AWAKEN Sanctuary — Sale Memorandum

AWAKEN · Olga Sytnyk, Founder & CEO

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Summary



AWAKEN Sanctuary is a fully built private sanctuary in the Peruvian Amazon, for sale at construction cost and delivered restored.

There is a line in the Amazon where primary rainforest ends and cleared land begins, and every year that line moves inward as frontier families clear and burn the forest plot by plot. AWAKEN Sanctuary sits on that line by design: built to answer one question in practice rather than on paper, namely how to stop the destruction at the frontier by making a protected, living forest worth more than a cleared one.

It is not a concept. It is a built asset: a private sanctuary of **29 villas and buildings, 35 sellable units for up to 76 guests, on 26.83 hectares of titled land in five parcels**, 16 km from central Iquitos, constructed between 2021 and 2024 for **$2,617,268** by 45 shareholders, and proven in the market with 96+ guests from 15+ countries during the 2023/24 season before extreme weather forced it to close. The conservation idea is proven on the ground too: once logging and hunting stopped, wildlife returned, from birds and caimans to breeding sloths and ocelots.

26.83 ha	35 / 76	96+	$2.62M	$2.7M
titled, five parcels	units / max guests	guests, 15+ countries	invested (SUNARP)	price for 100%

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The sale in one table

The asset is valued at **$2.7M for 100%**. That figure equals the construction cost of the property and is supported by the companies' SUNARP-registered valuation. It carries no premium for the land, for the three years of construction, or for the risk already taken.

	A: Full acquisition	**B: Majority acquisition**
Stake	**100%**	**70%**
Price	**$2,700,000**	**$1,890,000**
Founder	Hands over; transitional support for up to 6 months	Retains **30%**; stays on as a partner inside the team, supporting development. Operations as the buyer decides
Restoration of 2024 climate damage (~$270k)	**Included in the price**	**Included in the price**
Working capital and operating costs after handover	Buyer	Buyer, pro rata to ownership

Delivered restored. The 2024 storms damaged the roofs of 12 villas, the yoga hall and two of the three water pumps. The seller restores the property to operating condition, about $270,000 of work, within 3–5 months of signing, and the cost sits inside the price above, not on top of it. Working capital for the reopening (about $150,000 for the first 12 months in the operating model) and all operating costs from handover onward are the buyer's.

Expansion option. Adjacent parcels can be acquired to extend the territory. Available on request.

What the buyer takes over

- **Stabilized year 5 after reopening (management estimate):** revenue of about $4.74M, EBITDA of about $1.97M, a 41.5% margin. The launch year is loss-making by design; profitable from the second operating year.
- **Downside case** (occupancy –30%, rates –15%, costs +15%) still holds a margin of about 23%.
- **Replacement value** of the intact property is about $4.6M. Building a comparable property in the Amazon today costs more, takes more than three years, and most foreign-led builds in the region never finish.

The hard, slow, expensive part is already done and already worked: land titled and registered with SUNARP, property built and furnished, corporate and tax structure (Ley 27037, 5% income tax, in force through 2048) in place, and demand validated at premium prices. What remains is a restoration the seller pays for, and a reopening.

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The Sale

One value, two structures

The asset is valued at $2,700,000 for 100%. This equals the construction cost of the property and is supported by the companies' valuation registered with SUNARP: $2,617,268 invested by 45 shareholders. The price includes no premium for the land, for the three years of construction, or for the risk already taken.

THE SALE: RESTORATION INCLUDED IN BOTH STRUCTURES

A · FULL ACQUISITION

100% · $2.7M

Founder hands over · up to 6 months transitional support

B · MAJORITY ACQUISITION

70% · $1.89M

Founder retains 30% · stays in the team, supporting development

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	A: Full acquisition	B: Majority acquisition
Stake acquired	100%	70%
Price	$2,700,000	$1,890,000
Founder's position	Exits; provides transitional support for up to 6 months (community, GOREL, team, contractors)	Retains 30%; stays on as a partner inside the team, supporting the property's development. Day-to-day operations as the buyer decides: its own operator or the existing team
Restoration of 2024 climate damage (~$270,000)	Included in the price; completed by the seller	Included in the price; completed by the seller
Restoration deadline	Within 3–5 months of signing	Within 3–5 months of signing
Handover condition	Operating condition: roofs, yoga hall, pumps, water and electrical systems restored	Same
Working capital for the reopening (~$150,000 / 12 months)	Buyer	Buyer, pro rata
Operating costs from handover	Buyer	Buyer, pro rata
Expansion (adjacent parcels)	Option, on request	Option, on request

Why the founder-stays structure exists

Boutique properties in remote locations that work with local communities depend on the founder: on the agreements with the community, the knowledge of the territory, the team and a reputation that cannot be transferred with the buildings. For a buyer who wants to keep a working model rather than acquire real estate alone, keeping the founder inside the team, as a partner who supports the property's development and not necessarily as its operator, is what makes the model work after the sale. The buyer is free to run operations with its own operator. It is a

deliberate position, not a remainder. Structure A remains available for a buyer who wants a clean exit; the transitional support period is designed to hand those relationships over in an orderly way.

What is transferred

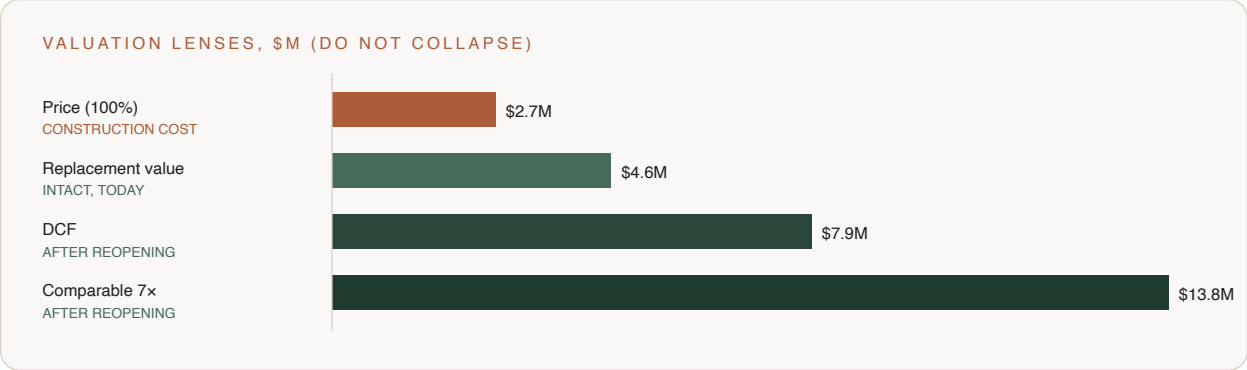
- **The transaction is a share purchase of AWAKEN Resort S.A.C.** (SUNARP Partida 11151427), the operating company that holds the titled land under the built property and all buildings and infrastructure. The precise corporate perimeter, including the build entity AWAKEN Construction S.A.C., is set out in the share purchase agreement.
- **With the shares:** 26.83 hectares of titled land in five SUNARP-registered parcels; 29 villas and buildings (35 sellable units, 3,782 m²); restaurant, conference hall, yoga hall, spa, tree platform; solar and generator power, water treatment and reservoirs, Starlink, helipad (to be equipped), three gated entrances and staff housing; furniture, fittings and equipment; the tourism operating licence; the Ley 27037 tax position; the community cooperation agreement (since 2020) and the GOREL agreement; the brand, the guest records and the online listings; the operating playbook.
- **Restored before handover, inside the price:** roofs of 12 villas, the yoga hall, two water pumps, and a climate-resilient rebuild of the water and electrical systems.

Authorization

The sale is mandated by the shareholders: disposal of the project is a Reserved Matter under the Shareholders & Project Stakeholders Resolution, and the shareholders have resolved to sell. The founder is the company’s General Manager and the counterparty for the transaction.

Price Rationale

The price is set at what the property cost to build, restored. The lenses below show what the same asset is worth on other measures, kept separate and never collapsed into a single number.



- **Invested / book: about $2.62M.** $2,617,268 contributed by 45 shareholders, evidenced by the registered capital records of the two companies (SUNARP). The price of $2.7M is set here, at construction cost.
- **Replacement value (intact, today): about $4.6M.** What it would cost to assemble and title the land, build 3,782 m² of furnished infrastructure and the autonomous utilities, and reach the same operating readiness in the Amazon today.
- **Income / DCF (after reopening): about $7.9M.** Unlevered free cash flow of the operating case at 12% plus terminal value; the restoration is the seller's and sits outside the buyer's cash flows.
- **Comparable, EV/EBITDA (after reopening): about $13.8M.** 7× stabilized EBITDA of about $1.97M.

The price sits at book and below replacement. The reopening lenses are several times higher; that gap is the buyer's upside. The seller does not charge for the forecast; the seller charges for the building, restored.

What the restoration does to these numbers. The restoration of about $270,000 is inside the price. A buyer comparing this to an as-is purchase should read the $2.7M as $2.7M for an operating-condition property, not $2.7M plus repairs. The operating model's year-one cash need is therefore working capital only, not capital works.

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The Asset

AWAKEN Sanctuary is a complete, autonomous property in Santa Clara de Ojeal, Punchana district, Loreto, Peru, about 16 km from central Iquitos in a straight line: about one to one and a half hours by land and river via the Nanay port, or 10 minutes by helicopter. It is a built asset, not a green-field project, and it is what the buyer takes over.








Land

26.83 hectares of private property in five parcels registered with SUNARP, Peru's public land registry, with a COFOPRI-formalized chain of title, purchased directly from local families. Title is clean and unencumbered, the land under the built property is held by the operating company, and the property sits outside the constitutional border-zone restriction. Clean, registered ownership of premium Amazon land is rare and is a significant advantage. Adjacent parcels can be acquired as an expansion option, available on request.

Accommodation

29 villas and buildings: 35 sellable units across six categories, 41 rooms (3,782 m² built), a maximum of 76 guests. The mix is weighted toward the mid-tier that does the commercial work, with a small number of high-rate signature units that lift the blended rate. Rack rates below are rental only; meals and activities are separate revenue lines.

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Category	Units	Guests / unit	Max guests	Rate / night
Room in Apart-Hotel	8	2	16	$150
Jungle villa	12	2	24	$250
Lake / River villa	8	2	16	$350
Deluxe villa	4	2	8	$400
SPA villa	2	4	8	$550
Tree house	1	4	4	$650
Total	**35**		**76**	**$150–650**

Because the whole property holds a maximum of 76 guests behind a single gated perimeter, it can also be sold in its entirety to one group at a time: the full-territory buyout that is the Sanctuary's most differentiated product.

Shared spaces and infrastructure

A restaurant (220 m²) with a full commercial kitchen, a gathering and conference hall (200 m²), a yoga hall (180 m²), a spa, and an open-air tree platform over the water. The property is a self-contained, autonomous reserve: solar generation with generator backup; on-site water treatment fed by 2.5 hectares of reservoirs; Starlink connectivity; a helipad (to be equipped); three security gates with a guarded perimeter; dedicated staff housing. The buildings were constructed between 2021 and 2024 in the local vernacular, timber and palm, with materials legally purchased from members of the Santa Clara de Ojeal community.

Current condition, and what the buyer receives

The property has been closed since November 2024 after a sequence of climate events: a February 2024 thunderstorm destroyed the electrical system; the late-2024 wind hurricanes damaged the roofs of 12 villas, destroyed the yoga hall and knocked out 2 of the 3 water pumps. The closure has added general wear.

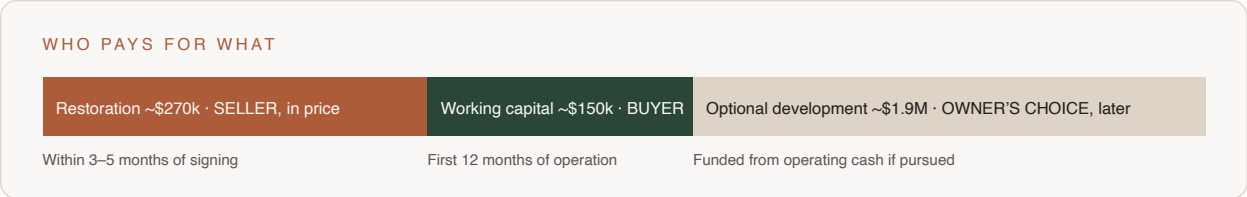
The buyer does not receive the property in this state. Restoration, a climate-resilient rebuild of the water and electrical systems, the roofs, the yoga hall and the pumps, about $270,000 of work, is included in the sale price and completed by the seller within 3–5 months, so that the property is handed over in operating condition.

Corporate and tax

- **Operating company:** AWAKEN Resort S.A.C. (SUNARP Partida 11151427) holds the land under the built property and all buildings; the build entity AWAKEN Construction S.A.C. (Partida 11137448) sits alongside it.
- **Invested capital:** $2,617,268 to date, confirmed by the official valuation of the companies registered with SUNARP, the basis of the $2.7M price.
- **Shareholders:** the capital was contributed by 45 shareholders under a single Shareholders & Project Stakeholders Resolution; the shareholders have mandated the sale.
- **Tourism licence:** current and active.
- **Tax regime:** Ley 27037, the Amazon regime, a 5% corporate income tax in force through 2048; the companies are not IGV (VAT) payers. A durable fiscal advantage that transfers with the company.

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Restoration and Handover



Restored by the seller, inside the price

Scope	Amount
Climate-resilient rebuild of the water supply and electrical systems	~$70,000
Roofs of 12 villas, the yoga hall, two water pumps, and general renovation after the closure	~$200,000
Restoration total, included in the price of either structure	**~$270,000**

- **Deadline:** within 3–5 months of signing. Milestones are written into the share purchase agreement.
- **Standard:** a climate-resilient rebuild, not a like-for-like patch. The water and electrical systems are redesigned for the storm and drought conditions that caused the damage.
- **Who does the work:** the seller's team and the local contractors who built the property, with materials purchased legally from the Santa Clara de Ojeal community, as in the original build.

Funded by the buyer, after closing

- **Working capital for the reopening:** about $150,000 in the operating model. It covers the property's minimum upkeep and the relaunch marketing budget during the restoration period (about $73,000 in Year 0), then staff rehiring, inventory and the launch season at 10% occupancy. Shared pro rata under structure B.
- **Operating costs** from closing onward; the restoration works themselves remain the seller's.
- **A climate contingency reserve** of about $100,000 is assumed in the operating model as prudent practice for an Amazon property; most jungle climate damage is uninsurable, which is exactly why the reserve exists.

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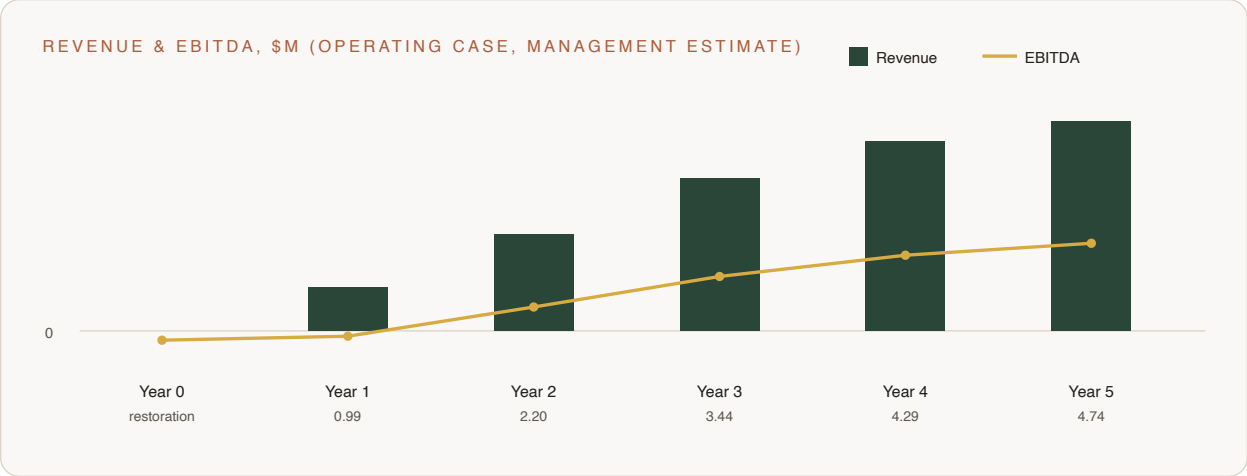
Optional: the owner’s development program

The operating model also carries an optional program a new owner may choose to run. It is not required to reopen and is not part of the price: conservation and community (about $820,000, reserve expansion and community programs) and growth and innovation (about $1,100,000, capacity, experience and brand investments). In the operating case the program is staged over Years 1–3 and is funded partly by the owner (about $0.8M in the base case) and partly from operating cash; an owner who skips it keeps that cash.

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Operating Case

This is what the property earns once reopened: the buyer's operating case. The model is built bottom-up from the property's real expense records, with a complete standard hotel cost set. The timeline is relative to closing. Year 0 is the restoration period, the seller's works inside the price, during which the property carries only minimum maintenance plus a relaunch marketing budget. Operations begin in Year 1 at 10% occupancy and ramp to a stabilized 55% by Year 5.



	Year 0	Year 1	Year 2	Year 3	Year 4	Year 5 (stab.)
Occupancy	0%	10%	25%	40%	50%	**55%**
Revenue	–	$0.99M	$2.20M	$3.44M	$4.29M	**$4.74M**
Cost-to-serve	$0.07M	$1.12M	$1.67M	$2.21M	$2.58M	$2.78M
EBITDA	($0.07M)	($0.13M)	$0.54M	$1.22M	$1.70M	**$1.97M**
EBITDA margin	–	–	24%	36%	40%	**41.5%**
Net income	($0.25M)	($0.35M)	$0.26M	$0.88M	$1.33M	$1.58M

Year 0 excludes the ~$270k restoration, which is the seller's cost inside the price. The downloadable model runs on calendar labels 2026–2033; read them as Year 0–7 from the closing date (the table shows Years 0–5).

The restoration year and the launch year are loss-making by design; the property is profitable from the second operating year and compounds from there. The stabilized EBITDA margin of about 41.5% is above the global benchmark of 25–32% for comparable properties, driven by

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premium villa pricing and low Peruvian labor costs. The model carries a climate contingency reserve of about $100,000, treats the wooden buildings on a conservative 15-year life, and budgets major maintenance of about $91,000 every two years. In a downside case (occupancy –30%, rates –15%, costs +15%) the stabilized margin is still positive at about 23%; the model also runs a full closed-year stress, cushioned by the reserve and insurance.

Unit economics

The margin falls out of a simple structure: premium revenue per night on a low Peruvian cost base.

- **Revenue per night:** villa rental $150–650 by category (blended about $296 at rack rates across the 35 units), rental only; food and beverage $80 per guest per day; à la carte excursions and wellness from a priced menu.
- **Cost to serve per guest:** food about $24 per guest per day; about $341 one-time per guest per stay (transfers, welcome pack, hygiene, villa preparation and cleaning); distribution about 17% of room revenue via OTAs, plus payment processing.
- **Fixed operating base:** a real staff roster (supervisor, general manager, administrator, guest managers and English-speaking assistants, four specialist guides, maintenance and cleaning teams, six guards, kitchen, bookkeeper), property maintenance, utilities, a $150k/yr marketing and sales budget, IT and Starlink, insurance, taxes and licences, professional fees.

Four revenue engines

The Sanctuary sells one thing in four ways: complete immersion in a living Amazon ecosystem, on private land. All four transfer to the buyer with the property and its operating playbook.

1. **Tourism (the core).** Villa rental at $150–650 per night, food at $80 per guest per day, à la carte excursions and wellness, and the signature structured 3, 5 and 7-day immersion programs built from the property's own portfolio: deep jungle immersion, private fishing, river expeditions, wildlife missions, survival format, ATV and helicopter expeditions, wellness and restoration. Traditional ceremonies are provided only through independent third-party practitioners who hold the licences and the liability.
2. **Full-territory buyout (the premium engine).** From $15,000 per day, a group takes complete possession of the entire 35-unit, 76-guest territory: one group at a time, no other guests, total privacy behind a gated perimeter. Segments: leadership and executive offsites, UHNW and family groups, private wellness journeys, conservation expeditions. Treated conservatively in the model.

3. **Research residence.** The property doubles as a field base for visiting researchers and field programs, anchored by collaboration with UNAP and IIAP. Modest direct revenue, large brand and grant value.
4. **Conservation finance.** A transparent per-guest conservation fee plus grants fund reserve management; at scale, the program is built to attract climate and development finance as the protected area grows.

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Market

A region growing fast, and thin at the top. Loreto received over 722,000 visitors in 2024, up about 35% year on year, yet only about 2% of the region's lodging is rated 4–5 star. Iquitos is the gateway to the Peruvian Amazon and one of the largest cities on earth unreachable by road, which concentrates demand through a small number of operators and rewards a destination that can offer genuine privacy and depth.

Two demand pools. The experiential and wellness traveler, already proven in the first season with 96+ guests from 15+ countries booking individually and as retreat groups; and the private-group buyer, leadership offsites, UHNW and family groups, mission-aligned expeditions, for whom complete possession of a private Amazon reserve is rare supply.

Occupancy. Peru's national hotel occupancy recovered to about 59% in 2024, but that figure is urban-weighted; remote Amazon lodges typically run below it. The Sanctuary's ramp to a stabilized 55% is therefore a deliberately moderate assumption.

Pricing and headroom. Amazon packages cluster at $200–320 per person per night in Loreto and $340–515 in Madre de Dios, with research-anchored positioning at the top of each range. At the global top of the category, luxury-conservation properties reach $2,000–3,500 per night. The Sanctuary's pricing sits well below that ceiling; that gap is the new owner's headroom.

Comparable	Region	$/person-night	Model
Explorama / Ceiba Tops	Loreto	198–355	Lodges + affiliated research and education centre
Tahuayo Lodge	Loreto	248–298	Single lodge inside a 420k-ha reserve it co-manages; in-house research centre
Treehouse Lodge	Loreto	267–320	Boutique eco-luxury, direct booking + travel trade
Inkaterra Reserva Amazónica	Madre de Dios	342–403	Hotels + nonprofit science arm; scaled with IDB Invest debt
Tambopata Research Center	Madre de Dios	483–515	Lodge = research station; tourism cross-subsidizes science
Singita (luxury-conservation)	Africa	2,455–3,525	Ultra-luxury lodges funding a conservation trust

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The recurring finding across these operators: the ones with the clearest conservation mission are the most profitable and the most durable. That is the position AWAKEN is set up to occupy, and what a buyer acquires at construction cost.

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Track Record and Conservation Recovery

This business already worked

Operating as a private sanctuary during the 2023/24 season, the property hosted more than 96 guests from over 15 countries (France, Germany, USA, UK, Australia, Austria, Netherlands, Italy, Canada, Chile, Mexico, Japan, China, Peru and others), including individual bookings through Booking.com and Airbnb, a 20-person dance retreat and a 40-person yoga retreat, at premium nightly rates. Listed on Booking.com as “AWAKEN Yoga Eco-resort in Amazon jungle”, rated “Exceptional” with a perfect Location 10 and a Travel Sustainable certification; 5.0 on Airbnb.

The closure was caused by weather, not demand. The buyer does not test whether guests will come. The buyer reopens a property that has already shown they will, and that did so before any of the marketing, programming or conservation-led positioning in the operating playbook was in place.

Proof	Value
Guests served	96+
Countries of origin	15+
Largest single groups	40-person yoga retreat; 20-person dance retreat
Channels proven	Booking.com, Airbnb, direct / retreat
Pricing achieved	Premium nightly rates
Cause of closure	Climate damage, not demand





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Conservation recovery, proven on the ground

When the Sanctuary stopped the logging and the hunting and let the forest be, the property became a micro-refugium: a small protected patch inside a degraded frontier landscape where life can reassemble itself. And it did, in a sequenced cascade: soil fungi and pioneer plants, then insects and birds, then caimans, iguanas, armadillos, breeding sloths, capybaras, anteaters, and then ocelots, whose presence is one of the clearest indicators that a recovering ecosystem has rebuilt its prey base. The jaguar, the land's historical totem, is the horizon the full program is built to reach, not a present claim.

For a buyer this matters in three concrete ways: the conservation claim is verifiable on the ground, which is what makes the brand, pricing and grant-eligibility credible; the mechanism is repeatable and scalable; and a recovering, measurable ecosystem is exactly what research partners and conservation funders want to study and fund.

Community. Since 2021 the Sanctuary has run an active community program across four communities with more than 1,500 inhabitants: 45 permanent local jobs, 400+ temporary jobs during construction, materials legally purchased from community members, land acquired directly from local families at fair prices, an international volunteer center, and women's small-enterprise programs. The people who live on the frontier earn their living from the forest standing, which is the only protection mechanism that holds over time.

The vision a new owner inherits. A premium private sanctuary at healthy occupancy with its own private reserve expanding from the 26.83-hectare base toward 52,000 hectares, in a forest regenerated to the point where the jaguar is permanently present, and neighboring communities earning their living from protecting the forest rather than clearing it. Adjacent parcels are available on request; the expansion program is the owner's option, not a condition of the sale.

Founder, Team and Handover

AWAKEN Sanctuary was founded and is led by **Olga Sytnyk**, a Ukrainian who has lived in Peru for the past six years. In Ukraine she co-founded Unique Ukraine, which grew into one of the country's largest domestic tour operators, was named by Forbes Ukraine among the country's most successful women entrepreneurs, and earned national recognition including the Ukrainian Travel Awards. After roughly a decade building that company she served as Deputy Chair of the Ivano-Frankivsk Regional Council and then as an advisor to the Office of the President of Ukraine on forestry and ecological reform. In Peru the two threads, premium tourism and the protection of forests, came together in one place.

Core team: Olga Sytnyk (Founder & CEO) · Galiya Kobe (Strategic Development & Partnerships) · Luis Carlos Silva (CFO, Brussels) · Cisco Ramírez (Scientific Lead) · Olena Koval (Communications Lead).

Handover, two ways

Structure B: the founder stays. With 70% sold and 30% retained, the founder stays on as a partner inside the team, supporting the property's development, not necessarily as its operator; the buyer may run day-to-day operations with its own operator or with the existing team. What she keeps in place are the relationships the property depends on: the Santa Clara de Ojeal community (cooperation agreement since 2020), the Regional Government of Loreto, the local contractors who built the property and who carry out the restoration, and the guest and partner network from the first season.

Structure A: full handover. With 100% sold, the founder completes the restoration inside the price and provides transitional support for up to 6 months: introductions and handover of the community and government agreements, the team and contractor relationships, the operating playbook and the guest records.

What transfers in both cases: the on-site team structure, the contractor relationships, the community and GOREL agreements, the tourism licence, the brand and listings, and the full operating playbook.

A group, and its institutional standing

AWAKEN operates as a regional group running several initiatives in Loreto, in conservation and ecological monitoring as well as hospitality, with its own scientific institution, TERI (Tropical Ecosystems Research Institute). Memoranda of understanding and collaboration exist with

Peru's Ministry of the Environment (MINAM), the Regional Government of Loreto (GOREL), SENAMHI, SERNANP, SERFOR, OSINFOR, the Indigenous Chamber of Commerce of Peru (CCPIP), and the universities UNAP and IIAP.

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Risks and Mitigations

Risk	Mitigation
Restoration delivery (the seller's obligation)	The ~$270k restoration is inside the price and the seller's responsibility, with a 3–5-month deadline and milestones in the share purchase agreement. The buyer takes over a property in operating condition, not a repair project.
Climate (the proven risk)	The restoration is a climate-resilient rebuild of the water and electrical systems. The operating case carries a ~$100,000 contingency reserve, civil and worker-safety insurance, and a modeled business-interruption case.
Reopening ramp	Demand is already proven; the reopening is commercial execution, not market discovery. The 55% stabilized occupancy is below the national average; the downside stays profitable at about 23%.
Key person and relationships	Structure B keeps the founder inside the team as a partner; structure A carries up to 6 months of transitional support. Both are written into the SPA.
Transaction and title	Share purchase of a SUNARP-registered company holding the land and buildings; the shareholders' mandate to sell is in place; title, corporate records, tax position and licences are verified in diligence.
Single asset and execution	Conservative ramp assumptions, a low fixed-cost base, and conservation-expansion optionality that adds value independent of nightly occupancy.
Ceremonial offerings	Independent third-party practitioners hold the licences and the liability; the company earns only a referral.

Not material, in fact strengths. Land title is clean: private property registered with SUNARP, outside the constitutional border zone, held by the operating company. Tax is locked in: Ley 27037, 5% income tax through 2048, transfers with the company. No FPIC requirement: the neighboring community is a riverside community, not an indigenous community, and the company has held a cooperation agreement with it since 2020.

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Transaction Structure, Documents and Process

Transaction structure

- **What is sold:** shares of AWAKEN Resort S.A.C. (Partida 11151427), the operating company that holds the land under the built property and all buildings and infrastructure. Structure A transfers 100% of the shares; structure B transfers 70%, with the founder retaining 30% and staying on as a partner inside the team. The corporate perimeter, including the build entity AWAKEN Construction S.A.C., is defined in the share purchase agreement.
- **Authorization:** disposal of the project is a Reserved Matter under the Shareholders & Project Stakeholders Resolution; the shareholders have mandated the sale.
- **Seller's obligations in the SPA:** restoration of the 2024 climate damage (~$270,000) within 3–5 months of signing, with milestones; handover in operating condition; and, under structure A, transitional support for up to 6 months.

Documents in the data room

- AWAKEN Resort S.A.C.: SUNARP registration (Partida 11151427), share-transfer agreement, registered capital, capital increase.
- AWAKEN Construction S.A.C.: SUNARP registration (Partida 11137448), capital increase, accounting entries.
- Shareholders & Project Stakeholders Resolution (EN / UA): the governing resolution across both companies and the source of the mandate to sell.
- SUNARP land titles: Plot 100 (Partida 11036029, 7 ha, registered to AWAKEN Resort S.A.C.); Partidas 11035922 (5 ha) and 11035924 (8 ha); Plot 99-A (Partida 11149292, 1 ha); Plot 97 (copia literal, 5 ha). The consolidated title position is confirmed in diligence against the live SUNARP record.
- Provided during diligence: Ley 27037 tax position; tourism operating licence; community co-operation agreement (since 2020); GOREL agreement; insurance policies; the itemised restoration scope and 3–5-month schedule; ceremony third-party agreements.

Process

1. **NDA**, signed on request; opens the full data room.
2. **Data room review**: this memorandum, the operating model (XLSX) and the legal appendix.

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3. **Site visit**: Iquitos, about one to one and a half hours by land and river, or 10 minutes by helicopter.
4. **Letter of intent**: structure (A or B), price, exclusivity period.
5. **Due diligence**: SUNARP title and corporate records, tax position, licences, community and government agreements, insurance, restoration scope and schedule.
6. **Share purchase agreement**: closing mechanics, restoration milestones and, for structure A, the transitional-support terms.

Contact: Olga Sytnyk, Founder & CEO. Data room: awaken-sanctuary-dataroom.vercel.app.

Important notice

This memorandum is confidential and is provided for information only. It describes the seller's offer; binding terms are set only in a signed share purchase agreement. Historical figures are drawn from the company's records, the property's Booking.com account and the official SUNARP-registered valuation of the companies. All forward-looking figures (revenue, costs, occupancy, valuation) are management estimates based on current assumptions, not forecasts or guarantees. Documented wildlife returns are stated as fact; the jaguar's permanent return is a horizon, not a present claim.