<u>SVLC FUND III, LP</u>
(A Delaware Limited Partnership)

Financial Statements
For the Period from June 28, 2022 (Initial Closing) to December 31, 2023

Together with
Independent Auditors' Report

SVLC FUND III, LP
(A Delaware Limited Partnership)

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December 31, 2023

Sensiba

INDEPENDENT AUDITORS' REPORT

To the Partners of
SVLC Fund III, LP (A Delaware Limited Partnership)

Opinion

We have audited the financial statements of SVLC Fund III, LP (a Delaware Limited Partnership), which comprise the statement of net assets, including the schedule of portfolio investments, as of December 31, 2023, and the related statements of operations, changes in partners' capital, and cash flows for the period from June 28, 2022 (Initial Closing) to December 31, 2023, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of SVLC Fund III, LP as of December 31, 2023, and the results of its operations and its cash flows for the period from June 28, 2022 (Initial Closing) to December 31, 2023, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America ("GAAS"). 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 SVLC Fund III, LP and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. 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 Financial Statements

Management is responsible for the preparation and fair presentation of the 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 financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about SVLC Fund III, LP's ability to continue as a going concern for one year after the date that the financial statements are issued.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 GAAS 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 financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the 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 SVLC Fund III, LP'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 financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about SVLC Fund III, LP'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.

Sensiba LLP

San Jose, California
March 19, 2024

SVLC FUND III, LP

(A Delaware Limited Partnership)

Statement of Net Assets

December 31, 2023

ASSETS

Investments at fair value (cost $4,900,000)	$	5,350,000
Cash		11,275
Contributions receivable		414,000
Interest receivable		18,296
Total assets		5,793,571

LIABILITIES

Prepaid contribution		325,500
Accounts payable and accrued expenses		47,503
Due to related party		54,924
Management fee payable		136,257
Total liabilities		564,184
Net assets	$	5,229,387

NET ASSETS REPRESENTED BY PARTNERS' CAPITAL

Contributed capital	$	5,313,000
Syndication costs		(45,287)
Net investment loss		(488,326)
Net unrealized appreciation on investments		450,000
Total partners' capital	$	5,229,387

The accompanying notes are an integral part of these financial statements

SVLC FUND III, LP
(A Delaware Limited Partnership)
Schedule of Portfolio Investments
December 31, 2023

	Shares	Cost	Fair Value	Unrealized Appreciation (Depreciation)
Mexico				
E-Commerce				
% of net assets			**28.7%**	
Cubbo Holdings Limited				
SAFE		$ 1,500,000	$ 1,500,000	$ -
Total E-Commerce Logistics, Mexico		1,500,000	1,500,000	-
HealthTech				
% of net assets			**25.8%**	
Welbe Care Holding Inc				
Convertible Promissory Note		900,000	1,350,000	450,000
Total HealthTech, Mexico		900,000	1,350,000	450,000
Total Mexico		2,400,000	2,850,000	450,000
United States				
BioTech				
% of net assets			**19.1%**	
Holoclara, Inc.				
Series A-2 Preferred	839,842	1,000,000	1,000,000	-
Total BioTech, United States		1,000,000	1,000,000	-
Financial Services				
% of net assets			**28.7%**	
Fiado, Inc.				
SAFE		1,500,000	1,500,000	-
Total Financial Services, United States		1,500,000	1,500,000	-
Total United States		2,500,000	2,500,000	-
Total Portfolio Investments		$ 4,900,000	$ 5,350,000	$ 450,000
% of net assets in Mexico			**54.5%**	
% of net assets in United States			**47.8%**	
			102.3%	

SVLC FUND III, LP
(A Delaware Limited Partnership)
Statement of Operations
For the Period from June 28, 2022 (Initial Closing) to December 31, 2023

Income:		
Interest income	$	18,296
Total income		18,296
Expenses:		
Management fee		267,713
Professional fees and other expenses		143,251
Organization costs		95,658
Total expenses		506,622
Net investment loss		(488,326)
Net unrealized appreciation on investments:		
Beginning of period		-
End of period		450,000
Net change in unrealized appreciation on investments		450,000
Net decrease in net assets resulting from operations	$	(38,326)

The accompanying notes are an integral part of these financial statements

SVLC FUND III, LP

(A Delaware Limited Partnership)

Statement of Changes in Partners' Capital

For the Period from June 28, 2022 (Initial Closing) to December 31, 2023

	General Partner	Limited Partners	Total
Balances, June 28, 2022 (Initial Closing)	$ -	$ -	$ -
Contributed capital	-	5,313,000	5,313,000
Syndication costs	-	(45,287)	(45,287)
Net investment loss	-	(488,326)	(488,326)
Net change in unrealized appreciation on investments	-	450,000	450,000
Balances, December 31, 2023	$ -	$ 5,229,387	$ 5,229,387

The accompanying notes are an integral part of these financial statements

SVLC FUND III, LP
(A Delaware Limited Partnership)
Statement of Cash Flows
For the Period from June 28, 2022 (Initial Closing) to December 31, 2023

Cash flows from operating activities:		
Net decrease in net assets resulting from operations	$	(38,326)
Adjustments to reconcile net decrease in net assets resulting from operations to net cash used in operating activities:		
Net change in unrealized appreciation on investments		(450,000)
Purchase of investments		(4,900,000)
Changes in operating assets and liabilities:		
Interest receivable		(18,296)
Accounts payable and accrued expenses		47,503
Due to related parties		54,924
Management fee payable		136,257
Net cash used in operating activities		(5,167,938)
Cash flows from financing activities:		
Contributions received from partners		5,224,500
Syndication costs		(45,287)
Net cash provided by financing activities		5,179,213
Net increase in cash		11,275
Cash, beginning of period		-
Cash, end of period	$	11,275

Supplemental disclosure of non-cash transactions

Increase in contribution receivable	$	414,000

The accompanying notes are an integral part of these financial statements

SVLC FUND III, LP
(A Delaware Limited Partnership)
Notes to Financial Statements
December 31, 2023

Note 1 - The Partnership:

SVLC Fund III, LP (the "Partnership"), was formed pursuant to the laws of the state of Delaware on April 4, 2022 and had its initial closing on June 28, 2022 (the "Initial Closing"). The Partnership's purpose is to make, hold, and dispose of securities in portfolio companies building creative solutions to global problems in three investment pillars: economic opportunity, health and well-being, and climate and environment. The Partnership entered into an Amended and Restated Limited Partnership Agreement (the "Agreement") on June 28, 2022. The Partnership is scheduled to terminate on December 31, 2033 unless terminated sooner or extended in accordance with the Agreement.

The General Partner of the Partnership is SVLC Fund III GP, LLC, a Delaware limited liability company. The Management Company is SV LATAM Capital LLC, which is an affiliate of the General Partner.

Note 2 - Significant accounting policies:

Basis of presentation - The Partnership is an investment company and follows the Financial Accounting Standards Board ("FASB") accounting and reporting guidance, Topic 946*, Financial Services - Investment Companies*.

Use of estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

Investment valuation - In accordance with the authoritative guidance on fair value measurements and disclosures under GAAP, the Partnership discloses and recognizes the fair value of its investments in a hierarchy that prioritizes the inputs to valuation techniques used to measure the fair value. The guidance provides a consistent definition of fair value which focuses on an exit price that would be received upon sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The hierarchy gives the highest priority to valuations based upon unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to valuations based upon unobservable inputs that are significant to the valuation (Level 3 measurement). The guidance establishes three levels of the fair value hierarchy as follows:

Level 1 - applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Note 2 - Significant accounting policies (continued):

Investment valuation (continued) - *Level 2* - applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3 - applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

Inputs are used in applying the various valuation techniques and broadly refer to the assumptions that market participants use to make valuation decisions, including assumptions about risk. Inputs may include price information, volatility statistics, specific and broad credit data, liquidity statistics, and other factors. An investment's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. However, the determination of what constitutes "observable" requires significant judgment by the General Partner. The General Partner considers observable data to be that market data which is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, provided by multiple, independent sources that are actively involved in the relevant market. The categorization of an investment within the hierarchy is based upon the pricing transparency of the investment and does not necessarily correspond to the General Partner's perceived risk of that investment.

Level 3 investments may include common and preferred equity securities, Simple Agreement for Future Equity ("SAFE"), and other privately issued securities. When observable prices are not available for these securities, the General Partner uses one or more valuation techniques (e.g., the market approach or the income approach), for which sufficient and reliable data is available. The fair values of private securities are determined by reference to projected revenue, the discounted cash flow method, public market or private transactions, valuations for comparable companies and other measures which, in many cases, are unaudited at the time received. Valuations may be derived by reference to valuation measures for comparable companies or transactions (e.g., multiplying a key performance metric of the investee partnership such as revenue by a relevant valuation multiple observed in the range of comparable companies or transactions), adjusted by management for differences between the investment and the referenced comparable. Private investments may also be valued based on a prior transaction as the best indicator of fair value.

Note 2 - Significant accounting policies (continued):

Investment valuation (continued) - The results of the application of the various techniques may not be equally representative of fair value, due to factors such as assumptions made in the valuation. In some situations, the General Partner may determine it appropriate to evaluate and weigh the results, as appropriate, to develop a range of possible values, with the fair value based on the General Partner's assessment of the most representative point within the range.

Level 3 investments may also be adjusted to reflect illiquidity and/or non-transferability, with the amount of such discount estimated by the General Partner in the absence of market information. The fair value measurements of Level 3 investments does not include transaction costs that may have been capitalized as part of the security's cost basis. Assumptions used by the General Partner due to the lack of observable inputs may significantly impact the resulting fair value and therefore the Partnership's results of operations.

Investments may be classified as Level 2 when market information is available, yet the investment is not traded in an active market and/or the investment is subject to transfer restrictions, or the valuation is adjusted to reflect illiquidity and/or non-transferability.

Investments whose values are based on quoted market prices in active markets are therefore classified within Level 1 of the fair value hierarchy, and include actively-traded, listed equity securities. The General Partner does not adjust the quoted prices for such instruments, even in situations where the Partnership holds a large position and a sale could impact the quoted price.

The financial statements include privately held securities whose values have been estimated by the General Partner in the absence of readily ascertainable market values. Because of the inherent uncertainty of valuation, those estimated values may differ significantly from the values that would have been used had a ready market for the securities existed, and the differences could be material. The Partnership may also have risks associated with its concentration of investments in certain geographic areas and certain industries. The value of portfolio investments held by the Partnership may decrease in response to certain events; conditions affecting the general economy; overall market changes; local, regional or global political, public health, social or economic instability.

Syndication and organization costs - Syndication costs incurred by or paid on behalf of the General Partner are borne by the Partnership. Syndication costs are treated as a reduction of capital raised. Organization costs are incurred in the formation of the Partnership. These costs are charged to expense as incurred. In accordance with the Agreement, syndication and organization costs may not exceed $500,000.

Note 2 - Significant accounting policies (continued):

Gains or losses on investments - Realized gains or losses on investments represent the difference between the original cost of investments and the related market price at the sale or distribution date, net of expenses of the sale. When investments are sold or distributed to the partners, gains or losses are classified as realized. The differences between the original cost and the estimated fair value of investments owned at the end of the period represent unrealized appreciation or depreciation.

Concentration of credit risk - At December 31, 2023, cash is held at a major financial institution and is subject to credit risk to the extent balances exceed applicable Federal Deposit Insurance Corporation ("FDIC") limits. At times, bank deposits may exceed federally insured limits.

Interest income - The Partnership recognizes interest income as it is earned except on loans for which collection is uncertain. Interest income on impaired loans is recognized on the cash basis.

Income taxes - Income taxes on partnership income are the responsibility of the individual partners; accordingly, no provision for income taxes is included in the accompanying financial statements. The partners' capital reflected in the accompanying financial statements does not necessarily represent the partners' tax basis of their respective interests.

The Partnership recognizes the tax benefits of uncertain tax positions only where the position is "more likely than not" to be sustained assuming examination by tax authorities. The Partnership's management has analyzed the tax positions, and has concluded that no liability for unrecognized tax benefits should be recorded related to uncertain tax positions taken in the Partnership's tax return. The Partnership does not anticipate any significant increases or decreases of unrecognized tax benefits during the next twelve months. All unrecognized tax benefits, if recognized, would affect the Partnership's effective tax rate.

The Partnership recognizes interest and, if applicable, penalties for any uncertain tax positions. Interest and penalty expense will be recorded as a component of income tax expense in the Statement of Operations. No interest or penalties were recorded in 2023 or accrued for as of December 31, 2023. The Partnership is subject to examination by U.S. federal (or state and local) income tax authorities for three to four years from the filing of the tax return.

Allocation of profit and loss - Items of profit and loss shall be allocated among all partners in such a manner consistent with the corresponding distributions that would be made if the Partnership's assets were sold and liabilities were settled, and resulting cash was distributed to the partners as described below.

Management fee is allocated 100% to the limited partners in proportion to their respective Partnership percentages.

Note 2 - Significant accounting policies (continued):

Distributions - The General Partner may cause the Partnership to make discretionary distributions of cash to the partners initially apportioned on a pro rata basis. The amount apportioned to the General Partner shall be distributed to the General Partner. The amount initially apportioned to the limited partners shall be immediately reapportioned between the General Partner and limited partners and distributed as follows:

(a) First, 100% to the limited partners until the limited partners have received distributions equal to 100% of capital contributions;
(b) Thereafter, 80% to the limited partners and 20% to the General Partner ("Carried Interest").

No distributions shall be made in any form other than cash or marketable securities, except upon liquidation of the Partnership.

If the product of the Carried Interest for a calendar year multiplied by the Applicable Tax Rate, as defined in the Agreement, is greater than the Carried Interest distributions to the General Partner during any calendar year, the General Partner may cause the Partnership to make tax distributions to the General Partner. Tax distributions shall be made prior to any discretionary distributions and shall be treated as an advance of and shall reduce future discretionary distributions.

Recent accounting pronouncement **-** In June 2022, the FASB issued Accounting Standard Update ("ASU") 2022-03, *Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions*. The ASU clarifies the guidance in Accounting Standards Codification ("ASC") 820, *Fair Value Measurement,* related to the measurement of the fair value of an equity security subject to contractual sale restrictions and introduces disclosure requirements related to such equity securities. This ASU is effective for the year ending December 31, 2025 and early adoption is permitted. The Partnership is currently assessing the potential impact of this ASU on the financial statements.

Subsequent events **-** The Partnership has evaluated subsequent events through the date that the financial statements are available to be issued which is the date of the independent auditors' report.

SVLC FUND III, LP
(A Delaware Limited Partnership)
Notes to Financial Statements
December 31, 2023

Note 3 - Fair value measurement:

At December 31, 2023, portfolio investments measured at fair value were as follows:

Industry	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total	Fair Value as a Percentage of Net Assets
E-Commerce	$ -	$ -	$ 1,500,000	$ 1,500,000	28.7%
Financial Services	-	-	1,500,000	1,500,000	28.7%
HealthTech	-	-	1,350,000	1,350,000	25.8%
BioTech	-	-	1,000,000	1,000,000	19.1%
	$ -	$ -	$ 5,350,000	$ 5,350,000	102.3%

There were no transfers in or out of Level 3 during the period ended December 31, 2023. The Partnership recognizes purchases of Level 3 assets at purchased cost including capitalized interest on convertible securities. Purchases of Level 3 assets for the period ended December 31, 2023 are as follows:

Industry	Purchases
BioTech	$ 1,000,000
E-Commerce	1,500,000
Financial Services	1,500,000
HealthTech	900,000
	$ 4,900,000

In accordance with the authoritative guidance on fair value measurements and disclosures under GAAP, the Partnership is required to summarize the quantitative inputs and assumptions used for items categorized in Level 3 of the fair value hierarchy as of December 31, 2023. The disclosure below excludes financial instruments for which the fair value is based on unobservable but non-quantitative inputs such as from prior transactions or third-party pricing information without adjustment.

Industry	Fair value at December 31, 2023	Valuation Technique	Unobservable Inputs	Range
HealthTech	$ 1,350,000	Market approach	Discount to recent financing	25%

Since the Initial Closing, there have been no changes in valuation techniques within Level 3 that have had a material impact on the valuation of financial instruments.

SVLC FUND III, LP
(A Delaware Limited Partnership)
Notes to Financial Statements
December 31, 2023

Note 4 - Concentration of investments:

At December 31, 2023, the Partnership's portfolio investments by type of security are as follows:

Investment Type	Cost	Fair Value	Percentage of Net Assets
SAFE	$ 3,000,000	$ 3,000,000	57.4%
Convertible Note	900,000	1,350,000	25.8%
Preferred Stock	1,000,000	1,000,000	19.1%
	$ 4,900,000	$ 5,350,000	102.3%

Note 5 - Partners' capital:

At December 31, 2023, the Partnership's committed capital is $7,700,000. Contributions of $5,313,000 (approximately 69%) have been called.

Committed capital is reconciled to partners' capital at December 31, 2023 as follows:

	General Partner	Limited Partners	Total
Committed capital	$ -	$ 7,700,000	$ 7,700,000
Less amount not yet called	-	(2,387,000)	(2,387,000)
Contributed capital	-	5,313,000	5,313,000
Syndication costs	-	(45,287)	(45,287)
Net investment loss	-	(488,326)	(488,326)
Net unrealized appreciation on investments	-	450,000	450,000
Balances at December 31, 2023	$ -	$ 5,229,387	$ 5,229,387

Note 6 - Management fee and Partnership expenses:

Management fee is paid to the management company as compensation for services provided to the Partnership. Under the Agreement, management fee is paid in advance on the first day of each fiscal quarter and pro-rated for partial periods. During the Commitment Base Period, as defined in the Agreement, the quarterly management fee shall be the product of 0.625% multiplied by the aggregate capital commitments of the limited partners. Following the end of the Commitment Base Period and through the termination of the Partnership, the quarterly management fee shall be the product of 0.625% multiplied by the sum of Investment Contributions, as defined in the Agreement, reduced by the aggregate amount by which an investment has been disposed of or permanently written down by the General Partner. The management fee expense was $267,713 for the period ended December 31, 2023.

The General Partner may elect to irrevocably waive all or any portion of the management fee by written notice prior to the quarter for which such management fee is to be paid (a “Waiver Election”). The General Partner shall be entitled to utilize such waived management fee to satisfy the amount of capital contributions that it would otherwise owe with respect to periods subsequent to the date of the Waiver Election (the “Waiver Contributions”). The General Partner has not made a Waiver Election during the period ended December 31, 2023.

The General Partner bears all normal operating costs and expenses incurred in connection with the management of the Partnership. The Partnership bears all fees and expenses relating to the offer and sale of partnership interests, organizational expenses and all costs and expenses incurred in the purchase, holding, sale or exchange of securities. Such costs include certain legal, accounting and other professional fees, taxes, insurance and other expenses, which are specifically defined in the Agreement.

Note 7 - Related party transactions:

Members of the General Partner or their affiliates may serve as members of the Board of Directors of the companies in which the Partnership has invested and, in some cases, are active in the companies in which the Partnership invests. Certain limited partners are related parties of the General Partner.

Members of the General Partner and related parties thereof, may have investments in some of the portfolio companies in which the Partnership invests.

At December 31, 2023, the $54,924 due to related party on the accompanying Statement of Net Assets is for amounts due to the management company for expenses paid on the Partnership’s behalf.

Note 8 - Financial highlights:

The Partnership is required to disclose financial highlights for the common interest in the Partnership (i.e. the limited partners' interest). As ratios are calculated for the common interest taken as a whole, individual investors' ratios may vary from those ratios. These financial highlights consist of the operating expenses and net investment loss ratios for the period ended December 31, 2023 and the internal rate of return since inception ("IRR") of the limited partners, net of all fees and profit allocations (Carried Interest) to the General Partner, through December 31, 2023. The following summarizes the limited partners' financial highlights:

Net investment loss	(12.12%)
Operating expenses	12.52%
Cumulative Internal Rate of Return through December 31, 2023	(1.67%)

The net investment loss and operating expense ratios are computed as a percentage of average net assets. The information used in calculating the ratios is annualized to reflect a full twelve month period, except for organization costs and legal expenses, which were considered to be nonrecurring expenses. The total operating expense and incentive allocation adjust the operating expenses before incentive allocation calculations for the General Partner's Carried Interest.

The IRR is computed based on daily cash inflows (capital contributions), outflows (cash and stock distributions), and the ending net assets at the end of the period (residual value) of the limited partners' capital account as of each measurement date.

These financial highlights may not be indicative of the future performance of the Partnership.