

Form 45-106F2
Offering Memorandum for Non-Qualifying Issuers

Date: November 13th, 2019

The Issuer

Name: EST Growmore Capital Holdings Ltd. (the "Issuer" or the "Company")
Head office: 515 West Pender Street, Suite 216, Vancouver, BC, V6B 6H5, Canada
Phone Number: +598 291 577 87
Currently listed or quoted: These securities do not trade on any exchange or market.
Reporting issuer: No
SEDAR filer: No

The Offering

Securities offered: Notes
ISIN: CA26916AAA30
CUSIP: 26916AAA3
Price per security: \$100.00 USD
Minimum/Maximum offering: No Minimum Offering / Max. Offering: \$3,000,000,000 USD
Minimum subscription amount: No Minimum Subscription Amount
Interest Coupon: 7% per Annum starting November 18th, 2020 paid to Note holders ONLY upon the maturity date of November 18th, 2029
Payment terms: No Payment Terms
Issue Date: November 18th, 2019
Maturity Date: November 18th, 2029
Selling agent: No

Purchaser's rights

You have 2 business days to cancel your agreement to purchase these securities. If there is a misrepresentation in this offering memorandum, you have the right to sue either for damages or to cancel the agreement. See item 11.

No securities regulatory authority has assessed the merits of these securities or reviewed this offering memorandum. Any representation to the contrary is an offence. This is a risky investment. See item 9.

These securities are offered pursuant to an exemption from registration pursuant to Rule 144A of the Securities and Exchange Act of 1933 as amended. The Company will apply to be quoted on Bloomberg. The securities will be eligible to trade electronically pursuant to Regulation 144A to foreign Qualified Institutional Buyers located outside of the USA.

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Item 1: Use of Available Funds

1.1 Funds

No current Minimum or Maximum offering regarding the funds.

1.2 Working Capital Deficiency

No Working Capital Deficiency.

Item 2: Business of EST Growmore Capital Holdings Ltd.

2.1 Structure

EST Growmore Capital Holdings Ltd. (the “Issuer”) was Incorporated under the Business Corporation Act (British Columbia) on October 30th, 2019 with a Corporation Number of: BC1228655

2.2 Our Business & Development

The company is a special purpose acquisition company as a subsidiary of EST Growmore Agente De Valores SA, incorporated under the laws of Uruguay.

2.3 Short & Long Term Objectives

- To acquire the following companies:
 - Compania Minera Atahualpa SAC a “Company” Registered in Peru no: 20347528341
 - Compania Mineral Lucma S.A.C has ownership of Gold Project Assets from Cascaminas S.A.C (MC) registered under Document PE-12737207 in Lima Peru.
 - Compania Minera Olga Victoria S.A.C., a “Company” Registered in Peru known as Calorco Gold Project
 - Compania Minera Nueva California S.A.C., a “Company” Registered in Peru

2.4 Insufficient Funds

The proceeds of the Offering may not be sufficient to accomplish the Issuer's proposed objectives and there is no assurance that alternative financing will be available. If unforeseen events take place, there is no assurance that alternative financing will be available or, if available, may be obtained by the Issuer on reasonable terms.

2.5 Material Agreements

No Material Agreements Available at This Time

Item 3: Interests of Directors, Management, Promoters and Principal Holders

3.1 Compensation and Securities Held

Name and municipality of principal residence	Positions held (e.g., director, officer, promoter and/or principal holder) and the date of obtaining that position	Compensation paid by issuer or related party in the most recently completed financial year and the compensation anticipated to be paid in the current financial year	Number, type and percentage of securities of the issuer held after completion of min. offering	Number, type and percentage of securities of the issuer held after completion of max. offering
Sindhu Ratna Kul Bhaskar Noida, India	Director	No compensation paid	100 Shares (100%)	100 Shares (100%)

3.2 Management Experience

Name	Principal occupation and related experience
Sindhu Ratna Kul Bhaskar	<p>Mr. Bhaskar, brings a wealth of entrepreneurial and financial experience to the business. He has been involved for nearly 30 years in many facets of the financial industry.</p> <p>Mr. Bhaskar has a very diverse educational background, below is a list of his educational background:</p> <ul style="list-style-type: none"> • B.A (History) from Punjab University in 1981. • M.A (History) from Punjab University in 1983. • PhD (Sino-India Trade) from Punjab University in 1986 • D. Litt. Arizona, 1988. • University of Oxford – Said Business School – Oxford Fintech Programme, 2018 • Massachusetts Institute of Technology, Sloan School of Management – Blockchain Technologies, 2019

3.3 Penalties, Sanctions and Bankruptcy

There are no Penalties, Sanctions or Bankruptcies that have been filed to date, nor does the company expect any in the future.

Item 4: Capital Structure

4.1 Share Capital

Description of security	Number authorized to be issued	Price per security	Number outstanding as at [a date not more than 30 days prior to the offering memorandum date]	Number outstanding after min. offering	Number outstanding after max. offering
Common Class "A" Shares	Unlimited	No par value	100	N/A	N/A

4.2 Long Term Debt

Description of long term debt (including whether secured)	Number authorized to be issued	Price per security	Interest Coupon	Number outstanding as at [a date not more than 30 days prior to the offering memorandum date]
Notes	30,000,000	\$100.00 USD	7% per Annum starting November 18 ^h , 2020	0

4.3 Prior Sales

Date of issuance	Type of security issued	Number of securities issued	Price per security	Total funds received
October 30 th , 2019	Common Class "A" Shares	100	\$1.00 (CAD)	Securities Issued as Founder Shares

Item 5: Securities Offered

5.1 Terms of Securities

Notes Term Sheet	
Price per Security	\$100.00 USD
Minimum Offering	No Minimum Offering
Maximum Offering	\$3,000,000,000 USD
Interest Coupon	7% per Annum starting November 18 ^h , 2020 paid to Note holders ONLY upon the maturity date of November 18 th , 2029. Interest gained per Annum is non-cumulative
Redemption Process	Upon Maturity, Note Holders of record on October 18 th , 2029 will be notified of the redemption on November 18 ^h , 2029. In that notice, Note Holders will be informed that their Notes will be redeemed at 100% in addition to the accumulated interest.

Issue Date	November 18 th , 2019
Maturity Date	November 18 th , 2029
Governing Law	The Notes shall be governed by and construed in accordance with the substantive laws of the British Columbia, Canada. Any dispute or claim arising in relation to the Notes shall be determined by British Columbia courts

5.2 Subscription Procedure

How to subscribe and the Methods of payments accepted for the above securities:

- From the Company directly or through a designated Broker.
- Money Draft, Check, Wire Transfer, Credit Card.

Funds received will be held on behalf of the Subscriber for a minimum two (2) day “cooling off” period during which time the Subscriber can cancel their subscription and receive a full refund without interest or deduction.

Subscriber Eligibility Restrictions According to Jurisdiction of Residence

Subscribers should note that dollar investment limitations have been imposed by the regulatory authorities in certain provinces in which the Offering will occur.

In **British Columbia**, there are no dollar limitations if this Offering Memorandum is provided to Subscribers.

Distribution

The Offering is being conducted in British Columbia (the “Offering Jurisdictions”) pursuant to certain statutory exemptions from the prospectus requirements set out in Section 2.9 of National Instrument 45-106 – Prospectus Exemptions. The foregoing exemptions relieve the Issuer from provisions of the application securities laws of each of the Offering Jurisdictions which otherwise would require the Issuer to file and obtain a receipt for a prospectus.

Accordingly, prospective Subscribers for Notes will not receive the benefits associated with a subscription for securities issued pursuant to a filed prospectus, including the review of material by securities regulatory authorities.

The exemptions from the registration requirements contained in the applicable securities laws of each of the Offering Jurisdictions allow the Issuer to offer the Notes for sale directly to the Subscribers.

Each Subscriber is urged to consult with their own legal adviser as to the details of the statutory exemption being relied upon and the consequences of purchasing securities pursuant to such exemption.

At the discretion of the Issuer, subscriptions that comply with other available exemptions from prospectus requirements under applicable securities legislation may be accepted.

Conditions of Closing

The closing of the Offering is not subject to a minimum offering.

The Issuer reserves the right to accept or reject subscriptions in whole or in part at its discretion and to close the Offering at any time without notice. Any subscription funds for subscriptions that the Issuer does not accept will be returned promptly after the Issuer has determined not to accept the funds.

5.3 Transfer Agent & Registrar

INTEGRAL TRANSFER AGENCY has been appointed Transfer Agent and Registrar for the securities in the stock of EST Growmore Capital Holdings Ltd.

Contact our transfer agent: Integral Transfer Agency, located at 100 Queen Street East, Suite 203, Toronto, ON, M5C 1S6, Canada.

Phone: (416) 623-8028

FAX: (647) 794-3332

Item 6: Income Tax Consequences and RRSP Eligibility

You should consult your own professional advisers to obtain advice on the income tax consequences that apply to you.

Not all securities are eligible for investment in a registered retirement savings plan (RRSP). You should consult your own professional advisers to obtain advice on the RRSP eligibility of these securities.

Item 7: Compensation Paid to Sellers and Finders

No compensation will be paid to sellers and finders.

Item 8: Other Material Facts

No other material facts

Item 9: Risk Factors

- a) Investment Risk – risks that are specific to the securities being offered.
 - arbitrary determination of price,
 - no market or an illiquid market for the securities,
 - resale restrictions, and
 - subordination of debt securities.
- b) Issuer Risk – risks that are specific to the issuer.
 - insufficient funds to accomplish the issuer's business objectives,
 - no history or a limited history of sales or profits,
 - lack of specific management or technical expertise,
 - management's regulatory and business track record,
 - dependence on key employees, suppliers or agreements,
 - dependence on financial viability of guarantor,
 - pending and outstanding litigation, and
 - political risk factors.
- c) Industry Risk – risks faced by the issuer because of the industry in which it operates.
 - environmental and industry regulation,
 - product obsolescence, and
 - competition.
- d) General Risks
 - Local and international stock markets
 - Exchange rates
 - Prevailing economic conditions
 - Interest rates
 - Levels of tax, taxation law and accounting practice
 - Government legislation or intervention
 - Inflation or inflationary expectations
 - Natural disasters, social upheaval or war

Item 10: Reporting Obligations

The Issuer is a private company and is not subject to continuous reporting and disclosure obligations which the securities legislation in Canada would require of a “reporting issuer”. Accordingly, there is no requirement that the Issuer make disclosure of its affairs, including, without limitation, the notification of material changes by way of press releases and formal filings.

Item 11: Purchasers' Rights

If you purchase these securities you will have certain rights, some of which are described below. For information about your rights you should consult a lawyer.

The securities laws in your jurisdiction may provide you with the right, in certain circumstances, to seek damages or to cancel your agreement to buy Notes. Most often, these rights are available if the Issuer makes a misrepresentation in this Offering Memorandum or any amendment thereto, but in some jurisdictions, you may have these rights in other circumstances including if the Issuer fails to deliver the Offering Memorandum to you within the required time, or if the Issuer makes a misrepresentation in any advertisements or literature regarding the Notes.

Generally, a “misrepresentation” means an untrue statement about a material fact, or the failure to disclose a material fact, that is required to be stated, or that is necessary to make a statement not misleading considering the circumstances in which it was made. The meaning of misrepresentation may differ slightly depending on the law in your jurisdiction. In most jurisdictions, there are defenses available to the persons or companies that you may have a right to sue. In many jurisdictions, the person or Issuer that you sue will not be liable if you knew, or ought to have known, of the misrepresentation when you purchased the Notes.

The following summaries are subject to any express provisions of the legislation of each selling jurisdiction and the regulations, rules and policy statements thereunder and reference is made thereto for the complete text of such provisions.

The rights of action described herein are in addition to and without derogation from any other right or remedy that a purchaser may have at law.

- 1) Two Day Cancellation Right – You can cancel your agreement to purchase these securities. To do so, you must send a notice to us by midnight on the 2nd business day after you sign the agreement to buy the securities.
- 2) Contractual Rights of Action in the Event of a Misrepresentation

The applicable securities legislation in certain jurisdictions of Canada provides purchasers, or requires purchasers be provided, with remedies for rescission (meaning a right to cancel the agreement to purchase Notes) or damages if this Offering Memorandum or any amendment to it contains a misrepresentation. However, these remedies must be exercised within the time limits prescribed. Subscribers should refer to the applicable legislative provisions of their province or territory for the complete text of these rights and/or consult with a legal advisor.

In **British Columbia** if there is a misrepresentation in this Offering Memorandum, a Subscriber has a statutory right to sue:

- a) the Issuer to cancel an agreement to buy the Notes; or
- b) for damages against the Issuer, every person who was a director of the Issuer at the date of this Offering Memorandum and every other person who signed this Offering Memorandum.

Rescission

In all you must commence your action to cancel the agreement within 180 days from the day of the transaction that gave rise to the cause of action.

If you elect to exercise your right of rescission, you will not have the right of action for damages.

Damages

In **British Columbia**, you must commence your action for damages within the earlier of 180 days after learning of the misrepresentation and 3 years from the day of the transaction that gave rise to the cause of action.

In the case of an action for damages, the Issuer will not be liable for all or any part of the damages that it proves does not represent the depreciation in value of the securities resulting from the misrepresentation and in no case will the amount of damages exceed the price at which the Notes were issued to you under this Offering Memorandum.

THE FOREGOING IS A SUMMARY ONLY AND SUBJECT TO INTERPRETATION. REFERENCE SHOULD BE MADE TO THE APPLICABLE SECURITIES LEGISLATION, THE REGULATIONS AND THE RULES FOR THE COMPLETE TEXT OF THE PROVISIONS UNDER WHICH THE FOREGOING RIGHTS ARE CONFERRED.

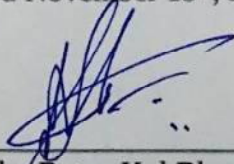
Item 12: Financial Statements

No financial statements available at this time

Item 13: Date and Certificate

This offering memorandum does not contain a misrepresentation.

Dated November 13th, 2019



Sindhu Ratna Kul Bhaskar
Director