



<https://nZRural.farm/showcase>

SANCTUARY INVESTING IN NZ



“C’MON BOOMERS”

**CREATE AN ENDLESS
INTERGENERATIONAL
SUMMER IN THE ISLES**

**INVEST ‘N LIVE IN NZ
(NEW ZEALAND/AOTEAROA.**

PRIVATE PLACEMENT MEMORANDUM

Private Placement of 80 “Showcase Sponsor Parcels” (SSP) of 10,000 restricted shares per parcel in “NZ Showcase USA Inc” priced at USD0.60c per share, applying the capital to opening an “Invest in NZ” investment Showcase in the **world’s yachting capital, Fort Lauderdale, Florida, USA** for viewing by **HNW** individuals/families looking to invest in NZ.

Linda Brink-President
NZ Showcase USA Inc
2/10/2025



The “Endless Summer” collection images are the sole property of Bruce Brown Films LLC, legal owner of the images.

PRIVATE PLACEMENT MEMORANDUM (“PPM”) (FLORIDA SHOWCASE SPONSOR PROGRAM)

AN INVITATION FROM LINDA BRINK

(Bringing HNW US Baby-Boomers to NZ to create “intergenerational endless summers”)

This is my invitation to qualifying professional and commercial parties who support foreign investment into regional New Zealand to come partner with me as **(1) profit sharing, Showcase Sponsors, (2) marketing fee earning Listing Sponsors** in the ownership and operation of a trademarked, NZ “**Endless Summer Orchard Collection**” Showcase in my home town of Ft Lauderdale, Florida USA, the “Venice of America”. Showcasing income producing, NZ agribiz sanctuary asset investment opportunities to American investors.

SHOWCASE SPONSOR-OWNERS “SSO”

80 “Showcase Sponsor Owner” parcels priced at USD6,000 per parcel will collectively deliver a 48% direct ownership interest in Florida incorporated, NZ Showcase USA Inc, (“NZUS”). A Corporation that will own & operate a permanent, NZ regional investment showcase in the heart of Ft Lauderdale, the world’s “yachting capital”. Home to thousands of visiting and permanent resident millionaires, all day, every day of the year. NZUS was incorporated to take ownership of my family’s 40+ year old, FL State licensed realty firm and its freehold property valued at USD520,000 for repurposing as a permanent investment “Showcase” of New Zealand Natural Capital investment assets for foreign sanctuary seeking US investors.

SHOWCASE LISTINGS

Showcase Sponsor-Owners will procure / sponsor Showcase listings from across New Zealand’s 16 regions, each region represented by a floor to ceiling “**poupou**” to be installed in the Showcase, Each Poupou distinctively illustrating the image of NZ’s 16 Regions in a “**wharenui concept showcase whare**”, helping create greater foreign investor awareness of regional New Zealand. On an introductory fee basis, *(payable on closing of an introduced listing)*, a Showcase Sponsor will be able to list in the Showcase, investment offers by NZ owned and operated, “**Emerging Growth Companies**” from any region of NZ.

US TARGET INVESTORS

Both curated and non-curated income producing, agribiz sanctuary lifestyle assets will be promoted / offered through the Showcase to American **HNW (High Net Worth)** individuals and families who have an interest in acquiring **agribiz assets as sanctuary investments in NZ**, the safest country in the world.

SENSITIVE LAND BASED NATURAL CAPITAL INVESTMENT CLASSES:

- Non-Curated:** **NZ Visitor Visa** Under 5ha – circa USD6M.
- Curated:** **NZ Investor Visa** Over 5ha – circa USD10M+.

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DISCLAIMER

As sole owners of “The Endless Summer” images used herein, Bruce Brown Films LLC of CA have (1) licensed NZ Showcase USA Inc to use the said images to support the New Zealand Agribiz Sanctuary Plus (ASP) investment package marketing campaign, (2) take no responsibility for the content of this Memorandum for which the directors of NZ Showcase USA Inc confirm accepting sole responsibility.

Millionaires On The Move: Where Are The World's Wealthy Migrating To And From In 2024?

Thursday, 20 June 2024, 8:34 pm

Press Release: [Henley and Partners](#)

London, 19 June 2024

THE PLACEMENT

800,000 SHOWCASE OWNER/SPONSOR SHARES PRICED AT USD0.60C PER SHARE

second only to China worldwide, and more than double the 4,200 who left the country last year. (80 Partner allocated share parcels of 10,000 shares per parcel).

“128,000 Millionaires will migrate to a new country in 2024”

 *Henley & Partners*

(UK based residence and citizenship by investment consultants)

Through a distinctively themed “**NZ Investment Showcase**” in Fort Lauderdale, FL, USA, this project is about attracting Ultra High Net Worth (“UHNW”) and High Net Worth, (“HNW”) Americans to invest in New Zealand, starting with the purchase of an income producing, Natural Capital asset sanctuary as their NZ base. An important step towards “*Calling NZ home*” and repatriating substantial capital that will bring benefit to New Zealand’s economy.



REGULATORY COMPLIANCE

This Material must not be considered as an offer by the Promoter, Sanctum Stay Realty Inc to any recipient who is not a Qualifying Investor of this Material that they participate in the opportunity presented and discussed in this Private Placement Memorandum, (“PPM”). Any Qualifying Investor should make their own independent assessment of the opportunity presented herein. After making such investigations as they may deem necessary, the recipient alone shall determine their interest in participating in any investment opportunity based upon those investigations.

To clarify, “Qualifying Investors” are those who fall under at least one of the exclusions listed in Schedule 1 of the Financial Markets Conduct Act 2013 (“Act”), including, but not limited to offers to wholesale investors under clause 3, offers to close business associates under clause 4, small offers under clause 12 of the Act and in the US, under SEC Rule 504 of Regulation D.

By acceptance of this Material the recipient acknowledges that **(a)** Sanctum Stay Realty Inc, the Promoter is not in the business of providing legal, financial advisory, tax or accounting advice, **(b)** the recipient understands that there may be legal, tax or accounting risks associated with the potential transaction described in the Material, **(c)** the recipient should receive legal, tax and accounting advice from advisors with appropriate expertise to assess relevant risks, and **(d)** the recipient should apprise senior management in its organisation as to the legal, tax and accounting advice, applicable, risks associated with the potential transaction and the disclaimers as to these matters. Sanctum Stay Realty Inc is specifically not providing any advice regarding current and forecast market conditions and the risk profile of the investment.

FINANCIAL PRODUCTS

No regulatory authority has approved or disapproved this offering or endorsed the merits of this offering or the accuracy or adequacy of this document. This PPM is not, and is not legally required to be, a product disclosure statement (PDS) or other offer document, under New Zealand, Australian or United States securities law where it is not a regulated offer under the Act or applicable Law.

This offering is being provided only to Qualifying Investors. It has not been prepared to the same level of disclosure required in NZ for a PDS. In particular, no-one has independently verified or completed a due diligence exercise of the information contained in this document. The recipient acknowledges that within New Zealand and the US, any offer of shares is available only to persons who are Wholesale Investors, Accredited Investors or close business associates of the Issuer and they have read those definitions and qualify within one or other of them.

It is intended for distribution only to selected people to whom, under the relevant laws, it can be lawfully distributed. It cannot be distributed in any other jurisdiction, or to any other people. It is not an offer, placement or solicitation in any jurisdiction in which such an offer or solicitation is not authorised, or in which the person making such an offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make such an offer or solicitation. Any representation to the contrary would be unlawful. No action has been taken by any person that would permit a public offering in any jurisdiction where action for that purpose would be required.

For further information contact:

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TERMS AND CONDITIONS

The offering Corporation is **NZ Showcase USA Inc**, FL corporation number P24000044934, the “Corporation” which has approved the following terms and conditions attaching to this offer.

The Offer	Offered by way of eighty (80) “ Showcase Sponsor Parcels ”, (“ SSP ”) of 10,000 shares per parcel, eight hundred thousand, (800,000) Common Voting Shares “CVS”, priced at USD0.60c (sixty cents, US currency) per share, raising USD480,000 , (four hundred and eighty thousand) US dollars, delivering to Investors in the event of full subscription, 48% ownership of the Corporation.
Funds Application	The forecast gross proceeds of USD480,000 will be applied to (1) fund the Stage 1 “Soft Launch” of the Ft Lauderdale located “Showcase”, (2) the follow-on refurbishment of the building under Stage-2 which will repurpose the building as a NZ tribal “Wharenui” design concept “ Showcase ” of NZ Natural Capital sanctuary asset investments.
Placement Application	Applications will be deemed paid upon the day and date the directors give an investor notice of acceptance of a fully funded Subscription Application.
Who May Invest	Only those as defined herein would constitute Qualifying Investors who meet the investment entry, eligibility and suitability requirements as required by applicable securities law in the jurisdiction of a Qualifying Investor.
Plan of Distribution	Funds received would be made available to the Corporation upon directors acceptance of receipt of funds pursuant to a Subscription Agreement referred to as “ Form 2 ” and as annexed as “Addendum 2” herein.
Introductory Fees	The Corporation has provided for the payment of up to 7.5% by way of introductory fees to an approved introducer(s) on receipt by the Corporation of cleared funds pursuant to a signed, approved copy of Forms 1 and 2 as per Exhibits 1 and 2 annexed hereto.
Risk Factors	While the Corporation is supported by a licensed, real estate trading entity with a history of over forty years, it must be considered as an early stage company. A summary of risk factors can be read under “ <i>Risk Factors</i> ”, pages 23-26 of this document.
Transfer Agent	The Corporation has appointed a specialist, Ft Lauderdale, Florida based outsource provider to provide this service.
Qualifying Party/Parties	The Offer and any accompanying materials, is made under the exclusions listed in Schedule 1 of the Financial Markets Conduct Act 2013, including, but not limited, to offers to wholesale investors under clause 3, offers to close business associates under clause 4 and small offers under clause 12 of the Act. Only individuals or entities that qualify under the exclusions or in the US, under SEC Rule 501 of Regulation D are considered Qualifying Parties.
Quotation of Shares	The Corporation does not plan to provide / allow trading in its securities on any private or public exchange as they plan to convert the Corporation into an LLC for tax purposes.
Minimum Subscription	The Minimum Subscription is 10,000 CVS priced at USD0.60c per share.
Maximum Subscription	The Maximum Subscription is 800,000 CVS priced aUSD0.60c per share.
Over Subscription	The Corporation is not authorized to accept oversubscriptions.
Additional Information	Only a Qualifying Party / Parties with questions regarding this restricted placement are invited to contact the Corporation at the postal and/or email addresses of the contact persons as set out on Page 28 herein.

FORWARD LOOKING STATEMENTS

~~DISCLAIMER~~

Certain information set forth in this document contains “forward-looking information”, including “future-oriented financial information” and “financial outlook”, under applicable securities laws which are collectively referred to herein as forward-looking statements.

Except for statements of historical fact, the information contained herein constitutes forward-looking statements and includes, but is not limited to, the (i) projected financial performance of the MBI Corporation; (ii) completion of, and the use of proceeds from, the sale of the shares being offered hereunder; (iii) the expected development of the Corporation’s business, projects, and joint ventures; (iv) execution of the Corporation’s vision and growth strategy, including with respect to future M&A activity and global growth; (v) sources and availability of third-party financing for the Corporation’s projects; (vi) completion of the Corporation’s projects that are currently underway, in development or otherwise under consideration; (vi) renewal of the Corporation’s current customer, supplier and other material agreements; and (vii) future liquidity, working capital, and capital requirements. Forward-looking statements are provided to allow potential investors the opportunity to understand management’s beliefs and opinions in respect of the future so that they may use such beliefs and opinions as one factor in evaluating an investment.

These statements are not guarantees of future performance and undue reliance should not be placed on them. Such forward-looking statements necessarily involve known and unknown risks and uncertainties, which may cause actual performance and financial results in future periods to differ materially from any projections of future performance or result expressed or implied by such forward-looking statements.

Although forward-looking statements contained in this presentation are based upon what management of the Corporation believes are reasonable assumptions, there can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The Corporation undertakes no obligation to update forward-looking statements if circumstances or management’s estimates or opinions should change except as required by applicable securities laws.

A reader is cautioned not to place undue reliance on Forward-Looking Statements.

These are “forward looking statements”. Figures are not warranted to any party whatsoever.

FORECAST TRADING & ROI

Showcase “soft-opens” in month 2.

TABLE 1

SANCTUARY PIPELINE BUILDING PERIOD - MONTHS 1 TO 6								
Figures in USD's		Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	TOTAL
Opening cash on hand			8,000	17,000	114,000	58,500	39,500	
Sponsor capital entry		120,000	120,000	240,000				480,000
Working Capital								
Showcase Listing Fees								
Sanctuary Placement Fees								
<i>Deduct</i>								
Launch Costs		112,000	92,000	124,000	30,000			358,000
Capital Fees/costs		12,000	12,000	24,000				48,000
Showcase Setup costs		100,000	80,000	100,000	30,000			310,000
Operating Costs			19,000	19,000	25,500	19,000	19,000	101,500
Management Co			10,000	10,000	10,000	10,000	10,000	50,000
Utilities			1,000	1,000	1,000	1,000	1,000	5,000
Floor Staff			3,000	3,000	3,000	3,000	3,000	15,000
NZ Listing Sponsor Payments								
Property Taxes					6,500			6,500
Marketing/Other			5,000	5,000	5,000	5,000	5,000	25,000
Closing cash on hand		8,000	17,000	114,000	58,500	39,500	20,500	20,500
<i>Passthrough allocation</i>								
Founder	52%							
Partner	48%							
TOTAL								

CORE TRADING ASSUMPTIONS

(A) SANCTUARY DEAL STRUCTURE:

- (1) Under 5ha under USD5M – **No OIA consent required** – 6-9 month timeframe per deal.
- (2) Over 5ha and over USD5M – **OIA consent required** – 12-18 month timeframe per deal.

(B) LAUNCH FOCUS – UNDER 5ha (*small, income producing orchards*)

- (3) That it will take 6 months to build a curated sanctuary deals pipeline.
- (4) That the 1st curated sanctuary deal will close in month 7.
- (5) That the average deal value will be USD5M (NZD8.3M) for non OIA properties.
- (6) That one deal closes monthly thereafter as the sanctuary listings increase across NZ.

(C) MARKETING – US INVESTORS

- (7) Direct marketing into very yacht club in the US. Approximately 1.500 clubs.
- (8) Social media influencer supported targeting the circa 600,000 club members.
- (9) Access to and use of the nationwide MLS system plus supporting technologies.

(D) MARKETING – NZ LISTINGS

- (9) Via the NZ Listing Sponsor network.

These are “forward looking statements”. Figures are not warranted to any party whatsoever).
Continued

This is when deals, formed in the pipeline during months 1-6 start to close.

Curated investments incur a 10% fee split between Showcase company (6%) and NZ Listing Sponsor (4%).

Non-curated investments may incur a small, monthly Showcase listing / marketing support fee.
(not included in forecast below)

TABLE 2

SANCTUARY TRADING - MONTHS 7 TO 12								
		Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	TOTAL
Opening cash on hand		20,500	29,500	31,050	31,205	31,221	31,222	
Partner capital entry								
Working Capital								
Showcase Listing Fees								
Sanctuary Placement Fees	10%	500,000	500,000	500,000	500,000	500,000	500,000	3,000,000
<i>Deduct</i>								
Launch Costs		0	0	0	0	0	0	0
Capital Fees/costs								
Showcase Costs								
Operating Costs		225,500	219,000	219,000	219,000	219,000	219,000	1,320,500
Management Co		10,000	10,000	10,000	10,000	10,000	10,000	60,000
Utilities		1,000	1,000	1,000	1,000	1,000	1,000	6,000
Floor Staff		3,000	3,000	3,000	3,000	3,000	3,000	18,000
NZ Sponsor Payments	4%	200,000	200,000	200,000	200,000	200,000	200,000	1,200,000
Property Taxes		6,500						6,500
Marketing Support		5,000	5,000	5,000	5,000	5,000	5,000	30,000
Closing cash on hand		295,000	310,500	312,050	312,205	312,221	312,222	1,679,500
<i>Deduct</i>								
Cash Retention	10%	29,500	31,050	31,205	31,221	31,222	31,222	31,222
Passthrough balance	90%	265,500	279,450	280,845	280,985	280,998	281,000	1,648,278
<i>Passthrough allocation</i>								
Showcase Sponsors	100%	265,500	279,450	280,845	280,985	280,998	281,000	1,668,778
TOTAL		265,500	279,450	280,845	280,985	280,998	281,000	1,668,778

NOTE

During this period, the benefits of the deal pipeline building during the 1st six months kicks in as curated sanctuary deals under 5ha start closing.

- (1) **Curated deals**, capable of immediately interfacing with a US investors private investment holding ecosystem/structure will be the first ones to close.
- (2) **ROI is not the driving force** behind a foreign sanctuary seeker’s investment decision.
- (3) **Such decision is typically based on suitability as a perceived sanctuary** (offshore home) for the US investor and their family.

These are "forward looking statements". Figures are not warranted to any party whatsoever. (Contd)

The forecast below has not accounted for inflation.

It is expressed in current day dollars, based on the one USD3M (NZD5M) deal per month assumption.

TABLE 3

SANCTUARY TRADING YEARS 1 TO 6								
		Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	TOTAL
Opening cash on hand			31,222	32,783	34,422	36,144	37,951	172,522
Partner capital entry		480,000						480,000
Working Capital								
Showcase Listing Fees								
Sanctuary Placement Fees	10%	3,000,000	6,000,000	6,300,000	6,615,000	6,945,750	7,293,038	36,153,788
deduct Launch Costs		358,000	0	0	0	0	0	358,000
Capital Fees/costs		48,000						48,000
Showcase Costs		310,000						310,000
Operating Costs		1,415,500	2,626,275	2,757,589	2,895,468	3,040,242	3,192,254	15,927,327
Management Co		110,000	115,500	121,275	127,339	133,706	140,391	748,210
Utilities		11,000	11,550	12,128	12,734	13,371	14,039	74,821
Floor Staff		33,000	34,650	36,383	38,202	40,112	42,117	224,463
NZ Sponsor Payments	4%	1,200,000	2,400,000	2,520,000	2,646,000	2,778,300	2,917,215	14,461,515
Property Taxes		6,500	6,825	7,166	7,525	7,901	8,296	44,212
Marketing/Other		55,000	57,750	60,638	63,669	66,853	70,195	374,105
Closing cash on hand		1,706,500	3,404,947	3,575,195	3,753,954	3,941,652	4,138,735	20,520,983
<i>Deduct</i>								
Cash Retention	10%	31,222	32,783	34,422	36,144	37,951	39,848	212,371
Passthrough cash available	90%	1,675,278	3,372,164	3,540,772	3,717,811	3,903,701	4,098,886	20,308,612
<i>Passthrough allocation</i>								
Showcase Sponsors	100%	1,675,278	3,372,164	3,540,772	3,717,811	3,903,701	4,098,886	20,308,612
Other								
TOTAL		1,675,278	3,372,164	3,540,772	3,717,811	3,903,701	4,098,886	20,308,612

SHOWCASE SPONSOR PASSTHROUGH INCOME ALLOCATION

TABLE 3A

PASSTHROUGH ALLOCATION		Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	TOTAL
Showcase EBITDA		1,675,278	3,372,164	3,540,772	3,717,811	3,903,701	4,098,886	20,308,612
Sanctum Stay Realty Inc	52%	871,144	1,753,525	1,841,201	1,933,262	2,029,925	2,131,421	10,560,478
Showcase Sponsors	48%	804,133	1,618,639	1,699,571	1,784,549	1,873,777	1,967,465	9,748,134
Return per Parcel	80	10,052	20,233	21,245	22,307	23,422	24,593	121,852
Investment per Parcel		6,000	6,000	6,000	6,000	6,000	6,000	6,000

COLLECTIVE SHOWCASE SPONSOR ROI

TABLE 3B

SHOWCASE SPONSOR ROI	USD	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
Ingoing per parcel		6,000	6,000	6,000	6,000	6,000	6,000
Forecast Annual cash return		10,052	20,233	21,245	22,307	23,422	24,593
Forecast Annual ROI		168%	337%	354%	372%	390%	410%
Forecast share value multiple	5						
- Per Showcase Sponsor		50,258	101,165	106,223	111,534	117,111	122,967
- Total Showcase Sponsors	80	4,020,667	8,093,193	8,497,853	8,922,746	9,368,883	9,837,327
- Total US Partner	1	4,355,722	8,767,626	9,206,007	9,666,308	10,149,623	10,657,104
- Total All Sponsors / Partner	81	8,376,389	16,860,819	17,703,860	18,589,053	19,518,506	20,494,431

As a "passthrough" payment, income is available for offset against possible tax losses in Sponsors other taxable entities.

These are “forward looking statements”. Figures are not warranted to any party whatsoever.(Continued)

**Pro-Forma, Forecast Statement of Financial Position
Pre and Post Money**

TABLE 4

	Note	July 31 2024 (Pre-Money)	June 30 2025 (Post Money)
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets (Ft Lauderdale Showcase buildings & business)	(1)	520,000	8,376,000
Investment in Offshore subsidiaries			
Investment in NZ operating subsidiaries			
Intercompany Advances			
CURRENT ASSETS		480,000	31,200
Accounts Receivable / Share Call Account	(2)	480,000	
Trading Inventory			
Cash Resources	(3)		31,200
TOTAL CAPITAL EMPLOYMENT		1,000,000	8,376,000
EQUITY AND LIABILITIES			
CAPITAL & RESERVES			
Share Capital	(4)	520,000	1,000,000
Share Call Reserve	(5)	480,000	
Capital Reserves	(6)		7,344,800
Shareholder Advances			
Accumulated profit/(losses)	(7)		31,200
TERM LIABILITIES		0	0
Amount due to Related Affiliate			
Amount due to Holding Corporation			
CURRENT LIABILITIES		0	0
Accounts Payables			
Provisions & Accruals			
Bank Accommodation			
TOTAL CAPITAL EMPLOYED		1,000,000	8,376,000

Notes:

- (1) The value of the Showcase building & business at cost and at the end of 1st year of trading.
- (2) The sum due to be received by the Corporation from its offer of 800,000 shares @ USD0.,60ceach.
- (3) The amount of cash retained at each month end prior to new months trading / cash flow.
- (4) The founders original capital input of USD520,000 plus USD480,000 Showcase Partner input
- (5) The capital sum due to be received by the company from the placement of the shares.
- (6) The capital surplus arising on Showcase business valuation on a 5x free pass-through cash flow basis.
- (7) The month end “cash profit” balance before the following months passthrough to the shareholders.

Based on the Showcase Partners **USD480k** input, the figures above would value their collective 48% stake at **USD4,020,667** and **USD50,258** in respect of each Sponsor Share Parcel..

These are “forward looking statements”. Figures are not warranted to any party whatsoever.
Continued

SHOWCASE INVESTMENT SYNOPSIS

Showcase Sponsor-Owner Ingoing USD480,000

Delivers 48% Ownership.

This is a forward looking statement – P.6 refers.

The following table provides a summation on investment entry and the forecast ROI per “Showcase Sponsor” share parcel of 10,000 shares priced at USD0.60c each for a total investment of USD6,000 per parcel.

TABLE 5

ALL SHAREHOLDERS (Figures in USD's)			
SHOWCASE SPONSOR PARCELS (80)		COLLECTIVE	SINGLE
Ingoing (Cash)		480,000	6,000
Annual cash return		804,133	10,052
Annual ROI		168%	168%
Estimated share value	48%	4,020,000	50,258
FOUNDER SPONSOR (1)			
Ingoing (Land, building, business)		520,000	
Annual cash return		871,144	
Annual ROI		158%	
Estimated share value	48%	4,356,000	
TOTAL SHOWCASE VALUE	100%	8,376,000	

PASS-THROUGH CORP

Post closing of this Placement, the Corp will be converted to an LLC, with all income deemed to be equally earned by each Showcase Partner, each of the 80 parcels representing a 1.25% ownership stake on closing. This structure is similar to a NZ “Look-Through Company” (LTC) and comparable to a Limited Partnership.

SHOWCASE SPONSOR-OWNER PARTICIPATION BENEFITS

A Showcase Sponsor Owner (SSO) will enjoy a number of additional benefits, including:

Permanent US Office The Showcase program delivers use of a permanent US product sales, marketing and display office address for a NZ based SSO.

Unbeatable Location Located on SE 17th St, the main arterial leading directly out of downtown Ft Lauderdale into the marina district and the tropical beaches of South Florida, the Showcase delivers a premium location. Surrounded by bars, café's hotels, restaurants, tourist shops, cruise liner terminals, yachting industry goods & services support stores, pedestrian traffic is constant, 365 days a year.

Highly Affluent With more than 50,000 registered pleasure craft moored in 100 plus marinas in the Ft Lauderdale area, ranging from USD200M mega-yachts* to the smaller cruise launches, the area boasts considerable personal affluence in terms of both UHNW / HNW yacht owners, the visitors/guests of these owners and the larger body of tourists that flood the Ft Lauderdale area all year round.

Qualified Prospects Starting with the publicity that the showcase will create in both print and digital media during its fitting out / pre-opening stage, the opening function and ongoing marketing of the Showcase through social and traditional media channel partners, the Showcase will draw an increasing number of visitors who become "Investor Prospects" for Showcase product Listing Sponsors in Regional NZ.

Investment Strength The SSO package is backed by **(1)** an interest in the freehold owning property company, **(2)** ongoing cash flow from the pooled, Showcase investment marketing / introductory fees, **(3)** ongoing commissions payable in respect of deals where the SSO was also the Agribiz Sanctuary Plus ("ASP") product Listing Sponsor.

ROI Based on current modelling, an SSO is forecast to **(1)** recover their entire investment within two years, **(2)** enjoy circa 168% PA ongoing ROI on the original investment, **(3)** convert shares to equal value partnership rights when the Showcase Corp converts to a "passthrough" LLC post passing of title ownership in the property to the Showcase Corp.

* The main mega yacht mooring pier is only 500 yds from the Showcase.

SHOWCASE SPONSOR ENTRY INVESTMENT PARTICIPATION PROCESS

NATIONWIDE REPRESENTATION

In order to provide US resident UHNW/HNW investors with a **wide range of Agribiz Sanctuary Plus (“ASP”) investment options in New Zealand**, the Corporation’s focus is to build a Sanctuary asset supply system across all 16 Regions of NZ. This is planned to be accomplished through the development of a network of “[Showcase Sponsors](#)” to procure ASP investment product listings from all 16 regions of NZ.

MINIMUM INVESTMENT

The Minimum Investment requirement to become a Limited Partner is **USD6k**, i.e., one Showcase Sponsor-Owner (“SSO”) share parcel at USD6,000 in accordance with the process below:

A qualifying SSO will:

- (1) **Provide** evidence of either (1) FMCA (NZ) or (2) Rule 501 (US) regulatory compliance.
- (2) **Complete** LP Application “**Form 1**” and LP Subscription Agreement “**Form 2**”.
- (3) **Transfer** the SSO investment capital of USD6,000 per SSO Parcel to the Corp’s banking account at Bank of America NA, “BOA” as set out in Addendum 1, Form 1.

Upon receipt of LP Forms 1, 2 and confirmation of BOA receipt, the Corporation will:

- (1) **Apply** the USD6,000 per LP as Showcase opening, refitting, repurposing capital.
- (2) **Issue** to approved LP Subscriber, 6,000 fully paid shares in the capital of the Corp.

STEP 1 SOFT OPENING

Through the existing retail shop structure, Linda and her office agents commence promotion of the NZ Regional Listings that feed into the system as both Curated and Non-Curated offerings. Minor shop works will be undertaken including “rebranding” the shop signage to “[Sanctum Stay](#)”, setting up new window / wall displays and commencing outreach to the US yachting community. Both locally and interstate, the window displays will very quickly start pulling in prospects who have an interest “Sanctuary” investing in New Zealand.

STEP 2 “WHARENUI” REFIT LAUNCH & FULL OPENING

Upon release from probate, Corp’s Attorney will confirm transfer of property title to the Corporation from Good Service Realty Inc, (a Related Affiliate), under a Florida property Quit Claim Deed, “QCD” this commencing the “Maoritanga theming” as follows:

- (1) **Arrival** from NZ of the Showcase artwork director to oversee the Showcase refit.
- (2) **Completion** of the Showcase refit. (circa month 9).
- (3) **Convert** Corp into an “LLC” (Limited Liability Corporation) owned by the Partners.
- (4) **Function** to celebrate the opening of the NZ “Wharenuui” themed Showcase. (Month 12).

Full Launch Mission Accomplished.

A NZ SANCTUARY LIFESTYLE INVESTMENT


HAVING LIVED IN NZ FOR 8 YEARS, I LOVE THE KIWIFRUIT ORCHARD LIFESTYLE.

KIWIFRUIT ORCHARD Circa USD5M—Up to 12 acres. With a well structured investment entry process, no Govt consent needed for an investment in a going concern orchard of this size. Having personally worked in the industry, I recommend to fellow Americans to invest in the western Bay of Plenty region where your orchard is professionally managed all year round. From pre-harvest to post-harvest. Delivering a great sanctuary lifestyle with income for your family in NZ!

Linda Brink-Director
Sanctum Stay Realty Inc (US)



THE SHOWCASE OPERATIONS



Yes, my daughter Cheryl and I have done it all as part of our
“Learning-to-Owning” process.

“LOCATION, LOCATION, LOCATION”

INTRODUCTION TO THE SHOWCASE AND ITS OPERATIONS

I am an American who upon return to Florida, will assume management and ownership of our family’s 40+ year old FL State licensed realty brokerage firm and its property portfolio. Within the portfolio is the realty firms supremely located, but rather “retro” office which inclusive of the going concern realty firm, values at USD520k, forming my family’s 52% stake in the Showcase.

Upon my return, the realty office will be immediately “soft-launched” as a “**Showcase**” **presenting curated investment opportunities from New Zealand’s sixteen regions to UHNW and HNW** individuals and families who comprise a large percentage of the population demographic that lives,

works and plays “*next door*” to the realty office. Located at the gateway to the multibillion dollar marina region of my home town of Ft Lauderdale and home to over 50,000 pleasure craft, it presents an excellent investment opportunity as a Regional NZ investment product showcase.

SHOWCASE – LISTINGS – INCOME ALLOCATION

In preparing the Limited Partner Program (“**LPP**”) placement, a six month pre-opening stage is provided during which time I target filling the deal pipeline with curated, premium priced, exclusively listed NZ agribiz “Sanctuary” investment products. Applying a standard “10% Sanctuary Listing / Investor Introductory fee” with a 60/40 split with the NZ based ASP Listing Sponsor, one HNW closing per month for one year with a value of USD5M (NZD8.3M) per closing will deliver USD60M in gross revenues; produce gross fees of USD6M of which (a) USD3.6M (6%) is paid to the Showcase company and (b) USD2.4M (4%) attributing to the NZ based Showcase Sponsor.

With the incoming Showcase Sponsors’ holding a 48% interest in the Showcase owning company and after providing for Showcase operating costs, their net share of this USD3.6M in a full year would be USD1.728M against a total ingoing of USD480k. For tax efficacy, the Showcase owning company will be converted to an LLC.



Known as the “**Yachting Capital of the World**,” and the “**Venice of America**”, Fort Lauderdale enjoys a year-round tropical climate, beautiful azure waters, and miles of canals and waterways throughout the city. Long a mecca for yacht owners, this tropical destination on Florida’s Atlantic Coast is a beacon for yachtsmen and

fishermen with its vibrant waterfront entertainment lifestyle. Soon to be the home of a Showcase that is to display and promote rural, agribiz lifestyle investments in Regional New Zealand to Americans who have an interest in owning a “**sanctuary with income**” in NZ, the world’s safest country.

THE 16 REGIONS OF NEW ZEALAND



As US based UHNW/HNW individuals looking to invest in NZ for residency **overwhelmingly invest in agribiz assets**, each region of NZ has been allocated a **poupou** (panel) inside the Showcase to illustrate to visitors, the geographic regions of NZ and their main drivers of economic activity. Listed below are the 16 regions of NZ where the Showcase Sponsors will procure & feed listing's through to the Showcase for investor presentation starting with Northland as the Showcase Anchor Sponsor's region. The regions reflected in the table below will be represented by one or more of the **NZ Showcase Sponsors** who procure regional ASP packages for Showcase listings, supported by the **US based Showcase Sponsors** reaching out to UHNW / HNW investors across the US.

Sponsor Regions.		Regional Base	Island	Land area		Population	"Region of Choice" ranking #
				km ²	sq mi		
1	Northland	Whangārei	North	12,504	4,828	203,900	9
2	Auckland	Auckland	North	4,941	1,908	1,739,300	10
3	Waikato	Hamilton	North	23,900	9,200	522,600	6
4	Bay of Plenty	Tauranga	North	12,072	4,661	354,100	1
5	Gisborne	Gisborne	North	8,385	3,237	52,600	4
6	Hawke's Bay	Napier	North	14,138	5,459	184,800	3
7	Taranaki	New Plymouth	North	7,254	2,801	128,700	7
8	Manawatū-Whanganui	Palmerston North	North	22,221	8,580	260,900	13
9	Wellington	Wellington	North	8,049	3,108	550,500	16
10	Tasman	Richmond	South	9,616	3,713	59,400	11
11	Nelson	Nelson	South	422	163	55,600	14
12	Marlborough	Blenheim	South	10,458	4,038	52,200	5
13	West Coast	Greymouth	South	23,245	8,975	32,900	12
14	Canterbury	Christchurch	South	44,504	17,183	666,300	8
15	Otago	Dunedin	South	31,186	12,041	254,600	2
16	Southland	Invercargill	South	31,196	12,045	103,900	15
NZ Total			NZ	264,091	101,940	5,222,300	
US Total			USA	9,344,000	3,532,300	331,914,900	



PROPERTY REPURPOSING / THEMING

Recognizing the growth of Ft Lauderdale as a retirement / tourism hotspot for wealthy families from NY, NJ etc, more than 40 years ago my late father provided the capital to purchase a retail shop on SE 17th Street in Ft Lauderdale in which my family started a realty brokerage business to act as agents in the sale of Ft Lauderdale homes and condos to this fast growing sector of the SE Florida property market.

Located just 500 yards from the causeway bridge where the intracoastal canal waterway ecosystem feeds into Port Everglades, second only to Miami as the largest cruise liner terminal in the USA, development in the area around the realty office has seen the value of properties in the area enjoy growth due to their proximity to the yachting precinct that has emerged on SE17th St as the entry gateway to a massive marina ecosystem.

CONCEPT SHOWCASE WINDOW ART ONLY



SHOWCASE "NZ TRIBAL" THEME

There is no better way than to create a NZ Maoritanga tribal theme to (1) illustrate to passersby that the property is in the business of promoting New Zealand as an investment destination, (2) attract media attention to a business of the like that will be the first of its kind. Not just in SE Florida, but very possible the entire eastern seaboard of the US. Maybe the 1st to bring such marketing theme to selling NZ to the entire USA at "street level".

SHOWCASE NZ TRIBAL THEMING

GETTING NOTICED

The American attraction to “*showmanship with entertainment*” will most assuredly be combined during the Showcase set-up process, this guaranteed to generate interest in both the digital, social and traditional media world such as the “*Sun Sentinel*” newspaper where the firm has long established connections.

NZ TRIBAL THEME

Once the current realty store has prepared for its repurposing makeover, Linda’s longtime friend, Shona Hammond-Boys, a well-known, NZ artist will travel to FL to direct development of the NZ tribal theme. One that will most assuredly draw attention to and interest in the Showcase and its ongoing commercial kaupapa.

From Left: Cheryl, Linda, Shona. Celebrating the 2018 completion of a 45 meter mural at Mataatua House in Opotiki. A LINZ Office of Treaty Settlements property asset project.



SHOWCASE ARTWORK

Shona Hammond Boys, a world acclaimed art teacher, is the Showcase project director who founded the NZ Childrens Arthouse organization more than 30 years ago. A 2013 “*New Zealander of the Year*” finalist who has been involved the world of art for more than 50 years. Representing NZ at countless art shows, exhibitions, conferences and projects around the world, Shona is fluent in Te Reo with a 30 year history of teaching art to tamariki in many Māori communities through which she has developed a strong understanding of tikanga and Maoridom. Shona is renowned for her mural works which over the past three decades number into the hundreds in both NZ and abroad. Through her art, Shona has developed a huge personal network in the USA.



SHOWCASE PRESIDENT/CEO

As the co-author of this paper and daughter of the Good Service Realty founder, Linda gained valuable experience working with yacht crews and their owners during her years in the family firm as an Associate Broker. Combined with her knowledge of SE Asia focused UHNW “sanctuary” investing dating back to the “Sanctum Stay” project on “The Tallai” in Australia’s Gold Coast and her strong interpersonal relationship development skills, Linda will very quickly build the Showcase into a highly profitable and valuable trading asset.

SETUP (Soft Launch) PERIOD

The planning provides for a period of six months to **(1)** building the deals pipeline, **(2)** refitting the old realty shop/office with the NZ Regional Poupuu artwork focused makeover, **(3)**, repurposing it as a NZ “Wharenuui themed” investment products showcase.

SHOWCASE PRODUCT “ASP”

The Showcase will feature Agribiz Sanctuary Plus (“ASP”) investment products. i.e. the bundling of an agribiz sanctuary asset such as a lifestyle orchard with an investment of not less than USD1M into a post seed, angel capital ready, early stage company in regional New Zealand to support an application for a NZ residency visa. The “Agribiz” assets will fall into one of the following two classes:

NON OIA CONSENT

Under 5ha

Typically smaller, income producing orchards/lifestyle blocks up to 5ha in size with an ASP package at circa USD5M where the time consuming and costly, Overseas Investment Act (OIA) purchase approval is not required and a permanent residence visa is not immediately sought/required by an HNW investor.

Typically, as assets of this nature are purchased as a “holiday home abroad” (*i.e.*, *sanctuary residence*), ROI is not an issue in the decision making process. However, outsourced orchard management service is a must. Current NZ holiday visa’s for US passport holders issued for entry into NZ have a three month validity period with one renewal per annum. Sufficient time for a US investor and family to familiarize themselves with their NZ sanctuary and make their future NZ plans.

Generally, a three to six month purchase closing timeframe.

OIA CONSENT

Over 5ha

Current OIA legislation requires all Natural Capital assets comprising over 5ha of land to have Overseas Investment Office consent.

Typically, these buyers are UHNW individuals and families looking for an income producing, offshore “bolt-hole” for whom a USD10M (NZD15M) investment is chump change. One of the issues surrounding this investment quantum is the need of the purchaser to demonstrate to the OIO that their purchase of such an asset will bring “economic benefit to NZ”.

Generally a six to twelve month purchase closing timeframe.

BENEFIT TO NZ

Post-seed stage companies in NZ, face an uphill battle to secure growth/expansion capital. Stapling a USD1M+ investment into an “angel ready” early stage NZ company, will enable a foreign HNW investor to seek a NZ investor visa under the current Active Investor Plus (“AIP”) regime.

PRODUCT PACKAGING

All Products

Typically, American HNW and UHNW investors hold their onshore and offshore assets through US based investment holding structures such as **(1)** an LLC, **(2)** a “Dom C, for-profit C Corp” **(3)** a passthrough “S Corp” **(4)** a Trust etc. Provided a NZ asset is packaged in a tax efficacious manner, then outside of OIO consent issues, the pathway to closing a sale and purchase is a relatively straightforward process.

PRODUCT SHOWCASE TIMING PRODUCT PACKAGING/CURATING



PACKAGING

Having developed an ecosystem to launch the “Tribal” NZ mānuka and kākānuka tea tree agribiz project in the Far-North of NZ, the product packaging for a direct NZ-US “plug ‘n play” investment is complete. It provides a template on how to interface agribiz asset ownership in NZ, irrespective of land size, to a privately owned US based investment holding structure. In this case, one owned by my family.

Developed over a period of eight years to support our own Series A investment of USD3M that demonstrates *economic benefit to NZ*, the template will be shared with Showcase introduced, NZ vendor, US purchasing clients on a qualifying, case by case basis.

US MARKET TIMING

Not since the end of the civil war, has the US been so politically bipartisan as it is now. The Supreme Court is now the most radical in US history, handing down judgements that are fueling both the political and societal divide between “blue states” and “red states”. Throw into the pot, increasing income inequality, racial division, attacks on women’s rights and a host of other uniquely American issues

arising from a polarizing political and ‘*legal system*’ where ‘*justice under the law*’ is now the victim, many wealthy Americans are voting with their feet. A situation being further inflamed by some state politicians talking about “succession” from the Union. All of this discourse driving ever more Americans to create a second home abroad in a country that they see as being safe for them and their family.

There has never been a better time than now to open a NZ investment showcase in FL.

NZ MARKET READINESS



LIFESTYLE

The 5 countries millionaires are leaving the most — and the 5 they're going to

An estimated 128,000 millionaires are expected to migrate this year
By Madeline Fitzgerald Published June 18, 2024

Because of current foreign investor immigration regulations, at this time, NZ is not one of these 5 countries. Nor does it make the Top-10 countries. However, recent press releases articles indicate that the newly elected NZ Govt has expressed the view that foreign investment is good for the country and is now reviewing the laws that govern the entry of foreign investment.

Of course, while we all appreciate that as these changes come onstream, they take time to feed into the system, when one measures the six plus months it typically takes from a foreign investor expressing an interest in purchasing / closing an agribiz asset investment in NZ, a late fall opening of the Showcase would dovetail in extremely well with the winter of discontent that will sweep across US following the election of its new President. Irrespective of which person / party wins. The recriminations will drive Americans abroad.

As this situation unfolds, America’s global influence and the previous high esteem in which the country was held on the world stage will continue to dissipate drawing the attention of UHNW / HNW investors to stable and safe countries in which foreigners can invest. Just three changes to the current investor visa settings will see NZ become a “Top-10” country which the global mass of migrating millionaires will be attracted to.

PRODUCT PIPELINE LISTINGS

Article by [Nicholas Iverson](#) – NZ resident director.

When Linda opens the Florida Showcase, ASP product Listings will “go live”. My job is to support building a pipeline of NZ rural assets and “angel ready” early stage companies for packaging as ASP investments for HNW US investors.

LISTING SLOW MOVING PRODUCT

Since coming back to NZ in 2016 to work on the “Tribal” project, I have noticed a large number of rural investment offers that have been sitting for sale in the market for

incredibly long periods of time. Periods of one to two years are not uncommon, with some of them ending up being withdrawn from sale after struggling to find a buyer.



One must assume that there are commercial reasons why this stock is not moving. Typically **(1)** locational, **(2)** an ROI issue that prevents a NZ resident investor from purchasing the agribiz asset in question.

However, NZ assets of this nature may well be of interest to US based UHNW or HNW investors’ who do not make such investment on the basis of the ROI, but its appeal as a “**rural sanctuary**” investment where issues such as **(a)** local schools, **(b)** trading losses are not a concern as they merely pass these through and set them off against their US taxable

income. (e.g. “Tiger Cub” John Griffin, the NY hedge fund manager who purchased Nick’s Head Station for USD4M in 2002 and has since invested circa NZD87M in it. Companies Office filings indicate that over 50% of this was probably offset in deductible losses against his US Federal taxes via passthrough).

UNDERSTANDING US INVESTORS

Linda Brink is my partner and her family are US based. Since getting my first “multiple re-entry visa” to the US while living in South Africa during the ‘80’s, I have made many trips to the US. In 2008, I relocated to the US, living there until Jan of 2016 when Linda, Cheryl and I returned to NZ to start the “Tribal” branded, NZ mānuka/kanuka tea tree agribiz project.

FORT LAUDERDALE: Based in Linda’s home town from 2008 through the early days of the GFC until early 2010. Gained a very good understanding of what drives this area of South FL. Tourism based around the yachting / boating centric leisure/lifestyle industry. Long time destination of wealthy retirees from the big NE cities of NY and NJ.

SILICON VALLEY: Based in San Jose, (Silicon Valley) from early 2010 through the dark days of the GFC through to December of 2015. Coming from an audit background with BIG4 accounting firms, worked as a financial forensics consultant with a number of leading VC’s on a wide array of companies from Seed capital stage to Series D Rounds under US securities law, learning how US investors think, plan and execute.

PREPPERS: In addition to immense area wealth, both locations have large “prepper” thinking individuals. From UHNW billionaires to HNW brokers, agents successful businesspeople down to the folks on Main St. Doomsday, Armageddon etc. drive their thinking. This is a huge market in the US ready ‘n waiting for NZ rural, ASP investment opportunities and I invite NZ vendor Agents, to contact me re listing qualifying investments in the Showcase.



PROPERTY DETAIL “NZ SHOWCASE”

Information for the property located at 1085 SE 17th St Fort Lauderdale, FL 33316 includes data gathered from Broward County tax records, public records data providers and LoopNet historical data records. (All “\$” figures are US dollars).

Address	1085 SE 17 th St
CBSA	Fort Lauderdale-Pompano Beach-Deerfield Beach, FL
Subdivision Name	Lauderdale Harbors
APN/Parcel ID	50-42-14-13-0036
Legal Description	Lauderdale Harbors Shopping Center 48-19 B Tract C S 30 OF N 182
Land Use	Store-building
Store Size	1,193 SF
County	Broward
Zoning	Commercial
State/ZIP	Florida 33316
Flood Zone	12011C0557H
Lot #	N/A
Lot Size	0.03 AC
Assessed Year	2024
Submarket	Downtown Fort Lauderdale
Census	042301
Market	South Florida
County Tax Value	\$381,490
Market Value	\$450,000 - \$550,000
Assignment Value	\$520,000.

INVESTMENT RISKS



Due Diligence

RISK FACTORS

The securities being offered hereby involve a degree of risk. Prospective Subscribers should carefully consider, among others, the following risk factors inherent in a new company and potentially present in this Placement.

Lack of Profitability/Limited Operating History: The Corporation is incorporated in Florida. Being newly incorporated the Corporation is subject to some of the risks inherent in the development of an early stage company. There can be no assurance that the previous growth or trading history and experience of any entities acquired by the Corporation, either pre or post incorporation will continue or that the operations will be profitable in the future.

Limited Capital/Need for Additional Capital: The Corporation has limited access to operating capital and is dependent upon receipt of the proceeds of this offering to expand its operations and further its planned business objectives. Upon completion of this Placement, even if the entire offering amount is raised, the amount of further capital available to the Corporation may be limited and may not be sufficient to enable the Corporation to fully build out and/or expand its proposed business plans. In such a case, additional financing may be required to further develop the Corporation's business plans. Even if the maximum offering herein is consummated, should the Corporation's actual results of operations fall short of its projections or its costs and capital expenditures exceed the amounts projected, the Corporation could be required to seek additional financing. There can be no assurance that the Corporation will be able to raise additional capital if needed or, if such additional financing is available, whether such financing can be secured on terms satisfactory to the Corporation.

Debt Financing Risks: Neither the Corporation's incorporation authority nor its Constitution limit the amount of indebtedness that the Corporation may incur. Subject to limitations in its debt instruments, the Corporation may need to incur additional debt in the future to finance subsidiary or Related Corporations under any capital program to be deployed by the Corporation. The Corporation's continuing indebtedness could potentially impair its ability to obtain additional financing in the future thus possibly limiting the Corporation's ability to take advantage of business opportunities that may arise.

Limited Financial Statement Verification: The Corporation has prepared non-audited financial statements, a copy of which may be supplied by the directors as they shall solely deem appropriate as to party, place and time.

Arbitrary Determination of Placement Price: The price at which the CVS being offered were determined by the Corporation alone and do not necessarily bear fully verifiable or an audited relationship to potential earnings, asset value, book value or any other traditionally recognized criteria of value. No governmental, federal or state agency has made any finding or determination as to the merits, fairness or suitability for investment of the CVS nor has any independent third party, such as an investment banking firm or other expert in the valuation of businesses or securities, made an evaluation of the economic potential of the Corporation. No Counsel retained by the Corporation has been retained to review or verify the merits of an investment from a financial point of view, nor has legal counsel undertaken to conduct such review. Consequently, an investment in the CVS should only be made by prospective investors who, either directly or through their own professional advisors, have the financial and business knowledge and experience to evaluate the merits and risks thereof. Potential investors are advised to seek and obtain independent analysis of the Corporation, its business model, operational platform and prospects before making an investment in the CVS on offer through this PPM.

Best Efforts Placement. This offering is being made on a "best efforts" basis. No commitment exists to purchase all or any part of the CVS being offered herein. There is no guarantee that the Corporation will be able to place any of the CVS or that the Corporation will be able to place any more than the Minimum Subscription sought.

Absence of Public Market: There is no present public market for any of the securities of the Corporation. In addition, no such public market should be relied upon to develop upon conclusion of this Placement. Purchasers of these securities must be prepared to bear the economic risks of investment for an indefinite period of time since the securities cannot be sold other than through a members-only P2P private exchange, but only if the CVS of the Corporation are in fact approved for listing on such private exchange for which there is no assurance at the date of this PPM .

No Assurance of Public Placement. Although the Corporation intends to eventually seek a public offering of its stock, there may be delays in implementing the proposed offering for any number of possible reasons including the condition of the US and/or global stock market conditions and the Corporation's prospects at the time of such offering. The Corporation has no commitment from any underwriter to offer its shares in an initial public offering. Even if the Corporation can make an initial public offering, there can be no assurance that such an offering would be successful or



Private Placement Memorandum.
NZ Showcase USA Inc.



permit the registration of any of these securities offered hereby. The possible delays in a proposed offering, (if any), may possibly require the Corporation to seek alternate financing and there can be no assurance that this financing will be available, in which case ongoing operations of the Corporation may face a degree of risk. There can be no assurance that the Corporation will ever have a public offering of its stock.

Financial Burden on Investors: A portion of the financial risk of the Corporation's proposed activities will be borne by the investors who purchase the CVS, while management and the certain service providers stand to realize benefits from stock ownership. See "USE OF PROCEEDS" in Part 4.

Control by Present Stockholders. Upon completion of this placement and assuming the maximum number of the CVS are placed, the current stockholders of the Corporation will remain as the owners of a substantial percentage of the outstanding Common Voting Stock, enabling them to elect all the members of the Corporation's Board of Directors and effectively continue to control the Corporation's direction and operations. The investors purchasing the CVS will have no direct control over the Corporation.

Discretion in Application of Proceeds: In order to accommodate changing circumstances, the Corporation's management may reallocate the proceeds of this Placement as referred to in the section of this Memorandum captioned "USE OF PROCEEDS" (Part 4) In addition, if the Maximum Subscription under this Placement is raised, a portion will be applied to working capital of the Corporation. Accordingly, the Corporation's management will have broad discretion in the application of the proceeds of the Maximum Placement. See "USE OF PROCEEDS" under Part 4.

Projections: This Memorandum contains information in the nature of projections and/or predictions of future events which may or may not occur. Although management of the Corporation reasonably believes that such projections are based on reasonable assumptions at the date of this PPM, there can be no assurance that they will in fact prove to be correct and therefore must not be relied upon to indicate, or as guarantees of any actual results that may be realized. The level of future cash inflows to the Corporation and its profitability, if any, are very difficult to predict due to uncertainty as to possible changes in economic, market and other circumstances and no representation or warranty is made or to be inferred from any sales or other financial forecasts contained herein. Prospective investors are recommended to consult with their own advisors with respect to any revenue or other financial projections contained herein and to seek such further information as the Corporation is prepared to release considering commercial and business secrets.

Effects of Compliance with Government Regulation: The Corporation, its subsidiaries and Related Corporations and Affiliates are subject to various Governmental, federal, state and local laws, rules and regulations affecting their business and ongoing operations. Difficulties in obtaining or any failure to obtain the necessary licenses or approvals (if required) could cause delays or prevent the development or operation of any given business activity. Any problems which the Corporation, subsidiaries or Related Corporations may encounter in renewing such licenses in one jurisdiction may adversely affect its licensing status on a federal, state or municipal level in other relevant jurisdictions. Some of the operations of the Corporation and its group of companies, may also be subject to regulations normally incidental to business operations (e.g. *occupational safety and health acts, workman's compensation statutes, unemployment insurance legislation and income tax and social security related regulations*). Although the Corporation and its subsidiary and Related Corporations will make every effort to comply with applicable regulations, it can provide no outright assurance of its ability to do so, nor can it predict the effect of these regulations on its current or future activities, proposed or otherwise.

Authorization of Preferred Stock: The Corporation's shareholders may authorize the issuance of preferred stock with such designations, rights and preferences as may be determined from time to time by the Corporation's Board of Directors. Accordingly, the Board of Directors is empowered to issue preferred stock with dividend, liquidation, conversion voting and other rights that could adversely affect the voting power or other rights of the holders of the CVS. Issuance of the outstanding preferred stock could be utilized, under certain circumstances, as a method of discouraging, delaying or preventing a change in control of the Corporation. In addition to the shares provided under this offering, the Corporation may issue further common and / or preferred stock for the purpose of business acquisitions and providing further capital support to Related Affiliates or other approved businesses so acquired and/or invested into for business expansion.

Absence of Independent Representation for Investors: At the date of this Placement, no independent legal, accounting or business advisors have been appointed to represent prospective investors in connection with this Placement. Prospective investors should consult their personal attorneys, accountants or other professional advisors as they deem appropriate.

Lack of Dividends: No assurance can be given that the operations of the Corporation will include the payment of dividends. The Corporation does not currently intend to pay dividends on its Common Voting Shares but does intend to retain future earnings for use in the Corporation's expansion of its asset base.

IMPORTANT STATEMENTS

Confidentiality

This Private Placement Memorandum “PPM” is confidential, proprietary and provided for use solely in connection with the consideration of the proposed Placement by the Corporation. Its use for any other purpose is not authorised. It may not be reproduced or redistributed in whole or in part, nor may its contents be disclosed to any person. Each recipient of this PPM agrees that all information contained herein is of a confidential nature, that they will treat it in a confidential manner, and will not, directly or indirectly, disclose or permit their agents or affiliates to disclose any such information without the prior written consent of the Corporation. Only the management of the Corporation is authorised to give any information with respect to the Corporation and the Placement. Any information given by other parties other than the information contained in this PPM must not be relied upon for deciding to participate in the proposed Placement. The Corporation intends to issue CVS as funds are received, i.e., once Minimum Subscription received, until Maximum Subscription sum is raised or this offering otherwise closes.

Investors to make independent investment decision

This PPM is not and should not be construed as a recommendation to any person to apply for the CVS in this Placement. This PPM does not purport to contain all the information an interested party may require making an informed decision as to whether to invest or otherwise. This PPM contains a summary of the information concerning the proposed Placement by the Corporation. Further, any verbal or other non-written communication that is contrary to or inconsistent with information provided in written form should not be relied upon. Therefore, this PPM may not contain all information and disclosures that would have been required to be included with a disclosure document for the proposed Placement had such a document been required to be registered with the SEC in the USA, ASIC in Australia, the FMA in NZ or any other jurisdiction. Any person contemplating investing should make their own independent investigation of the terms of the placement, the projections, values, assumptions and estimates after taking all appropriate advice from qualified professional persons and base any investment decision on their own investigations and advice received.

Forward looking financial information

All forward looking financial information in this PPM is for illustrative purposes only using sources as described and is based on a combination of best estimate and hypothetical assumptions. Actual results may be materially affected by changes in economic and other circumstances. Any reliance placed upon the accuracy of projections and other information provided, and the appropriateness of assumptions and qualifications used, is a matter for any prospective Investor’s own commercial judgement. No representation or warranty is made that any projected values, assumptions or estimates contained in this PPM should or will be achieved. As indicated, some figures are expressed in both NZ and US dollars for ease of reference where appropriate in relation to a particular statement.

Private Placement Memorandum Date

This PPM should be read and construed with any amendment or supplement distributed by the Corporation from time to time and with any other documents incorporated by reference to this PPM. The information contained in this PPM and any documents referred to have been prepared up to or as at its stipulated date, the “effective date.” The delivery of this PPM does not imply, nor should it be relied upon as a representation or warranty, that there has been no change since the effective date in the affairs or financial condition of the Corporation or any other information contained therein.

Authorized Information

To the best of the director’s knowledge, this PPM does not knowingly contain any untrue statement of a material fact, nor does it knowingly omit to state a material fact, which would make the statements herein misleading or deceptive in light of the circumstances under which they were made. No person has been authorised by the Corporation to give any information nor to make any representation not contained in, or not consistent with, the PPM, or any other document entered into in relation to this PPM or any information supplied or approved by the Corporation in connection with this Placement and not notified by the Corporation to have been withdrawn, or to be incorrect or out of date. If such information or representation is given or made, it should not be relied upon as having been authorised by the Corporation.

Responsibility for Information

The Corporation and its directors accept responsibility for the contents of this PPM. However, no representation or warranty is made as to the accuracy or completeness of the information contained in this PPM, except to the extent that liability under any applicable law cannot be excluded. Each recipient of this PPM must keep confidential all information disclosed in relation to this Placement which may not be reproduced in whole, or in part, for any purpose whatsoever.

New Zealand named among world's top safe havens for millionaires



Lorna Thornber

June 19, 2024, 11:59am

25 Comments Share

APPLICATION PROCESS

ARTISTICALLY ILLUSTRATING REGIONAL NEW ZEALAND AGRIBIZ IN THE USA

US SHOWCASE OPENING TEAM

Linda Brink. Director
On location at her fav spot.
“The Florida Keys”



linda@sanctumstay.us
+1-954 203 6233

Cheryl Iverson Floor Manager
On location in Opotiki
“Honey Huts Project”



Shona Hammond-Boys. (left) Showcase Illustrative Art Director
On location at the “Childrens ArtHouse” in Opotiki, 2017
“Pictured with Cheryl (centre) and “Big Jim Wikotu” Te Upokorehe Rangatira, Tribal project Kaitiaki.

NZ PRODUCT SUPPORT



Nic Iverson. (left) Resident Director
NZ Listing Sponsor support

nic@sanctumstay.us
+64-9-945-6927



ADDENDUM 1



FORM -1 – RECEIPT OF MEMORANDUM & APPLICATION DETAILS

NZ Showcase USA Inc. The “Corporation”

INFORMATION MEMORANDUM (PPM) ACKNOWLEDGMENT OF RECEIPT & APPLICATION THIS ACKNOWLEDGMENT MUST BE SIGNED AND RETURNED TO THE CORPORATION BY OFFEREE.

The Placement as set forth in this document numbered DOC-8218, (the PPM), has not been registered with any governmental authority in NZ or the USA. The Placement is made pursuant to and in reliance on an exemption from disclosure or registration in NZ & the USA pursuant to the exclusions available pursuant to Schedule 1 of the Financial Markets Conduct Act 2013 and SEC Rules 504 and 501 of Regulation D.

To: NZ Showcase USA Inc
From: Applicant / offeree

As a condition to the delivery of the Information Memorandum, I represent that I have financial responsibility measured by annual income and net worth which is suitable to a proposed investment in a private offer placement. I recognize both the potentially speculative nature of this investment and the risk of possible loss from such investment. I am capable of evaluating the merits and risks of making this investment, understand and have evaluated the hazards and merits of such investment. I further represent that I have received this copy of DOC-8218, (the PPM) and will use this Memorandum only for purposes of evaluating an investment into the Corporation, will not distribute this document; will not copy same and will return the Memorandum and this Receipt and Application to the Corporation in the event that I do not either invest or intend to so invest. I understand that I may be required by the Corporation to sign a wholesale investor or eligible investor certificate on request (or otherwise provide further documentation / information to comply with Schedule 1 of the Financial Markets Conduct Act 2013.

Memorandum Delivered to Applicant on _____

ENTER LIMITED PARTNER APPLICANT DETAILS

Name: _____

Business Address: _____

Driver’s License Number: _____ or Applicant / Offeree Corporation number: _____

Email address (mandatory) _____

Business Telephone Number: _____ Offeree Signature: _____

SUBSCRIPTION APPLICATION DETAILS:

Enter Number of Showcase Sponsor-Owner (“SSO”) parcels purchased at USD6,000 per SSO _____

Enter Subscription Amount here in USD _____

Enter bank payment reference number _____
(From bank remittance receipt)

Enter signature here: _____

TRANSMISSION OF THIS SUBSCRIPTION APPLICATION:

Upon transfer of the funds to the Corporation’s banking account at Bank of America NA as per below, both Forms 1 and 2 are to be completed, signed and emailed to NZ Showcase USA Inc capital@tribalimanuka.us. You will receive an acknowledgment of receipt of the funds, duly signed copy of Form 2 plus notification of application acceptance upon approval by the directors.

Bank of America NA, 222 Broadway, NY, USA. SWIFT Code # BOFAUS3N Account # 898133307604.



ADDENDUM 2



FORM 2 – COMMON VOTING SHARES SUBSCRIPTION AGREEMENT

To the Subscriber:

In connection with your application for _____ Showcase Sponsor-Owner parcels “SSO” as per **FORM-1** hereto, at a subscription price of USD6,000 per SS) in NZ Showcase USA Inc, (“the Corporation”) a Florida Corporation for an aggregate price of USD _____ we advise you as follows:

1. The SSO are being placed as voting, profit sharing shares as provided for under “The Placement Terms” on Page 5 herein a copy of which you have received and read.
2. By your execution of this SSO Subscription Agreement, you acknowledge that you understand that these securities are being placed in reliance on the exemptions available pursuant to (1) Rule 504, Regulation D of the Securities Act 1933, (2) in NZ, pursuant to Schedule One of the Financial Markets Conduct Act 2013, (3) in Australia pursuant to S708 of the Corporations Act 2001 and that you are legally permitted and qualify to subscribe for the SSO applied for per Form 1.
3. By your execution of this SSO Subscription Agreement you acknowledged that **(1)** you have received and examined a copy of the Private Placement Memorandum of the Corporation to which this agreement is annexed as Exhibit 2, **(2)** have communicated with a director of the Corporation to ask various questions concerning the Corporation if you desired to do so, and **(3)** have received answers to your satisfaction.
4. You further acknowledge that you are able to bear the economic risk of the investment and maintain your investment in the securities for an indefinite period of time and could bear a total loss of the investment in respect of which no security is held, without changing the standard of living which existed for you at the time of such investment.

IF THE FOREGOING REPRESENTATIONS ARE TRUE AND CORRECT IN ALL RESPECTS, PLEASE PROVIDE YOUR NAME AND ADDRESS AND SIGN THIS FORM OF CONFIRMATION AT THE PLACES INDICATED BELOW AND RETURN THE SAME TO THE COMPANY TOGETHER WITH FORM 1, DULY COMPLETED.

I CONFIRM THAT I HAVE READ THE FOREGOING; HAVE RECEIVED THE PRIVATE PLACEMENT MEMORANDUM; AGREE TO THE TERMS THEREOF; THAT I UNDERSTAND THE STATEMENTS CONTAINED THEREIN AS AN EXCLUDED OFFERING; THAT I LEGALLY QUALIFY TO INVEST IN THIS EXCLUDED, RESTRICTED OFFERING.

SUBSCRIBING LIMITED PARTNER APPLICANTS NAME AND ADDRESS

SUBSCRIBERS SIGNATURE _____ (Telephone Number) _____

NAME _____

ADDRESS _____

EMAIL ADDRESS _____

For office use only

SUBSCRIPTION ACCEPTED
NZ Showcase USA Inc

By: _____
President / Authorized Officer

(E&OE - Errors and Omissions Excluded)

Bringing rural New Zealand agribiz listings to America.

This site is under construction

<https://nZRural.farm>



NZ RURAL SANCTUARY

Probably the safest family home environment in the world!

<https://sanctumstay.com>



Agribiz Listings Invited

Our Florida showcase provides for two classes of investors into NZ agribiz assets. (1) the UHNW market for the larger income producing units requiring OIA consent (2) the HNW market which seeks smaller, horticulture assets not requiring OIA consent. Typically a smaller orchard as a family sanctuary with income.

[Find out more](#)

<https://goodservicerealty.us>