,350</u>

Note 7 - Conditional Contributions and Grants

a - During 2021, the Organization was awarded a grant by an agency of the Norwegian government toward a project designed to protect the forests in Guyana. Annual disbursement of the funds provided under these grants is subject to Norwegian Parliamentary appropriations.

The grant awarded funds up to \$2 million over a five-year period, 2021 to 2025. The Organization received \$422,409 and \$344,203 under this grant in 2024 and 2023, respectively.

The grant was awarded in Norwegian krone and are subject to fluctuations in currency exchange rates.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2024 AND 2023

Note 7 - Conditional Contributions and Grants (continued)

b - In October 2021, the Organization was awarded a grant by an agency of the United States federal government of approximately \$2 million over a three-year period towards a project aimed to expand and consolidate the regional structure of the Mesoamerican Alliance of Peoples and Forests ("AMPB") and to support its member organizations. Payments of grant funds to the Organization are conditional upon the Organization achieving specific milestones as specified in the grant agreement. All milestones have been achieved and the full amount of the grant has been recognized as of As of December 31, 2024.

In connection with this grant, the Organization entered into a subaward contract in December 2021 with AMPB allowing for subgrants totaling \$1,349,491 through September 30, 2024. In 2023, the subaward was reduced to \$1,218,117. Grant payments to AMPB were made quarterly based on estimated costs to be incurred by AMBP to achieve certain milestones, as specified in the subaward contract. The full amount of the subgrant has been paid as of December 31, 2024.

- c In November 2023, the Organization was awarded a conditional grant in an amount up to \$350,000 in support of studying and documenting the role of indigenous food systems in advancing regenerative agricultural outcomes in Central Africa, Indonesia, Mesoamerica, and the Amazon Basin through November 2028. Payments of grant funds to the Organization were conditional upon delivering literature reviews and case studies. All conditions related to this grant were met as of December 31, 2024 and the full amount of the grant has been recognized.
- d In December 2024, the Organization was awarded a conditional grant totaling \$260,050 to provide financial and technical assistance to three national nongovernmental organizations in priority countries to investigate and combat nature crimes from December 2024 to July 2026. Payments of grant funds to the Organization are conditional on actual expenditures in relation to the program. The Organization has not recognized any revenue in relation to this grant during the year ending December 31, 2024.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2024 AND 2023

Note 8 - Property and Equipment

Property and equipment consist of the following as of December 31:

	<u>Life</u>	2024	2023
Computer equipment	5 years	\$51,639	\$49,120
Computer software Leasehold improvements	3 years 10 years	10,221 <u>38,076</u>	10,221 <u>38,076</u>
Less: Accumulated depreciation and		99,936	97,417
amortization		<u>(56,776</u>)	<u>(49,438</u>)
Total		<u>\$43,160</u>	<u>\$47,979</u>

Note 9 - <u>Contingency</u>

Government supported programs are subject to audit by the applicable granting agencies.

Note 10 - Concentrations

- a The Organization maintains its cash balances in a financial institution located in New York City. The cash balances, at times, may exceed federally insured limits.
- b For 2024, one donor accounted for approximately 16% of total contribution revenue. For 2023, two donors accounted for approximately 31% of total contribution revenue.