

NORTHLAND ANGELS N.Z.



Northland Angels Limited "NANZ". Incorporated in New Zealand

RESTRICTED INVESTMENT

This restricted placement is available to (1) US based SEC Rule 501 investors, (2) NZ, parties who qualify under exclusions applicable to "wholesale investors" as set out in Schedule 1 of the Financial Markets Conduct Act 2013.

"INVEST IN NZ" SHOWCASE, FLORIDA USA



WELCOME TO THE
WINTERLESS
NORTH

NZ'S HOME TO
"THE ENDLESS
SUMMER"

All "Endless Summer" images used herein are licensed.

Private Placement Memorandum (Restricted)

NZD400k Series A Round

Placement of 40 Showcase Sponsor-Owner ("SSO") parcels of 10,000 shares per parcel in "NANZ" at NZD10,000 per parcel. The capital applied to taking up an ownership position in NZ Showcase USA Inc, an "Invest in NZ" Showcase in the world's yachting capital, Fort Lauderdale, Florida, USA

Member of

NZ CHAMBERS OF COMMERCE

North Chamber

Business Vitality

US Sanctuary Capital
Investing in New Zealand.

Linda Brink-President
NZ Showcase USA Inc

4/10/2025

OUR NZ INVESTMENT SHOWCASE IN FL.



PRIVATE PLACEMENT MEMORANDUM (“PPM”) (“INVEST IN NZ” SHOWCASE PARTNERING PROGRAM)

AN INVITATION FROM LINDA BRINK
(Showcase Project Founder)

This is an invitation to qualifying professional investors who support US sourced, Foreign Direct Investment into Northland and wish to invest in Northland Angels Ltd (“NANZ”) as an *income earning, profit sharing Showcase Sponsor-Owner* in the ownership and operations of an “[invest in NZ](#)” Showcase in Ft Lauderdale, Florida USA. The “Venice of America”. **Showcasing NZ owned, Emerging Growth Companies (“EGC”)** and residential lifestyle sanctuary real estate investment opportunities in Northland for sale to HNW American Baby-Boomers with a desire to create intergenerational “**Endless Summer**” sanctuaries in NZ.

SHOWCASE SPONSOR OWNERS

The Showcase operational plan provides for building a network of “**Showcase Sponsor-Owners**” across **New Zealand**, sourcing NZ regional investment opportunities for packaging and listing in the Florida Showcase for viewing by High Net Worth (HNW) individuals and families looking to **(1)** own an “**Endless Summer**” sanctuary asset in NZ, **(2)** invest into NZ owned, post seed, early revenue stage Emerging Growth Companies that will support an application for “Residency-By-Investment” investor visa issuance.

This Showcase Sponsor-Owner offer investment in NANZ is **limited to 40 parcels priced at NZD10,000**, per Showcase Sponsor-Owner parcel, raising NZD400,000. (USD240,000).

US SHOWCASE

NANZ is to invest the funds raised through this Round into NZ Showcase USA Inc, (“NZUS”), a Florida Corp registered to own & operate a permanent, NZ 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. The business plan provides for assignment to NZUS, ownership of the Founders realty firm and its freehold property valued at USD420,000 (NZD700,000) for repurposing as a **permanent “Showcase” of New Zealand investment opportunities for NZ sanctuary seeking US investors.** The US plan provides for the appointment of Showcase Sponsor-Owners in the US to source HNW investors to view Showcase listed NZ investment opportunities.

As with New Zealand, 40 parcels of 10,000 shares have been allocated to US investors with an entry investment of USD6,000 per parcel, raising USD240,000. This US raise is planned to follow the closing of this Round. Marketing fees of 7.5% will be paid to verified introducing parties upon closing of a share parcel subscription.

CONTENT

SUBJECT	PAGE
INTRODUCTION TO NORTHLAND	3
THE PLACEMENT	4
REGULATORY COMPLIANCE	5
TERMS & CONDITIONS	6
EVOKING US BABY-BOOMER INTEREST IN NZ	7-8
US SHOWCASE PROFILE	9
US SHOWCASE OPERATIONS	10
TAKING NORTHLAND TO AMERICA	11
BRINGING US CAPITAL TO NORTHLAND	12
FORWARD LOOKING STATEMENTS	13-15
FORWARD LOOKING STATEMENT	13
FORECAST TRADING STATEMENT	14
FORECAST STATEMENTS OF FINANCIAL POSITION	15
SHARE OWNERSHIP BENEFITS	16
SHOWCASE OPERATIONS	17-19
SHOWCASE POUPOU	18
FORECAST SETUP	19
RISK FACTORS – IMPORTANT STATEMENTS	20-23
RISKS SUMMARY	21-22
IMPORTANT STATEMENT	23
APPLICATION PROCESS	24-29
INVESTMENT ENTRY PROCESS	25
ADDENDUM 1 – PPM DOCUMENT RECEIPT	26
ADDENDUM 2 – PPM SUBSCRIPTION AGREEMENT	27
ADDENDUM 3 – THE US BABY BOOMER DEMOGRAPHIC	28-29
SIGNATURES	30



INTRODUCTION TO NORTHLAND



SYNOPSIS

Northland is a forested, subtropical region on New Zealand's North Island, framed by the Pacific Ocean and Tasman Sea. The Bay of Islands is studded with sheltered beaches, wineries, orchards and quaint colonial-era towns like Russell. It's also home to the Waitangi Treaty Grounds, an historic site in the annals of New Zealand's post-colonial era. With a population of circa 55,000, the regional port-city and capital is Whangarei, a city larger than many other regional capitals in New Zealand.

HELD BACK

Years of inadequate infrastructure support and economic development by central Government, has bottlenecked growth in the region, creating pent-up demand for access to the resources of Northland. In particular its port, tourism and agricultural sectors.

BUT GROWTH IS NOW IN THE PIPELINE

With the recent opening of the new, four lane highway linking Auckland to its holiday enclave of Warkworth to the north, planning has now started on extending this highway through to Whangarei. The new Government has announced that the building of this highway is coming due to its classification as a **"Road of National Significance"** making its

construction a priority. So while this project will take some years to complete, smart money follows Wall St and capital market thinking, **"forward looking"**. For this reason, it's time to build a private sector investment capital ecosystem to support the growth of early stage agribiz/agritech companies in the Northland region.

FOREIGN DIRECT INVESTMENT

The new central Government in Wellington is a strong supporter of Foreign Direct Investment, ("FDI") into New Zealand. So while some of the legacy legislation of previous governments that disrupted FDI into NZ will take time to work through the parliamentary system, it's time to get to work on the green shoots that are now starting to emerge.



Northland Angels Ltd was incorporated to partner with Florida based **"NZ Showcase USA Inc"** to act as an investment showcase to attract High Net Worth, ("HNW") individuals and families to channel direct investment into the Northland economy through "sanctuary" investing, bundled with direct

investment into early stage **Emerging Growth Companies** seeking post seed stage growth and export led expansion capital.



THE PLACEMENT

400,000 Showcase Sponsor Owner (“SSO”) shares priced at NZD1 per share. Offered as 40 “SSO” share parcels of 10,000 shares per parcel at an entry cost of NZD10,000.

Through a distinctively themed “**NZ Investment Showcase**” in Fort Lauderdale, FL, USA, this project is about attracting High Net Worth, (“HNW”) American Baby Boomers to invest in New Zealand, starting with an investment into a NZ owned Emerging Growth Company followed by a residential sanctuary investment as their NZ base. An important step towards “*Calling NZ home*” and repatriating capital that will bring benefit to New Zealand’s economy through direct investments into New Zealand’s early stage companies.

“132,000 Millionaires will migrate to a new country in 2025”



(UK based residence and citizenship by investment consultants)

18,000 Americans look into moving to NZ the day after Trump won

Tom Hunt | The Post

November 9, 2024

Share

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

Lorna Thornber

After Trump's Win, Americans Research "Move To" Canada, New Zealand, Australia

Google searches for “move to Canada” surged 1,270% in the 24 hours after US East Coast polls closed on Tuesday, while those for New Zealand climbed nearly 2,000%.

Posted by: Aasthaa World News Nov 08, 2024 12:14 pm IST

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Markets →			Fear & Greed Index →	Latest I
DOW	43,279.54	0.02% ▲	Neutral sentiment is driving the US market	Comcat
S&P 500	5,899.93	0.29% ▼		Ford to
NASDAQ	18,918.72	0.36% ▼		Target s

Political and social division is driving interest in ‘golden visas’

By Hanna Zlady, CNN
 4 minute read · Published 6:00 AM EST, Wed November 20, 2024



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 must 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 Rules 501 and 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, close business associates or friends 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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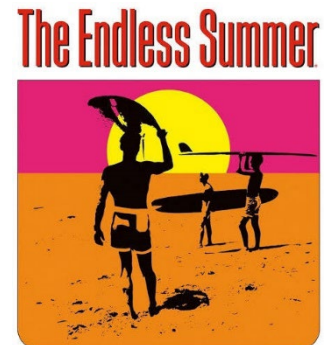
TERMS AND CONDITIONS

The offering Company is **Northland Angels Limited**, New Zealand company number 9277941, the "Company" which has approved the following terms and conditions attaching to this offer.

The Offer	An Offer by way of eighty (40) " Showcase Sponsor-Owner ", (" SSO ") parcels of 10,000 shares per SSO, totaling four hundred thousand, (400,000) Common Voting Shares "CVS", priced at NZD1.00 (one dollar/sixty cents US currency) per share, raising NZD400,000 , (four hundred thousand) NZ dollars.
Funds Application	The gross proceeds of NZD400,000 will be applied to close the USD240,000 purchase of a 71% interest in Florida incorporated "NZ Showcase USA Inc". The funds to be deployed in (a) the Showcase soft-launch followed by (b) the issue of an SEC compliant formal Private Placement Memorandum in the US seeking to raise USD5M for investment as Angel Capital into Northland based early stage companies.
Placement Application	An Application 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 Company 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 Company has provided for the payment of up to 7.5% by way of introductory fees to an approved introducer(s) on receipt by the Company of cleared funds pursuant to a signed, approved copy of Forms 1 and 2 as per Addendums 1 and 2 annexed hereto.
Risk Factors	While the Company will be supported by a US 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 20-23 of this document.
Transfer Agent	The Company has arranged for a NZ based, Chartered Accounting firm to provide this service on an outsource provider basis.
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 Company may provide / allow trading in its securities in a private or public exchange at some future date. Not warranted at this time.
Minimum Subscription	The Minimum Subscription is 10,000 CVS priced at NZD1 per share.
Maximum Subscription	The Maximum Subscription is 400,000 CVS priced at NZD1 per share.
Over Subscription	The Company is not authorized to accept oversubscriptions.
Additional Information	Only a Qualifying Party / Parties with questions regarding this restricted placement are invited to contact the Company at the postal and/or email addresses of the contact persons as set out on Page 5 herein.

EVOKING US BABY-BOOMER INTEREST IN NZ INVESTMENT/RESIDENCY

"The Endless Summer" (1966) is an iconic surf documentary that captures a carefree, sun-soaked, and adventurous lifestyle. It holds a timeless appeal, **especially to Baby boomers in the USA**, for several reasons:



- 1. Nostalgia:** Baby boomers were young back in the 1960s, remembering the post-World War II era as a time of optimism and exploration. The movie, with its carefree spirit and exploration of far-off places, taps into a deep sense of nostalgia. It evokes memories of youthful adventure, freedom, and a simpler time, which many find appealing as they look to invest in property abroad for *lifestyle purposes*.
- 2. The Idealization of Leisure and Escapism:** The film highlights the idea of endless vacations, perfect weather, and a relaxed lifestyle. For many Baby boomers, the dream of escaping the hustle and bustle of American life to enjoy a slower pace in an offshore paradise / sanctuary resonates. This fantasy aligns with the idea of investing in property abroad, where they can escape to a place that offers similar warmth, leisure, tranquility and security.
- 3. The Allure of Adventure:** "The Endless Summer" presents travel as an exciting, transformative experience, tapping into the Baby Boomer generation's adventurous spirit. Buying investment property abroad may feel like a way to not just make a financial decision but to indulge in a lifestyle of adventure, reminiscent of the movie's surfers traveling the world in search of perfect waves.
- 4. Subtle Connection to Investment:** The film's portrayal of "The Endless Summer" symbolizes an unending period of enjoyment and opportunity. The concept of an "endless" vacation parallels the idea of an investment property abroad that provides long-term value, constant enjoyment, and potential financial gain, all of which can appeal to those looking to secure their future.
- 5. Appealing to the Desire for a "Second Home" or Retirement Paradise:** Baby boomers are now nearing or have entered the "retirement age" and looking for places to spend their later years. The imagery from "The Endless Summer" of beautiful, sun-drenched locales aligns with the dream of owning a second home or a retirement property in an idyllic, exotic location.
- 6. The film evokes** the idea of living out one's golden years in a place where the lifestyle is blissful, further fueling the desire for property abroad.
- 7. In this case, New Zealand** where much of the movie was shot and could so easily produce a sequel that would serve as a great marketing tool for selling New Zealand as uniquely safe lifestyle investment destination in today's troubled world.



Evoking Baby Boomer interest (contd)

Between now and 2045, an estimated \$84 trillion will be passed down to heirs. The bulk of those assets, more than \$53 trillion, will be transferred from baby boomers to their children. Those in the silent generation — between the ages of 78 to 96 years old this year — will transfer \$15.8 trillion.

GREAT WEALTH TRANSFER

Total wealth transferred through 2045

To be owned and operated by NZ Showcase USA Inc, (NZUS) the Ft Lauderdale Showcase is to serve as a HNW investor introductory point for Showcase listed NZ investment projects, launching with Northland opportunities. NZUS has been licensed by the owners of the **Endless Summer** intellectual property to use the films imagery and messaging to package the NZ investment opportunities.

With its low operating cost structure, the Showcase is headed up by founder Linda Brink, who upon her return, will direct operations. In order to avoid time consuming regulatory compliance during the 1st year of operations, the initial focus is on EGC's packaged with sanctuary property assets up to 5ha. No deals are forecast in the first six months, this allowing time to build 'n fill the deal pipeline.

- (1) **Curated deals**, capable of immediately interfacing with a US investors private investment holding ecosystem/structure in respect of sanctuary investments not requiring OIO consent will be the first ones to close.
- (2) **ROI (in the conventional sense) is not the driving force** behind a HNW, sanctuary seeking, American Baby Boomer / investors offshore investment decision.
- (3) **Such decision is typically based on perceived suitability as a sanctuary** (offshore home) for the US investor and their family.

TEST-THE-WATERS

Noting back in Q1 of '24, that Trump was leading Biden in the US presidential election race to the White House, Linda had the office manager setup an '**expression of interest**' based window display campaign offering NZ "Agribiz Sanctuary" investment packages starting at USD5M. The packages revolved around smaller, lifestyle investment packages including a direct investment into a NZ company to qualify for "Residence-By-Investment" investor visa entry.

Amazing Result Over a 90 day period, (Mar-May '24) we had 131 "walk-ins" of which 103 representing USD515M (NZD850M) of investment capital provided contact details for when investments were available. This outstanding result attributing to our prime location in the yachting playground of HNW individuals and families.

And Today? Ongoing feedback from associates, family and friends in the US, indicate that the ongoing socio-political division in the US, linked to economic uncertainty would see this number substantially increase. For this reason, listings are now wanted with details thereof set out on Page 11 herein.



US SHOWCASE PROFILE



My name is Linda Brink. I am an American who upon return to Ft Lauderdale in Florida, will assume management control of our family's 40+ year old FL realty brokerage firm, Good Service Realty Inc 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. This is planned to form part of my family's ownership stake in the Showcase upon completion of the capitalization structure.

Referred to as the **"Yachting Capital of the World,"** and **"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 sanctuary lifestyle investments in New Zealand to Americans who have an interest in owning a **"sanctuary with a business"** in NZ, the world's safest country.



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

This window presentation will attract the attention of the Baby-Boomer generation. Naming Rights are available to a Northland organization.



US SHOWCASE OPERATIONS

(US Capital – Driving Economic Growth)

RESIDENCY BY INVESTMENT (Golden Visas)



There are over 70 countries around the world offering Golden Visa programs. The most expensive appears to be one about to be launched for the entire Eurozone at €10M followed by Trump's new USD5M offer with New Zealand coming in third at NZD5M (circa USD3M).

However, NZ's Golden Visa (Active Investor Plus) program offers a clear pathway to both permanent residency and citizenship. In an increasingly troubled world, without doubt, the most attractive investor-visa program out there today in the safest country in the world.

FOREIGN DIRECT INVESTMENT

Key to attracting and launching American capital to come directly into New Zealand means getting in front of High Net Worth (HNW) individuals / families on their home turf and showing them all of the reasons why an investment in New Zealand is a logical step for those HNWI's seeking to invest abroad to gain "Residency-By-Investment" in New Zealand. With 50% of the USD82T personal wealth pool in the US owned by the "Baby-Boomer" generation, promotional

activity must target this demographic because its unique natural resources deliver an "Endless Summer" lifestyle that millions of US Baby-boomers nostalgically desire. This desire to be manifested into action through the use of evocative messaging that resonates with a US generation that has the capital and desire to recapture that nostalgia by moving to NZ where much of "The Endless Summer" was shot and where a sequel could be produced.

THEMING NEW ZEALAND AS AN "ENDLESS SUMMER" DESTINATION

Presenting New Zealand as a destination to HNWI's in the US will be achieved by way of a themed marketing presentation in the US. i.e.

- (1) Opening the "Invest in NZ" Showcase in Ft Lauderdale, the worlds "yachting capital."

This we will do through opening a physical "Invest in NZ" Showcase in Ft Lauderdale that "lists" New Zealand wide investment opportunities directly to (a) walk-in traffic and (b) prospects reached through expanding into various distribution channels. Starting with the more than 1,000 yacht-clubs, their 600,000 plus, affluent members and circa 4,000 coastal marinas across the US. Add to this social media influencers, viral activity etc and our "Endless Summer in NZ" message will increasingly spread far and wide across the USA.

- (2) Creating an intergenerational "Endless Summer" lifestyle between the US and NZ.

Licensed by the CA based film Corp that owns the IP to the evocative imagery from the iconic 1960's movie "The Endless Summer" both the physical Showcase and all New Zealand investment products listed therein, will be marketed as delivering nostalgic "Endless Summers" to the Baby-boom generation that the Showcase targets to invest in New Zealand.



TAKING NORTHLAND TO AMERICA (Listings Wanted Now!)

With the kaupapa of the Showcase being to present HNW American Baby-Boomers who are nostalgically looking to create a family driven, intergenerational “**Endless Summer**” by investing in NZ to secure long term residency, the Showcase needs “Listings” to put in front of them. Thee primary “listings” are needed to cater to this interest, these being:

(1) EMERGING GROWTH COMPANIES (EGC)

These will be NZ owned and operated, early stage companies with demonstrable revenue streams, globally scalable through export growth with a pathway to profitability. The investment being sought must **not be less than NZD5M**. This being the minimum sum required to be directly invested into a New Zealand owned company under current “Residency-By-Investment” regulations as mandated by the Active Investor Plus (AIP) investor-visa program. As members of “NorthChamber” our plan provides for campaigns to be put out to their data base, alerting qualifying EGC members of this opportunity to list their investment offers in the USA.

(2) AGRIBIZ SANCTUARY ASSETS

These will be income producing, lifestyle orchards with residences that deliver rural sanctuary living. Although classified as “sensitive land” under current legislation, orchards under 5ha are desired as these can be purchased by foreigners without having to obtain Overseas Investment Office, (OIO) consent. This making the pathway to the closing of an investment much quicker than orchards (sensitive land) investments over 5ha in size. Typically a residential lifestyle orchard will fall within an NZD4-5M investment range. This adding circa USD1M to our USD5M+ “Test-The-Waters” campaign model. Being “chump-change” taking an investment to USD6M is not an issue.

(3) HOUSE AND LAND PACKAGES

Endless Summer seeking American investors need a residence. Current legislation delivers an incongruous situation where on the one hand, they are required to invest NZD5M and get actively involved in the investment made, yet legislation prevents them from buying existing housing stock. This begs the question. Where are they supposed to live while “actively” supporting their NZD5M in a New Zealand Emerging Growth Company? Pending changes to Govt regulations, the answer lies in house and land packages where the developers have got consent to sell new house and land packages to foreigners. After allowing for the NZD direct investment into an EGC, this leaves circa NZD3.5M available to invest in a new house and land package. And in Northland, NZD3.5M delivers a lot of value for money in delivering luxury residences. In both a rural and ocean view setting.



BRINGING US CAPITAL TO NORTHLAND

(A “first-ever” Northland Angel Fund)

The business plan of Northland Angels Ltd (“NANZ”) provides for raising USD5M in the US to deliver a small capital pool to launch “Angel Investing” in Northland. A “#1 Fund”

Under US Federal and State securities laws, provided a foreign company files a “Form D” with the SEC and complies with US securities law, they are permitted to issue offer documents to raise capital in the USA. The following two provisions apply:

- (1) Offers up to USD10M can be offered as SEC Regulation D, Rule 504 exempt, meaning that it does not require to be filed with the SEC.
- (2) That such offers can be publicly advertised and promoted to Rule 501 compliant investors. These will be IRS defined “Accredited Investors” – similar to the “Wholesale Investor” class in NZ. Registering the Fund as an AIP approved investment would count towards the NZD5M required for foreign investors seeking “Residency-By-Investment” in NZ.



AN EXCHANGE TRADEABLE “FOR PROFIT” COMPANY

This USD5M (circa NZD8.5M) fund will differ to the archetypal angel fund that operates in New Zealand. Planned to be raised through a company, “Angels” who invest in the offer would be shareholders in the Company, with the Company then making the direct angel investment into an angel stage company as the “Angel Investor”.

SHARE PRICE DISCOVERY-TRADING

The biggest drawback to conventional angel investing is the **lack of liquidity** of holdings in a target company. This situation is resolved when angel investors do not directly hold shares in the target “investee” company but rather through an investment in the “investor” company which provides an exit strategy for its angel shareholders. i.e., NANZ. By making an application to the “Catalist” Exchange to list NANZ shares, approval of such an application would enable early stage share price discovery to commence. This discovery leading to share trading through a regulated, early exit platform.

THE NANZ BOARD OF DIRECTORS-AMBASSADOR ROLE

In order to have a strong board in place when the US offer document goes to market NANZ is inviting Angel investors who come into this Round, to consider taking up a seat on the board of directors. One of whom to be appointed as the NZ “**Endless Summer Ambassador**” engaged on an annual, retainer-based contract and who will be the initial contact person in NZ for American HNWI’s starting a DD process. Ideally, a Baby Boomer for whom our theme resonates. Inquiries to the contact details on Page 5 are invited.



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 Company; (ii) completion of, and the use of proceeds from, the sale of the shares being offered hereunder; (iii) the expected development of the Company’s business, projects, and joint ventures; (iv) execution of the Company’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 Company’s projects; (vi) completion of the Company’s projects that are currently underway, in development or otherwise under consideration; (vii) renewal of the Company’s current customer, supplier and other material agreements; and (viii) 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 Company 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 Company 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.



FORECAST TRADING & ROI

As the Company's launch investment of NZD400k is into the US Showcase Corp, "NZ Showcase USA Inc", we set out below the forecast trading statement of that Corporation and its "passthrough income" to NANZ.

TABLE 1

Figures in NZD's		Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
Opening cash on hand		0	51,222	53,783	56,472	59,296	62,261
Showcase Sponsor capital entry NZ-NZD400k US-NZD400k (USD240k)		800,000					
Sanctuary Placement Fees	10%	4,980,000	9,960,000	10,458,000	10,980,900	11,529,945	12,106,442
deduct Launch Costs		565,000	0	0	0	0	0
Capital Fees/costs		65,000					
Showcase Costs		500,000					
Operating Costs		2,405,500	4,418,175	4,639,084	4,871,038	5,114,590	5,370,319
Showcase Management		220,000	231,000	242,550	254,678	267,411	280,782
Utilities		11,000	11,550	12,128	12,734	13,371	14,039
Floor Staff		66,000	69,300	72,765	76,403	80,223	84,235
Product Origination fees (NZ)	4%	1,992,000	3,984,000	4,183,200	4,392,360	4,611,978	4,842,577
Property Taxes		6,500	6,825	7,166	7,525	7,901	8,296
Marketing/Other		110,000	115,500	121,275	127,339	133,706	140,391
Closing cash on hand		2,809,500	5,593,047	5,872,700	6,166,335	6,474,651	6,798,384
<i>Deduct</i>							
Working Capital Retention	10%	51,222	53,783	56,472	59,296	62,261	65,374
Passthrough balance available	90%	2,758,278	5,539,264	5,816,227	6,107,038	6,412,390	6,733,010
US Shareholders	76%	2,096,291	4,209,840	4,420,333	4,641,349	4,874,176	5,117,087
Northland Angels Ltd	24%	661,987	1,329,424	1,395,894	1,465,689	1,539,214	1,615,923
TOTAL		2,758,278	5,539,264	5,816,227	6,107,038	6,412,390	6,733,010

CORE TRADING ASSUMPTIONS

(A) LAUNCH YEAR TEMPLATE – USD5M PACKAGES

- (1) That it will take 6 months to build a sanctuary deals pipeline.
- (2) That in the 1st trading year, only NZD50M (USD30M) will close. (6 X USD5M model).
- (3) That the 1st sanctuary deal will only close in month 7.

(B) MARKETING – US INVESTORS (initially)

- (7) Start with "Meetup Groups", then moving into omni channel distribution.
- (8) US Showcase Sponsor (shareholder) networking, targeting HNWI's nationwide.

(C) PROCUREMENT – NZ LISTINGS

- (9) Via the NZ Showcase Sponsor-Owner network. (Fundamental to Showcase performance).

(D) PASSTHROUGH DISTRIBUTION INCOME

- (10) This is dependent on the pro-rata shareholding of the Company in the Showcase Corp.
- (11) Assuming full subscription in both the US and NZ, this would be 26%.
- (12) Assuming 40 NZ parcels taken up, passthrough income to NANZ would total NZD16,550 per parcel in year 1 on an entry investment of NZD10,000 per parcel and available for distribution back to the SSO shareholders in NANZ.

These are "Forward Looking Statements". Figures are not warranted to any party whatsoever. Supply of quality listings from New Zealand is a key factor in Showcase performance delivery. A reader is directed to read the "Risk Factors" set out on Pages 20-23 herein..



All financial statements presented are “forward looking statements”. Figures are not warranted to any party whatsoever. Investment risks apply. Refer Pages 20-23 herein.

Pro-Forma Statement of Forecast Financial Position.
“Northland Angels Limited” – Post Money.
Post proposed USD5M “#1 Fund”.

TABLE 2

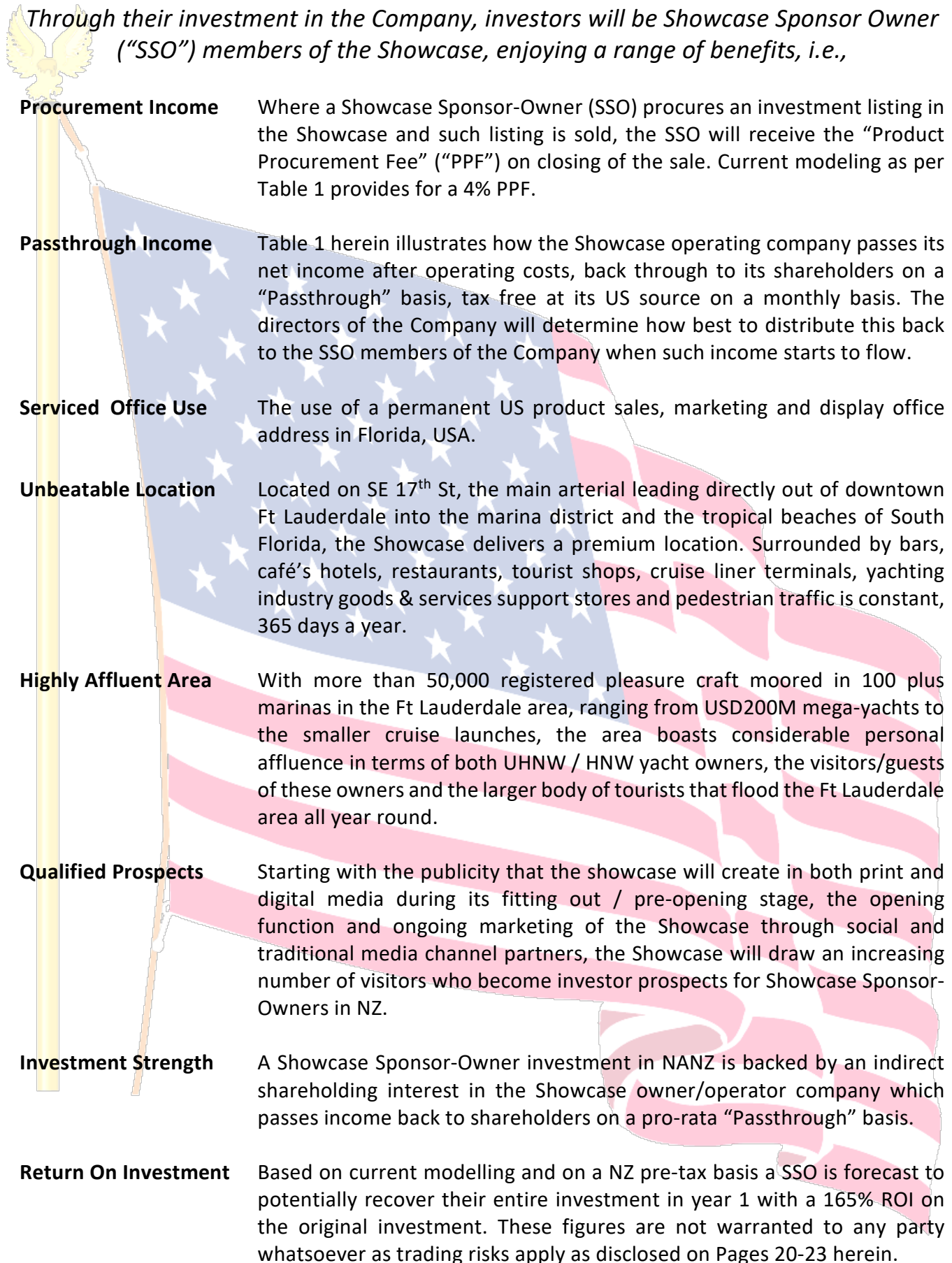
NEW ZEALAND DOLLARS	Note	Mar 31 2025 (Post-Money)	Mar 31 2026 (Post #1 Fund)
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets / Intangibles	(1)	50,100	50,100
Investment in Offshore Affiliates	(2)	400,000	400,000
Investment in NZ operating Affiliates	(3)		8,500,000
Intercompany Advances			
CURRENT ASSETS		0	0
Accounts Receivable / Share Call Account		0	0
Trading Inventory			
Cash Resources			
TOTAL CAPITAL EMPLOYMENT		450,100	8,950,100
EQUITY AND LIABILITIES			
CAPITAL & RESERVES			
Share Capital	(4)	450,100	8,950,100
Share Call Reserve			
Capital Reserves			
Shareholder Advances			
Accumulated profit/(losses)			
TERM LIABILITIES		0	0
Amount due to Related Affiliate			
Amount due to Group Company			0
CURRENT LIABILITIES		0	0
Accounts Payables		0	
Provisions & Accruals			
Bank Accommodation			
TOTAL CAPITAL EMPLOYED		450,100	8,950,100

Notes:

- (1) The post incorporation value ascribed to the intellectual property attaching to the business plan.
- (2) The investment made into purchase of 400,000 shares in NZ Showcase USA Inc (NZD400k/USD240k).
- (3) The sum planned to be raised under the “#1 Fund Round” and invested into Northland companies.
- (4) The post money paid up capital of the Company after both rounds.

SHARE OWNERSHIP BENEFITS

Through their investment in the Company, investors will be Showcase Sponsor Owner (“SSO”) members of the Showcase, enjoying a range of benefits, i.e.,

- 
- Procurement Income** Where a Showcase Sponsor-Owner (SSO) procures an investment listing in the Showcase and such listing is sold, the SSO will receive the “Product Procurement Fee” (“PPF”) on closing of the sale. Current modeling as per Table 1 provides for a 4% PPF.
 - Passthrough Income** Table 1 herein illustrates how the Showcase operating company passes its net income after operating costs, back through to its shareholders on a “Passthrough” basis, tax free at its US source on a monthly basis. The directors of the Company will determine how best to distribute this back to the SSO members of the Company when such income starts to flow.
 - Serviced Office Use** The use of a permanent US product sales, marketing and display office address in Florida, USA.
 - 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 and pedestrian traffic is constant, 365 days a year.
 - Highly Affluent Area** 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 Sponsor-Owners in NZ.
 - Investment Strength** A Showcase Sponsor-Owner investment in NANZ is backed by an indirect shareholding interest in the Showcase owner/operator company which passes income back to shareholders on a pro-rata “Passthrough” basis.
 - Return On Investment** Based on current modelling and on a NZ pre-tax basis a SSO is forecast to potentially recover their entire investment in year 1 with a 165% ROI on the original investment. These figures are not warranted to any party whatsoever as trading risks apply as disclosed on Pages 20-23 herein.

A NZ SANCTUARY LIFESTYLE INVESTMENT

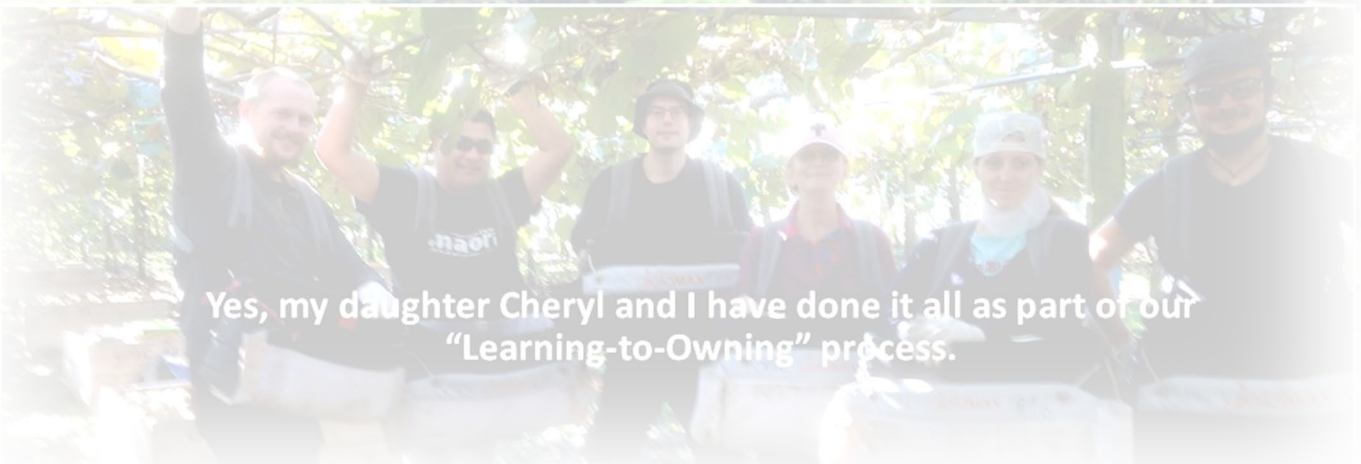
HAVING LIVED IN NZ FOR 8 YEARS, I LOVE THE KIWIFRUIT ORCHARD LIFESTYLE.

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.

SHOWCASE SETUP

GETTING NOTICED

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

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.

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



**New Zealander
of the Year Award**
Pure Kiwi Spirit

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 35+ 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 NZ and abroad. Through her art, Shona has developed a huge personal network in the USA.

SHOWCASE PRESIDENT/CEO

As the daughter of Good Service Realty’s 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 HNW “sanctuary” investing dating back to the “Sanctum Stay” project in the Tallai Hills on Australia’s Gold Coast, nine years working in the NZ kiwifruit sector, (2015-24) and her strong interpersonal relationship skills, Linda will quickly build the Showcase into a profitable and valuable trading asset.



Linda & mother
2008

SETUP (Soft Launch) PERIOD

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

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 POUPOU

The repurposing of the Showcase building provides for the building to undergo both internal and external refurbishment. Internally it is planned to use mural artwork to emulate the “pou pou” art concept associated with wharenui across New Zealand. This will help create a uniquely NZ branded interior with each of the pou pou dedicated to one of the country’s 16 regions.

With a floor to ceiling height of 9 feet and 4 feet wide, the Regional display panels are planned to incorporate into their design, an artistically presented interpretation of the regional korero that a pou pou conveys to Showcase viewers about each region of NZ.

CONCEPT ONLY



POUPOU DESIGN

The “tukutuku” concept (i.e. the woven panels between each Pou pou) will be conveyed via mural work undertaken by the projects art director to create a “wharenui feel” in the Showcase that will complement the Pou pou when mounted.

The Pou pou attracting a Showcase visitor to take greater interest in a Region while giving them a NZ geography lesson.

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 Company is incorporated in New Zealand. Being newly incorporated the Company 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 Company, either pre or post incorporation will continue or that the operations will be profitable in the future.

Limited Capital/Need for Additional Capital: The Company 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 Company may be limited and may not be sufficient to enable the Company to fully build out and/or expand its proposed business plans. In such a case, additional financing may be required to further develop the Company's business plans. Even if the maximum offering herein is consummated, should the Company's actual results of operations fall short of its projections or its costs and capital expenditures exceed the amounts projected, the Company could be required to seek additional financing. There can be no assurance that the Company 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 Company.

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

Limited Financial Statement Verification: The Company 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 shares being offered were determined by the Company 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 shares 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 Company. No Counsel retained by the Company 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 shares 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 Company, its business model, operational platform and prospects before making an investment in the shares 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 shares being offered herein. There is no guarantee that the Company will be able to place any of the shares or that the Company 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 Company. 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 shares of the Company 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 Company may 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 NZ, US and/or global stock market conditions and the Company's prospects at the time of such proposed offering. The Company has no commitment from any underwriter to offer its shares in an initial public offering. Even if the Company can make an initial public offering, there can be no assurance that such an offering would be successful or permit the registration of any of these securities offered hereby. The possible delays in a proposed offering, (if any), may possibly require the



Company to seek alternate financing and there can be no assurance that this financing will be available, in which case ongoing operations of the Company may face a degree of risk. There can be no assurance that the Company will ever have a public offering of its stock.

Financial Burden on Investors: A portion of the financial risk of the Company's proposed activities will be borne by the investors who purchase the shares, while management and the certain service providers may realize benefits from share ownership. .

Control by Present Stockholders. Upon completion of this placement and assuming the maximum number of shares are placed, the current stockholders of the Company will remain as the owners of a substantial percentage of the outstanding shares, enabling them to participate in the election of the Company's Board of Directors, this possibly enabling them to continue to control the Company's direction and operations. Subject to any management agreement with the current shareholders, should the maximum subscription be raised, the investors purchasing the shares will have voting control over the Company.

Discretion in Application of Proceeds: In order to accommodate changing circumstances, the Company's management may reallocate the proceeds of this Placement and if the Maximum Subscription under this Placement is raised, it will be applied to working capital of the Company. Accordingly, the Company's current management will have broad discretion in the application of the proceeds of the Maximum Placement. .

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 Company 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 Company 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 Company is prepared to release considering commercial and business secrets.

Effects of Compliance with Government Regulation: The Company, 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 Company, 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 Company 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 Company and its subsidiary and Related Corporations will at all times, make every effort to fully 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 Company'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 Company'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 Company. In addition to the shares provided under this offering, the Company may issue further common and / or preferred stock for the purpose of further 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 Company will include the payment of dividends. While the Company does intend to pay dividends on its shares, the Company may retain future earnings for use in the Company's expansion of its trading and 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 Company. 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 Company. Only the management of the Company is authorised to give any information with respect to the Company 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 Company intends to issue shares 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 shares 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 Company. 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 Company 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 Company 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 Company 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 Company in connection with this Placement and not notified by the Company 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 Company.

Responsibility for Information

The Company 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 Thorner

June 19, 2024, - 11:59am

25 Comments → Share

APPLICATION PROCESS



SPONSOR-OWNER (SHAREHOLDER) INVESTMENT ENTRY

MINIMUM INVESTMENT

The Minimum Investment requirement to become a shareholder in the Company, enjoying Showcase Sponsor-Owner (SSO”), rights and financial benefits is **NZD10,000**, i.e., one SSO share parcel of 10,000 shares priced at NZD1 per share as per the entry process set out below:

A qualifying SSO will:

- (1) **Provide** evidence of FMCA (NZ) regulatory compliance (Wholesale or Small Offer).
- (2) **Complete** SSO Application “**Form 1**” / Subscription Agreement “**Form 2**”. (Pages 26-27).
- (3) **Transfer** the SSO investment capital of NZD10,000 per SSO parcel to the Company’s nominated banking account as entered on **Form 1** (Addendum 1, Page 26).

Upon receipt of SSO Forms 1, 2 and confirmation of funds receipt, the *Company* will:

- (1) **Issue** to approved SSO Subscriber, 10,000 fully paid shares in the capital of the Company.
- (2) **Apply** the SS investment capital to the Company’s NZUS share purchase subscription debt.

Upon Receipt of the SSO investment capital of NZD10,000, *NZ Showcase USA Inc* (the “*Corp*”) will:

- (1) **Confirm** receipt of the SSO investment capital.
- (2) **Issue** to the Company, 10,000 fully paid shares in the capital of the Corp.
- (3) **Apply** the NZD10,000 per parcel subscribed to Showcase operations.

POST-MONEY ACTIVITY

STEP 1 SHOWCASE SOFT OPENING

Through both the retail shop and local area partners, Linda and her office agents commence promotion of the NZ investment opportunities that feed into the system as Listings from NZ based Listing Sponsors. Shop works will include rebranding shop signage to “[Invest in NZ](#)”, setting up new window / wall displays and commencing outreach to the US yachting and marina user member community. both locally and interstate. This activity will start pulling in HNW prospects who have an interest “Sanctuary” investing in New Zealand.

STEP 2 ISSUE USD5M PRIVATE PLACEMENT MEMORANDUM FOR NORTHLAND INVESTMENT

(Page 12 refers)

Upon receipt of the proceeds under this placement, the Company plans to issue and distribute in the US, an SEC Regulation D, Rule 504 compliant Private Placement Memorandum to raise the sum of USD5M for investment as Angel Capital into approved, early stage Northland companies. This subject is discussed in greater detail on Page 12 herein.

ADDENDUM 1



FORM -1 – RECEIPT OF MEMORANDUM & APPLICATION DETAILS

Northland Angels Limited. The “Company”

PRIVATE PLACEMENT 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-8219, (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: Northland Angels Limited.
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-8219, (the PPM) and will use this Memorandum only for purposes of evaluating an investment into the Company; will not distribute this document; will not copy same and will return the Memorandum and this Receipt and Application to the Company in the event that I do not either invest or intend to so invest. I understand that I may be required by the Company 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 Company number: _____

Email address (mandatory) _____

Business Telephone Number: _____ **Offeree Signature:** _____

SUBSCRIPTION APPLICATION DETAILS:

Enter Number of SSO purchased: _____ @ NZD10,000 per parcel (limited to 40).

Enter Subscription Amount here in NZD _____

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

Enter signature here: _____

TRANSMISSION OF THIS SUBSCRIPTION APPLICATION:

Upon transfer of the funds to the Company’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 NZD10,000 per SSO in Northland Angels Limited (“the Company”) for NZD_____ 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 6 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)** pursuant to Schedule One of the Financial Markets Conduct Act 2013, **(2)** Rule 504 of Regulation D of the Securities Act 1933, **(3)** in Australia pursuant to S708 of the Corporations Act 2001 and that you are legally permitted and qualify to subscribe for the SSP 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 Company to which this agreement is annexed as Addendum 2, **(2)** have communicated with a director of the Company to ask various questions concerning the Company 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 A RESTRICTED OFFERING; THAT I LEGALLY QUALIFY TO INVEST IN THIS EXCLUDED, RESTRICTED OFFERING.

SUBSCRIBING SHOWCASE SPONSOR PROGRAM APPLICANTS NAME AND ADDRESS

SUBSCRIBERS SIGNATURE _____ (Telephone Number) _____

NAME _____

ADDRESS _____

EMAIL ADDRESS _____

For office use only

SUBSCRIPTION ACCEPTED

Northland Angels Limited

By: _____

Director / Authorized Officer

(E&OE - Errors and Omissions Excluded)

UNDERSTANDING THE US BABY BOOMER DEMOGRAPHIC

In an ever changing socio-economic society, there is a growing trend among American High-Net-Worth Baby Boomers who are increasingly looking to invest in second homes and businesses overseas as part of a diversified portfolio. This trend is driven by several factors of which the following are the most prevalent:

1. Desire for Sanctuary Investments

- **Political & Economic Uncertainty:** Many Baby Boomers are concerned about political instability, economic changes, or even potential tax increases in the U.S. This has led to an interest in purchasing second homes or businesses in countries with more stable political systems or favorable tax environments.
- **"Sanctuary" Investments:** These assets are seen as safe havens, offering a lifestyle retreat in uncertain times.

2. Global Diversification

- **Risk Mitigation:** High-net-worth individuals (HNWIs) are seeking to mitigate risks associated with economic downturns, political instability, or inflation by diversifying their investment portfolios across countries and regions. Owning property or businesses overseas allows them to spread their wealth and reduce exposure to risks specific to the U.S. economy.
- **Currency Diversification:** Investments in foreign real estate or businesses can provide exposure to different currencies, offering a hedge against U.S. dollar fluctuations.

3. Retirement & Lifestyle Considerations

- **Retirement Locations:** Baby Boomers, many of whom are nearing retirement, are seeking locations where they can live comfortably in their later years. Countries with lower living costs, better healthcare systems, or a desirable climate in a safe and secure location are becoming popular destinations for second homes.
- **Lifestyle Enhancements:** Investing in overseas properties, whether for personal use or as vacation rentals, provides an opportunity to live in a desired location while generating income or enhancing personal lifestyle.

4. Tax Benefits and Residency Programs

- **Favorable Tax Regimes:** Some countries offer tax incentives for foreign investors, which is a significant motivator for Baby Boomers looking to reduce their tax burdens. For example, countries like Monaco, the Cayman Islands, and Portugal have attractive tax policies for foreigners.
- **Golden Visa Programs:** Several countries, including Portugal, Spain, and Greece, offer "Golden Visa" programs, which grant residency or even citizenship to those who invest in real estate or businesses in these countries. These programs are particularly appealing to Baby Boomers seeking a second home and the added benefit of a European, Caribbean, Asian or a South Pacific region residency.

5. Business Opportunities and Foreign Investment

- **International Business Expansion:** Some Baby Boomers, particularly those who have owned businesses in the U.S., are looking for opportunities to invest in or expand businesses overseas. Emerging markets in Asia, Latin America, and Eastern Europe offer significant

growth potential. While this does have appeal for some, there are also many who prefer the safety of lower population areas of the world such as the western and southern Pacific regions with New Zealand beating out Australia as the preferred sanctuary in the geographically safe, South Pacific region.

- Retirement Business Ventures: Some Baby Boomers are not ready to fully retire and are looking to invest in businesses abroad, often in sectors like tourism, hospitality, food production / agriculture, where they can leverage their experience and create profitable ventures. New Zealand's "Residency-By-Investment" investor visa program delivers this through the "Active Investor Plus" (AIP) program.

6. Property as an Investment Vehicle

- Real Estate Investment: Real estate remains a popular investment option, and many Baby Boomers see overseas property as a way to capitalize on global real estate markets. For example, real estate in popular tourist destinations or fast-growing cities overseas can provide rental income and long-term capital appreciation.
- Vacation Rentals: Some Baby Boomers are purchasing homes or apartments in popular vacation areas (e.g., the Caribbean, Costa Rica, Bali, or parts of Europe) and renting them out through platforms like Airbnb. This generates income while providing a retreat option.

THE TREND IS ACCELERATING

The trend of American High-Net-Worth Baby Boomers investing in second homes and businesses overseas as part of a diversified portfolio is reportedly growing.

Largely driven by the desire for global diversification, tax benefits, favorable residency programs, and lifestyle improvements, these investments provide a way to safeguard wealth, generate income, and enhance personal or family living options in retirement.

As geopolitical and economic uncertainty increases, many Baby Boomers see international investments as a strategic way to secure their financial futures and personal wellbeing.



SIGNATURES

The Directors state that they have made all reasonable inquiries and on that basis have reasonable grounds to believe that any statements made by the Directors as set out on pages 1 through to 29 of this PPM together with the Introduction and Addendums are not misleading or deceptive and to the best of the knowledge of the directors at the day and date hereof are **(1)** fair, **(2)** accurate, having been extracted from **(3)** day to day preparation of the business plan/ ecosystem **(4)** in-depth industry knowledge gained from decades of financial forensics experience, **(5)** circa nine years of research, ecosystem development and market study in NZ (2016-25) from what is believed to be genuine public domain data, including the treatment of proprietary business intellectual property in accordance with acceptable accounting treatment and practice in the monetization and capitalization of commercialized intellectual property.

The Director of the Company consented to the issue of this Private Placement Memorandum (Product Disclosure Statement) by way of director's resolution dated 11/04/25.

Issued and signed by the undersigned in accordance with the said resolution of the Company.

Unsigned, Restricted Circulation Draft copy only

.....
Chief Executive Officer

Dated this day of 2025.

SCOR (USA) MANDATED SIGNING DISCLOSURE STATEMENT APPEARS BELOW:

The Corporation's Chief Executive Officer or Chief Financial Officer must sign this Disclosure Document. When signed, the body of directors have represented that they have diligently attempted to confirm the accuracy and completeness of the information in the Document and that all content as at the date of such signature is, to the best of their knowledge and belief, true, fair and accurate.

When thus signed, the signatory represents that the financial statements in the Document have been prepared in accordance with generally accepted accounting principles which have been consistently applied, except where otherwise explained in the notes to the financial statements and qualifications (if any) and the reason therefore. That same person also represents that the financial statements fairly state the Corporation's financial position and results of operations or receipts and disbursements, (if any) as at the dates and/or periods indicated and represents that year-end (Review Date) figures include all adjustments and assumptions necessary for a fair presentation taking into account the provisions of intellectual property / business combination recognition as per FASB 141 and 142.



Bringing rural New Zealand agribiz listings to America.

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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.

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