

SUPPLEMENT # 1 TO GROMA NAV REIT, INC. PRIVATE PLACEMENT MEMORANDUM DATED OCT 11, 2023

THE DATE OF THIS SUPPLEMENT IS JAN 16, 2024

This Supplement # 1 to Confidential Private Placement Memorandum (this "Supplement") supplements the Confidential Private Placement Memorandum of Groma NAV REIT, Inc dated Oct 11, 2023 and any later and prior versions thereof.

The purpose of this Supplement is to supplement certain terms and disclosures in the PPM, as more fully described below. This Supplement is incorporated by reference into, and should be read in conjunction with, the PPM. This Supplement is not complete without and may not be delivered or utilized except in connection with the PPM.

By accepting or reviewing this Supplement, you agree to hold all information contained herein in the strictest confidence and not to use this information for any purpose other than to consider an investment in the Company. Failure to comply with this directive can result in a violation of the Securities Act of 1933, as amended, and rules and regulations promulgated thereunder.

Capitalized terms used but not defined herein shall have the meanings given to them in the PPM. Except as expressly set forth in this Supplement, the PPM, including all disclosures therein and all exhibits thereto, will continue unmodified.

Modification of the Offering Deadline

The PPM originally stated that the Offering on Republic was to expire on Feb 29, 2024, unless extended in the sole discretion of the Company. The PPM is hereby supplemented to state that the Offering will expire on May 29, 2024, unless extended in the sole discretion of the Company.

IF YOU HAVE ALREADY SUBSCRIBED FOR UNITS IN THE OFFERING AS OF JAN 16, 2024 AND YOU DO NOT WISH TO REVOKE OR OTHERWISE MODIFY YOUR SUBSCRIPTION, YOU DO NOT NEED TO TAKE ANY ACTION.

Groma NAV REIT, Inc. hereby agrees to be bound by the terms of this Supplement and agrees that the Offering will expire in accordance with the above supplemented terms.